

STATE FISCAL ACCOUNTABILITY AUTHORITY

Meeting of Tuesday, August 30, 2022 -- 2:00 P. M.

Room 252, Edgar A. Brown Building

AGENDA INDEX

<u>Item</u>	<u>Agency</u>	<u>Subject</u>
A.	ADOPTION OF PROPOSED AGENDA	
B.	MINUTES OF PREVIOUS MEETING	
C.	REGULAR SESSION	
1.	State Treasurer's Office	Bond Counsel Selection
2.	Secretary of State	Notice of Expenditure of Funds
3.	Department of Administration, Executive Budget Office	Permanent Improvement Projects
4.	Department of Administration, Executive Budget Office	South Carolina Department of Natural Resources – Lexington – Congaree Creek Heritage Preserve Lane Acquisition
5.	Department of Administration, Facilities Management and Property Services	Easement
6.	Department of Administration, Facilities Management and Property Services	SC Department of Health and Human Services Lease at 1801 Main Street in Columbia
7.	Department of Administration, Facilities Management and Property Services	Greenville Technical College Lease-Out to Greenville County (225 South Pleasantburg Drive, Building 603)
8.	Department of Administration, Facilities Management and Property Services	Asset Transfer from Division of Public Railways d/b/a Palmetto Railways to the South Carolina Ports Authority in Connection with the Intermodal Facility Project
9.	Executive Director	Revenue Bonds

STATE FISCAL ACCOUNTABILITY AUTHORITY
Meeting of Tuesday, August 30, 2022 -- 2:00 P.M.
Room 252, Edgar A. Brown Building

REGULAR SESSION AGENDA INDEX -- Page 2

<u>Item</u>	<u>Agency</u>	<u>Subject</u>
10.	Division of Procurement Services	Audit and Certification – Governor’s School for Agriculture at John de la Howe
11.	Division of Procurement Services	Audit and Certification – Midlands Technical College
12.	Division of Procurement Services	Audit and Certification – Northeastern Technical College
13.	Division of Procurement Services	Audit and Certification – State Accident Fund
14.	Division of Procurement Services	Audit and Certification – Department of Public Safety
15.	Division of Procurement Services	Audit and Certification – State Law Enforcement Division
16.	Executive Director	SC State Ceiling Allocation Plan - 2022
17.	Executive Director	SC State Ceiling Allocation Plan - 2023
18.	State Fiscal Accountability Authority	Future Meeting

AGENCY: State Treasurer's Office

SUBJECT: Bond Counsel Selection

CONDUIT/OTHER ISSUES:

Description of Issue	Agency/Institution (Borrower)	Bond Counsel	Issuer's Counsel	Date STO Approved
\$28,000,000; South Carolina Jobs-Economic Development Authority ("SC JEDA"); Educational Facilities Revenue Bonds, Series 2022; Heathwood Hall Episcopal School	Heathwood Hall Episcopal School Conduit: SCJEDA	Nexsen Pruet – Alan Lipsitz	Pope Flynn Group - Joe Lucas	6/24/2022
\$100,000,000; SC JEDA; SC Jobs-Economic Development Authority Revenue Bonds, Series 2022 - AnMed Health	AnMed Health Conduit: SCJEDA	Pope Flynn Group - Bill Musser	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	6/24/2022
\$85,000,000; SC JEDA; Jobs-Economic Development Authority Revenue Bonds, Series 2022; Affordable Housing Partners, Inc. - Silver Station, LLC	Affordable Housing Partners, Inc. - Silver Station, LLC Conduit: SC JEDA	Ice Miller - Phillip Genetos Burr & Forman – Michael Seezen and Assatta Williams	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	6/24/2022
\$220,000,000; SC JEDA; Economic Development Retirement Community Revenue Bonds, Series 2022, Kiawah Life Plan Village - Seafields at Kiawah Island	Kiawah Life Plan Village - Seafields at Kiawah Island Conduit: SCJEDA	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	Howell Linkous & Nettles – Sam Howell and Alan Linkous	6/24/2022
\$26,000,000; SC JEDA; Educational Facilities Revenue Bonds, Series 2022; Greenwood Charter Academy	Greenwood Charter Academy Conduit: SCJEDA	Howell Linkous & Nettles – Sam Howell and Alan Linkous	Parker Poe – Ray Jones, Emily Luther, Emily Zackon, and Ryan Romano	6/29/2022
\$65,000,000; SC JEDA; Economic Development Authority Revenue Bonds, Series 2022, Affordable Housing Alliance II - Providence Park	Affordable Housing Alliance II - Providence Park Conduit: SCJEDA	Parker Poe – Ray Jones and Emily Luther	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	7/26/2022
\$65,000,000; SC JEDA; Economic Development Authority Revenue Bonds, Series 2022, Affordable Housing Alliance II - Windsor Apartments	Affordable Housing Alliance II - Windsor Apartments Conduit: SCJEDA	Parker Poe – Ray Jones and Emily Luther	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	7/26/2022
\$12,000,000; Multifamily Housing Revenue Bonds; Dillon Graded School Senior Apartments; Series 2022 (SC State Housing Finance and Development Authority - "SCSHFDA")	Dillon School Senior, LP (Dillon Graded School Senior Apartments Project) Conduit: CSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022

AGENCY: State Treasurer's Office

SUBJECT: Bond Counsel Selection

Description of Issue	Agency/Institution (Borrower)	Bond Counsel	Issuer's Counsel	Date STO Approved
\$16,000,000; Multifamily Housing Revenue Note; Dunean Mill Apartments; Series 2022 ("SCSHFDA")	Dunean Mill Apartments, LP (Dunean Mill Townhomes Project) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$20,000,000; Multifamily Housing Revenue Bonds; Shannon Park Apartments Project; Series 2022 ("SCSHFDA")	Standard Shannon Venture, LP (Shannon Park Apartments Project) Conduit: SCSHFDA	Parker Poe – Ray Jones, Emily Luther, Emily Zackon	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$17,750,000; Multifamily Housing Revenue Bonds; Dunbar Place Apartments; Series 2022 ("SCSHFDA")	Dunbar Place Apartments, LLC (Dunbar Place Apartments Project) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$22,000,000; Multifamily Housing Revenue Bonds; Magnolia Branch Apartments; Series 2022A and 2022B ("SCSHFDA")	Magnolia Branch SC, LLC (Magnolia Branch Apartments) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022

GENERAL OBLIGATION / REVENUE ISSUES:

Description of Issue	Agency/Institution (Borrower)	Bond Counsel	Issuer's Counsel	Date STO Approved
\$375,000,000; South Carolina State Housing Finance & Development Authority Mortgage Revenue Bonds / Notes; Series 2022B & 2022C	South Carolina State Housing Finance and Development Authority	Burr Forman McNair – Rion Foley	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	8/3/2022

AUTHORITY ACTION REQUESTED:

In accord with Authority policy, receive the State Treasurer's Office report of bond counsel as information.

ATTACHMENTS:

Bond Counsel Selection Approved by the State Treasurer's Office

**The State Treasurer advises the State Fiscal Accountability Authority, for informational purposes,
of the firms selected and approved for its August 30, 2022 meeting:**

CONDUIT/OTHER ISSUES:

Description of Issue	Agency/Institution (Borrower)	Bond Counsel	Issuer's Counsel	Date STO Approved
\$28,000,000; South Carolina Jobs-Economic Development Authority ("SC JEDA"); Educational Facilities Revenue Bonds, Series 2022; Heathwood Hall Episcopal School	Heathwood Hall Episcopal School Conduit: SCJEDA	Nexsen Pruet – Alan Lipsitz	Pope Flynn Group - Joe Lucas	6/24/2022
\$100,000,000; SC JEDA; SC Jobs-Economic Development Authority Revenue Bonds, Series 2022 - AnMed Health	AnMed Health Conduit: SCJEDA	Pope Flynn Group - Bill Musser	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	6/24/2022
\$85,000,000; SC JEDA; Jobs-Economic Development Authority Revenue Bonds, Series 2022; Affordable Housing Partners, Inc. - Silver Station, LLC	Affordable Housing Partners, Inc. - Silver Station, LLC Conduit: SC JEDA	Ice Miller - Phillip Genetos Burr & Forman – Michael Seezen and Assatta Williams	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	6/24/2022
\$220,000,000; SC JEDA; Economic Development Retirement Community Revenue Bonds, Series 2022, Kiawah Life Plan Village - Seafields at Kiawah Island	Kiawah Life Plan Village - Seafields at Kiawah Island Conduit: SCJEDA	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	Howell Linkous & Nettles – Sam Howell and Alan Linkous	6/24/2022
\$26,000,000; SC JEDA; Educational Facilities Revenue Bonds, Series 2022; Greenwood Charter Academy	Greenwood Charter Academy Conduit: SCJEDA	Howell Linkous & Nettles – Sam Howell and Alan Linkous	Parker Poe – Ray Jones, Emily Luther, Emily Zackon, and Ryan Romano	6/29/2022
\$65,000,000; SC JEDA; Economic Development Authority Revenue Bonds, Series 2022, Affordable Housing Alliance II - Providence Park	Affordable Housing Alliance II - Providence Park Conduit: SCJEDA	Parker Poe – Ray Jones and Emily Luther	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	7/26/2022
\$65,000,000; SC JEDA; Economic Development Authority Revenue Bonds, Series 2022, Affordable Housing Alliance II - Windsor Apartments	Affordable Housing Alliance II - Windsor Apartments Conduit: SCJEDA	Parker Poe – Ray Jones and Emily Luther	Haynsworth Sinkler Boyd – Kathy McKinney and Brad Love	7/26/2022
\$12,000,000; Multifamily Housing Revenue Bonds; Dillon Graded School Senior Apartments; Series 2022 (SC State Housing Finance and Development Authority - "SCSHFDA")	Dillon School Senior, LP (Dillon Graded School Senior Apartments Project) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$16,000,000; Multifamily Housing Revenue Note; Dunean Mill Apartments; Series 2022 ("SCSHFDA")	Dunean Mill Apartments, LP (Dunean Mill Townhomes Project) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$20,000,000; Multifamily Housing Revenue Bonds; Shannon Park Apartments Project, Series 2022 ("SCSHFDA")	Standard Shannon Venture, LP (Shannon Park Apartments Project) Conduit: SCSHFDA	Parker Poe – Ray Jones, Emily Luther, Emily Zackon	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$17,750,000; Multifamily Housing Revenue Bonds; Dunbar Place Apartments; Series 2022 ("SCSHFDA")	Dunbar Place Apartments, LLC (Dunbar Place Apartments Project) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022
\$22,000,000; Multifamily Housing Revenue Bonds; Magnolia Branch Apartments; Series 2022A and 2022B ("SCSHFDA")	Magnolia Branch SC, LLC (Magnolia Branch Apartments) Conduit: SCSHFDA	Howell Linkous & Nettles – Sam Howell, Alan Linkous	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	7/26/2022

GENERAL OBLIGATION / REVENUE ISSUES:

Description of Issue	Agency/Institution (Borrower)	Bond Counsel	Issuer's Counsel	Date STO Approved
\$375,000,000; South Carolina State Housing Finance & Development Authority Mortgage Revenue Bonds / Notes; Series 2022B & 2022C	South Carolina State Housing Finance and Development Authority	Burr Forman McNair – Rion Foley	Issuer's Counsel to SC State Housing Authority – Tasha Thompson (Assistant General Counsel)	8/3/2022

STATE FISCAL ACCOUNTABILITY AUTHORITY

REGULAR SESSION

MEETING OF August 30, 2022

ITEM NUMBER 2

AGENCY: Secretary of State

SUBJECT: Notice of Expenditure of Funds

Pursuant to S.C. Code Ann. Section 1-11-470, Secretary of State Mark Hammond has advised the Authority that he will be expending funds to purchase radio and television public service announcements. The radio and television announcements will be used for a public awareness campaign on charitable solicitations fraud. Secretary Hammond requests approval to spend \$55,000 for radio and television public service announcements that will begin in the late Fall of 2022. The funds are from administrative fees and fines issued by the Secretary of State pursuant to the Solicitation of Charitable Funds Act, Code Section 33-56-160. Approval of the request must be by unanimous vote of the Authority.

Last year, the Authority approved Secretary Hammond's request for the expenditure of \$55,000 for public service announcements at its June 27, 2021, meeting. The exact amount spent for last year's campaign was \$54,996.47.

AUTHORITY ACTION REQUESTED:

Approve a request from Secretary of State Mark Hammond to use funds to purchase radio and television public service announcements not to exceed \$55,000 for a public awareness campaign on charitable solicitations fraud. The Authority must approve the request to use the funds for such purposes by unanimous vote.

ATTACHMENTS:

Dunlap 8/3/22 letter; Code Sections 1-11-470 and 33-56-160

State of South Carolina
Office of the Secretary of State
The Honorable Mark Hammond

1205 PENDLETON STREET, SUITE 525
COLUMBIA, SC 29201

803-734-2170
www.sos.sc.gov



August 3, 2022

Mr. Delbert H. Singleton, Authority Secretary
State Fiscal Accountability Authority
1201 Main Street, Suite 600
Columbia, SC 29201

RE: Secretary of State's Request for Wise Charitable Giving Public Service
Announcement

Dear Mr. Singleton:

Secretary Hammond is requesting to appear before the State Fiscal Accountability Authority on August 30, 2022, for approval to use funds for radio and television public service announcements. I would appreciate it if you would place this item on the agenda for SFAA's August 30, 2022, meeting. The public service announcement is designed to raise the awareness of the public to aid with wise charitable giving, and to prevent charitable solicitations fraud.

As you are aware, Secretary Hammond is the administrator of the Solicitation of Charitable Funds Act, and therefore he is responsible for protecting charitable donors from unscrupulous charities and professional fundraisers. Pursuant to S.C. Code §1-11-470, a constitutional officer must receive approval of the Authority to expend appropriated funds to purchase radio or television space with unanimous approval of the Authority. While we are not seeking approval to spend state appropriated general funds, the Secretary requests to appear before the Authority for approval out of a desire for transparency.

Pursuant to S.C. Code §33-56-160, all fees collected under the Solicitation of Charitable Funds Act, and all fine revenue up to \$200,000.00 collected from enforcement of the Act must be transmitted to the State Treasurer. These funds must be deposited in a fund separate and distinct from the state general fund and are to be used by the Secretary of State for the purpose of administering the Act. Secretary Hammond is requesting approval to spend \$55,000 for the public service announcements that would begin in late

Mr. Delbert Singleton – SFAA Authority Secretary
August 3, 2022
Page Two

Fall 2022. For the Give Smart 2021 public service announcement, the Secretary of State's Office spent \$54,996.47. The public service announcements provide important information to citizens who want to give to organizations that solicit donations. In addition, citizens are provided a number to call to report organizations that need further review.

Please contact me at (803) 734-2157 or mdunlap@sos.sc.gov if you have any questions about this request. Thank you for your assistance with this matter.

Sincerely,



Melissa Dunlap
Deputy Secretary of State & Chief Legal Counsel

SECTION 1-11-470. Limitations on use of funds appropriated by General Assembly.

(A) No funds appropriated by the General Assembly may be used by a constitutional officer to purchase space including, but not limited to, notices or advertisements, in a print medium or time from a radio or television medium without unanimous prior written approval of the Budget and Control Board.

(B) No funds appropriated by the General Assembly may be used by a constitutional officer to print on, or distribute with, official documents extraneous promotional material or to purchase plaques, awards, citations, or other recognitions without unanimous prior written approval of the Budget and Control Board.

(C) If nonpublic funds are used for the purposes enumerated in subsection (A), the constitutional officer expending the funds must submit the source of the funds showing all contributors to the Budget and Control Board before the funds are expended.

(D) The provisions of this section do not apply to the Governor or to the General Assembly.

SECTION 33-56-160. Administrative fines and fees; disposition.

(A) The first two hundred thousand dollars in administrative fine revenue received pursuant to this chapter in a fiscal year, not including fine revenues collected pursuant to Section 33-56-75, may be retained by the Secretary of State to offset the expenses of enforcing this chapter. All administrative fines collected pursuant to this chapter in excess of two hundred thousand dollars in a fiscal year, not including fine revenues collected pursuant to Section 33-56-75, must be transmitted to the State Treasurer and deposited in the state general fund. All fees collected pursuant to this chapter must be transmitted to the State Treasurer and deposited in a fund separate and distinct from the state general fund and used by the Secretary of State for the purpose of administering the provisions of this chapter.

(B) All administrative fines collected pursuant to Section 33-56-75 in a fiscal year must be transmitted to the State Treasurer and deposited in a fund separate and distinct from the state general fund. The revenue collected from these fines must be directed to the Secretary of State for the purpose of administering the provisions of that section.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (a) **Project:** JBRC Item 1: The Citadel
H09.9624: Fire Pump and Water Tank Replacement
- Request:** Establish Phase I Pre-Design Budget to construct a new fire pump and fire water storage tank for the campus.
- Included in CPIP:** Yes – 2022 CPIP Priority 1 of 2 in FY22 (estimated at \$2,550,000)
- CHE Approval:** 8/5/22

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Institutional Capital Project				38,250	38,250
All Sources				<u>38,250</u>	<u>38,250</u>

Summary of Work: The project will construct a new 200,000-gallon water storage tank and a new pump house to house a new fire pump that meets the necessary flow criteria. Once complete, the existing water tank, water tower, and pump house will be demolished.

Rationale: The existing firewater tank and elevated water tower are in poor condition. Based on a tank inspection completed in November 2020, The Citadel initiated a study for an in-house project to replace the tank. The study was finalized in February 2022 and indicated a new tank was needed and that the existing fire pump no longer has capacity to meet current codes for necessary fire water flow for the campus.

Facility Characteristics: The Citadel utilizes a central fire pump and water storage system to provide fire protection coverage to the buildings on campus. The existing water tank was constructed in 1953 (69 years old). The pump house was constructed in 1965 (57 years old) and was renovated in 2001 (21 years old) when the fire pump was replaced. The facility will provide fire protection for 22 campus buildings and coverage for other areas of campus with 13 fire hydrants. The buildings served are used by 3,300 students and over 1,000 faculty and staff, as well as visitors to The Citadel campus.

Financial Impact: The project will be funded from Institution Capital Project Funds (uncommitted balance \$12.9 million at June 16, 2022). Revenue to this fund is from all Excess Debt Service fund transferred as of June 30th each year. The project is not expected to result in any change in annual operating expenditures. A portion of tuition is designated for capital improvements, currently \$1,000 per student per semester for in-state and \$1,755 per student per semester for out-of-state and has not increased from academic years 2017-2018.

Full Project Estimate: \$2,550,000 (internal) funded by Institutional Capital Project Funds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (b) **Project:** JBRC Item 2: Clemson University
H12.9963: Chiller Plants Expansions and Upgrades
- Request:** Establish Phase I Pre-Design Budget to expand and upgrade the three existing district chilled water facilities.
- Included in CPIP:** Yes – 2021 CPIP Priority 2 of 5 in FY23 (estimated at \$30,000,000)
- CHE Approval:** 8/5/22

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Maintenance & Stewardship				450,000	450,000
All Sources				<u>450,000</u>	<u>450,000</u>

Summary of Work: This project will include expanding the existing chilled water plants with underground utility distribution piping upgrades, replacing more than 5,400 refrigeration tons of aging centrifugal chiller capacity that will be phased out in the campus Central Energy Facility, and adding 3,600 refrigeration tons of capacity for future buildings and future chiller plant building space and thermal energy storage for cost effective operations and anticipated campus building growth. Portions of the project will involve major thermal distribution piping upgrades for heating and cooling, high efficiency plant pumping and the potential use of high efficiency ground source geothermal heat pump systems.

Rationale: Per the university, new campus buildings being planned will exceed available cooling system production and distribution capabilities by 2025. The aging central energy facility will be phased out over the next ten years. For energy efficient district cooling production to keep pace, the proposed expansions and upgrades to the district chilled water plants serving main campus academic, athletic, housing and other facilities are required to serve future campus growth and chiller plant equipment replacement needs for the next 25 years.

Facility Characteristics: The West Energy Plant is 11,923 square feet and was constructed in 2016 (6 years old). The South Chiller Plant is 10,548 square feet and was constructed in 2008 (14 years old). The East Chiller Plant is 8,780 square feet and was constructed in 1985 (37 years old). The district chilled water plants will impact approximately 26,400 students, 5,500 faculty and staff, and numerous visitors.

Financial Impact: This request will be funded from Maintenance & Stewardship Funds (uncommitted balance \$28.1 million at June 13, 2022). Revenue to the fund is generated from tuition, matriculation, and other debt retirement and plant transfers revenues that are not formally obligated to fund debt service in the current period and that are responsibly transferred to and managed by the State Treasurer until the time of their State Treasurer approval qualified use. The project is not expected to result in any change in annual operating expenditures. No student fees or tuition will be increased because of the project. A portion of tuition is designated for capital improvements, currently \$1,005 per student per semester, and has increased from \$738 to \$1,005 for the academic years 2014-2015 to 2021-2022.

Full Project Estimate: \$30,000,000 (internal) funded by State Institution Bonds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (c) **Project:** JBRC Item 3: Clemson University
H12.9954: Green Tiger I Guaranteed Energy Savings Project
- Request:** Establish Phase II Full Construction Budget to implement a guaranteed energy savings project for work on buildings on Clemson area campuses.
- Included in CPIP:** Yes – 2022 CPIP Priority 1 of 8 in FY23 (estimated at \$45,000,000)
- CHE Approval:** 8/5/22
- Phase I Approval:** December 2021 (estimated at \$49,000,000) (SFAA)

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Maintenance & Stewardship	600,000		600,000	2,100,000	2,700,000
Other, Master Lease Program				40,300,000	40,300,000
Other, Energy Provider Rebates				2,000,000	2,000,000
All Sources	<u>600,000</u>		<u>600,000</u>	<u>44,400,000</u>	<u>45,000,000</u>

Summary of Work: Phase I approval entailed the selection of Johnson Controls, Inc. (JCI), as the University's Guaranteed Energy Savings Project Contractor to study the university's 108 buildings and determine the recommended scope of work that will maximize the university's opportunity to save on utilities and address maintenance and repair needs for end-of-life systems. That study identified approximately \$65 million of potential improvements, which Clemson prioritized and refined into the proposed \$45 million project budget. The work will include upgrading lighting, making HVAC improvements and equipment replacements, improving water conservation, and making exterior building envelope improvements in campus buildings.

Rationale: The university seeks to significantly reduce utility and maintenance expenses while addressing aging building infrastructure needs, reliability, Clemson's sustainability goals and long-term utility operating costs.

Facility Characteristics: The Clemson Education and General (E&G), Dining and Housing facilities include 99 buildings that total more than 5,500,000 square feet and were constructed between 1893 (129 years old) and 2016 (6 years old). The project will benefit the entire Clemson University community, which has approximately 28,000 students, 5,500 faculty/staff, and other key stakeholders including parents, potential students, visitors, vendors, and clients.

Financial Impact: The project will be funded from Master Lease Program Funds, Maintenance and Stewardship Funds (uncommitted balance \$28.1 million at June 13, 2022), and Energy Provider Rebates (uncommitted balance \$2,000,000 at June 21, 2022). The Master Lease Program from the State Treasurer's Office, pursuant to SC Code § 48-52-670 and SC Code § 11-35-1530. The establishment and maintenance of the State Treasurer's Office Master Lease Program is authorized through Section 1-1-1020, SC Code of Laws. The Program provides cost-effective financing arrangements to South Carolina's state

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

agencies, colleges, and universities for the purpose of acquiring equipment needed to effectively improve and execute services on behalf of the State. The Program provides accepted applicants with financial assistance in obtaining office, telecommunications, medical, data processing, and energy conservation equipment as well as related software. Revenue to the Maintenance & Stewardship Fund is generated from tuition, matriculation and other debt retirement and plant transfers revenues that are not formally obligated to fund debt service in the current period and that are responsibly transferred to and managed by the State Treasurer until the time of their State Treasurer approved qualified use. The project is expected to result in a decrease of \$3,085,637 (year 1), \$3,147,350 (year 2), and \$3,210,297 (year 3), in annual operating expenses. It is anticipated that this project will realize a net energy savings of \$103,147,779 million over a 25-year period, which is the complete mechanical/electrical lifecycle. No student fees or tuition will be increased as a consequence of the project. A portion of tuition is designated for capital improvements, currently \$1,005 per student per semester, and has increased from \$924 in 2017-2018 to \$1,005 in 2021-2022.

Full Project Estimate: \$45,000,000 (internal) funded by Maintenance and Stewardship, Energy Provider Rebates, and Master Lease Program Funds. Contract execution is expected in October 2022 and completion of construction in January 2025.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (d) Project: JBRC Item 4: College of Charleston
H15.9671: Silcox PE and Health Center Envelope Repair and First Floor Renovation
- Request: Increase Phase II Full Construction Budget to cover unanticipated structural repairs to complete exterior renovations to correct envelope deficiencies and an interior renovation of the 1st floor.
- Included in CPIP: Yes – 2022 CPIP Priority 10 of 10 in FY23 (estimated at \$6,000,000)
Phase I Approval: February 2020 (estimated at \$5,500,000) (SFAA)
Phase II Approval: October 2021 (estimated at \$5,500,000) (SFAA)
CHE Approval: 8/5/22

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Capital Improvement Project	137,500	5,362,500	5,500,000	466,822	5,966,822
Other, FY14 Lottery (transfer from H15-9653)				16,589	16,589
Other, College (transfer from H15-9653)				16,589	16,589
All Sources	<u>137,500</u>	<u>5,362,500</u>	<u>5,500,000</u>	<u>500,000</u>	<u>6,000,000</u>

Summary of Work: The project was established to make exterior renovations to correct envelope deficiencies and an interior renovation of the 1st floor (18,059 gross square feet) to convert a storage closet to an ADA compliant gender-neutral restroom, replace classroom technology and furnishings, improve emergency egress, and better utilize existing space. Roof area to be repaired/replaced is approximately 18,850 gross square feet. The facility has two types of existing roofs. There is a main gabled roof that consists of slate shingles and the adjacent low slope roofs are modified bitumen roofing. The building falls under the City of Charleston Board of Architectural Review jurisdiction which requires roof material to be replaced in kind. However, after additional structural revisions the roof will require truss repairs, as well as bracing parapets to the trusses and framing edges of the roof accordingly. This stiffening of the roof structure, plus reducing the roof weight (by using a lighter shingling material) will improve seismic performance. It was determined that entire roof needed to be stripped, and therefore a lighter overall system- changing the decking, a substitute slate product with significantly less weight, and additional bracing of the roof trusses back the parapet was preferred. The new roof will come with a 20-year warranty. Exterior surface area to be repaired/replaced is approximately 29,500 gross square feet.

Rationale: A structural report indicated the roof decking was further damaged than indicated in previous building studies. No significant exterior renovations have occurred on this facility since construction. The last interior renovation was in 1995 (27 years ago). The building materials reflect the time of construction & labor-intensive installations - stucco over masonry, wood sash windows with divided glass, metal roof trusses with wood decking, some exterior ironwork, and a slate roof. Per the college, the building is

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

approaching a state of disrepair. Wood windows have reached the end of their life cycle. Stucco is failing at rusting lintels, displays stains & cracks. The roof decking shows deflection & signs of water infiltration. The moisture intrusion is creating indoor air quality issues, requiring the College to find alternate spaces for some classes & student activities.

Facility Characteristics: The Silcox Physical Education & Health Center is a 48,904 gross square foot building constructed in 1939 (83 years old). The building houses a mix of classrooms, one indoor sports space, health science labs, and academic offices for the Department of Health and Human Performance. The first floor contains four classrooms serving up to 500 students per weekday, three student study lounges, three faculty offices, seven health science labs and two changing/locker rooms.

Financial Impact: This project will be funded from Capital Improvement Project Funds (uncommitted balance \$38.65 million at June 22, 2022), FY14 Lottery Funds (uncommitted balance \$16,589 at June 7, 2022), and College Funds (uncommitted balance \$16,589 at June 7, 2022). Revenues to Capital Improvement Project Fund is generated by the Capital Improvement Fee that exceed current annual debt service related to bonds. The project is expected to result in a decrease of \$7,340 (year 1), \$7,634 (year 2), and \$7,939 (year 3), in annual operating expenses. No student fees or tuition will be increased as a consequence of the project. A portion of tuition is designated for capital improvements, currently \$906 per student per semester, and has increased from \$781 in 2014-2015 to 2022-2023.

Full Project Estimate: \$6,000,000 (internal) funded by Capital Improvement Project, FY14 Lottery, and College Funds. Construction completion is anticipated in August 2023.

Other: The additional structural repairs are estimated at \$817,000, but scopes and budgets have been trimmed in other categories (particularly interior renovations) to compensate. The project contingency was increased by \$440,000 to 13% of total project cost as a safeguard against escalation in the current construction market. The aforementioned reductions in scope may be restored if the increased contingency is not fully utilized.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (e) Project: JBRC Item 9: Office of the Adjutant General
E24.9797: McEntire AASF Runway Improvements
- Request: Change Project Name, Revise Scope and increase Phase II Full Construction Budget to begin the design of part 2 and part 3 of the remaining runway at McEntire AASF located in Richland County, South Carolina.
- Included in CPIP: Yes – 2022 CPIP Priority 12 of 24 in FY23 (estimated at \$4,556,987)
- Phase I Approval: January 2017 (estimated at \$214,000) (JBRC Staff)
- Phase II Approval: August 2017 (estimated at \$214,000) (JBRC Staff)
- Phase II Increase Approval: July 2019 (estimated at \$485,630) (JBRC)
- Phase II Increase Approval: August 2021 (estimated at \$671,288) (JBRC)
- Phase II Increase Approval: January 2022 (estimated at \$1,581,744) (SFAA)
- Phase II Increase Approval: June 2022 (estimated at \$1,992,987) (SFAA)
- CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Federal, National Guard Bureau	22,916	1,970,071	1,992,987	264,000	2,256,987
All Sources	<u>22,916</u>	<u>1,970,071</u>	<u>1,992,987</u>	<u>264,000</u>	<u>2,256,987</u>

Summary of Work: Part 1 of the project, which included milling and asphalt paving 1,000 linear feet of the 75-foot-wide runway, has been completed. This request will begin design for Part 2 and Part 3 of the remaining runway with each part approximately 1,000 linear feet in length and 75 feet wide. Design services will also include replacement of the electrical lighting along both parts of the runway. The initial project was established and funded specifically to evaluate and repair cracks along centerline of Runway 05-23, 18-inches on both side of the centerline, in addition to repairs to a portion of the taxiway located next to the main runway utilized by the SC Air National Guard. An evaluation by the SC Air National Guard has shown significant damage from the taxiway to the main runway. The runway is approximately 3,420 linear feet long.

Rationale: The existing asphalt runway has severe cracking and minor displacement due to the original construction of the 8- inch concrete base in the 1960's and the application of overlaid asphalt in the 1980's. The cracking results in the creation of foreign objects or debris, such as rocks, gravel, broken asphalt, etc. that can severely damage aircraft engines and the rotary wing blades. These repairs are needed to reduce foreign object debris being drawn into the aircraft engines. An evaluation of Runway 05-23 indicates severe cracking of the concrete along the centerline of the runway for approximately 18-inches, on both sides. As the centerline of the runway receives most of the impact by both fixed-wing and rotary aircraft, this area of the runway needs to be repaired to prevent the dislodging of broken materials and possible damage to aircraft.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

Facility Characteristics: The runway is approximately 3,420 linear feet and is over 50 years old. Over 300 aviation personnel utilize the runway.

Financial Impact: The project will be funded from National Guard Bureau Funds (uncommitted balance \$3.5 million at June 24, 2022). Revenue to the fund is identified as part of the Construction and Facilities Management Office's Master Cooperative Agreement through the Office of the Adjutant General and from the National Guard Bureau. The project is not expected to result in any change in annual operating expenditures.

Full Project Estimate: \$2,256,987 (internal) for this phase of the project, funded by National Guard Bureau Funds. Contract execution for this phase of the project is expected in September 2023 and completion of construction in June 2024. The total estimated cost to complete the entire runway is \$4,556,987.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (f) **Project:** JBRC Item 10: Office of the Adjutant General
E24.9811: Training Sites TT Enlisted Barracks Replacement
- Request:** Increase the Phase II budget for this annualized project to cover the design and estimated construction of a 32-man barracks (#3511), at McCrady Training Site.
- Included in CPIP:** Yes – 2022 CPIP Priority 7 of 24 in FY22 (estimated at \$6,843,732)
- Phase I Approval:** May 2018 (estimated at \$1,404,000) (SFAA)
- Phase II Approval:** March 2019 (estimated at \$1,414,416) (SFAA)
- Phase II Increase Approval:** June 2020 (estimated at \$2,077,624) (SFAA)
- Phase II Increase Approval:** January 2022 (estimated at \$2,500,732) (SFAA)
- CHE Approval:** N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Federal, National Guard Bureau	88,000	2,412,732	2,500,732	1,400,000	3,900,732
All Sources	<u>88,000</u>	<u>2,412,732</u>	<u>2,500,732</u>	<u>1,400,000</u>	<u>3,900,732</u>

Summary of Work: This annualized project will demolish existing WWII Era barracks and construct replacement Transient Training Enlisted, (TT ENL) Barracks at two Army National Guard Training Sites; McCrady Training Center (MTC) and Clarks Hill Training Site (CHTS). At this time the construction phase of this project will be annualized with one barrack from McCrady Training Center (#3511), and one barrack from Clarks Hill Training Site (#4422) being demolished and replaced, on alternating years. The Clarks Hill Training Site will include five (5) new 16-man barracks, and the McCrady Training site will include five (5) new 32-man barracks. Each barracks building will be of permanent construction with a finished interior, including mechanical, electrical, and plumbing, (MEP) systems, a latrine with showers, urinals, toilets, sinks and washer/dryer connections. A slopped roof system is proposed for the barracks design, as the attic area will be utilized to house the air handler and duct work associated with HVAC system. A standing seam metal roof system will be installed as it follows the design standard of the SC Army National Guard utilized in the construction of new barracks. This project has been submitted to the Office of State Engineer for review, and they have approved the design selection of the standing seam metal roof. The roof will come with a minimum 20-year material and workmanship warranty. Installation of utilities and the extensions of utilities to the nearest service lines are also included. The Clarks Hill barrack (#4422) has been designed and bids have also been received. This request will cover the construction of Clarks Hill Training Site (#4422). Additionally, \$400K is being added to the project to cover increased costs due to inflation to complete the construction of the McCrady Training Site barrack (#3511).

Rationale: The barracks to be replaced are no longer sufficient for the housing of soldiers; the structures are not insulated properly; the roofs are cost prohibitive to repair; no latrine; single pane windows; and old/energy inefficient light fixtures. Due to their age and

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

condition, the existing barracks no longer support the SCARNG's mission and need to be replaced to current codes and standards.

Facility Characteristics: Each of the five (5) new 32-man barracks buildings at McCrady Training Center will be approximately 2,400 to 4,600 square feet. Each of the five (5) new 16-man barracks buildings at Clarks Hill Training Site will be approximately 2,400 square feet. Approximately 300 Army National Guard soldiers use these facilities.

Financial Impact: The project will be funded from National Guard Bureau Funds (uncommitted balance \$3.5 million at June 24, 2022). Revenue to this fund is identified as part of the Construction and Facilities Management Office's Master Cooperative Agreement through the Office of the Adjutant General and from the National Guard Bureau. The project is expected to result in a decrease of \$7,000 (years 1 thru 3) in annual operating expenses.

Full Project Estimate: \$3,900,732 (internal) funded by National Guard Bureau Funds. Construction completion is anticipated in September 2022 for McCrady Training Site (#3511). Contract execution is expected in September 2022 with construction completion in May 2023 for Clarks Hill Training Site (#4422). The total estimated cost to construct the five (5) 16-man barracks and the five (5) 32-man barracks is \$13,943,732.

Other: The current McCrady Training Center includes five (5) buildings that total 14,805 square feet and the current Clarks Hill Training Site includes five (5) buildings that total is 3,840 square feet.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (g) **Project:** JBRC Item 17: Department of Mental Health
J12.9830: CFSH Psychiatric Residential Treatment Facility Building Construction
- Request:** Establish Phase I Pre-Design Budget to construct a new Psychiatric Residential Treatment Facility on the Crafts Farrow State Hospital Campus
- Included in CPIP:** Yes – 2022 CPIP Priority 16 of 45 in FY23 (estimated at \$19,275,000)
- CHE Approval:** N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Capital Improvement & Maintenance				289,125	289,125
All Sources				<u>289,125</u>	<u>289,125</u>

- Summary of Work:** The project will construct an approximately 50,000 square foot 32+ bed facility. The building shall include up to 32 bedrooms with attached bathrooms, communal living space, classrooms, food prep and dining, treatment rooms, inside and outside activity areas, laundry, staff office space, lobby, security, storage and mechanical and electrical space.
- Rationale:** The new building will be primarily designed to safely and securely house juveniles committed to DJJ who have been determined to have a mental illness requiring transfer to the Department of Mental Health for treatment, and whose needs require a period of treatment in a psychiatric residential treatment facility, but whose needs cannot be met in an available private facility.
- Facility Characteristics:** The new facility will be approximately 50,000 square feet and located on the Crafts Farrow State Hospital Campus. The facility will house up to 40 mental health patients and 150 staff.
- Financial Impact:** This request will be funded from Capital Improvement & Maintenance Funds (uncommitted balance \$15.2 million at April 25, 2022). Revenue to the Capital Improvement & Maintenance Fund is authorized by Proviso 35.7 (Act 97 of 2017) permitting deposit of amounts appropriated for deferred maintenance and other one-time funds from any source into an interest-bearing fund held by the State Treasurer for, among other purposes and subject to required approvals, capital projects and ordinary repair and maintenance. The project is expected to result in an increase of \$2,940,000 (year 1), \$5,880,000 (year 2), and \$6,056,400 (year 3), in annual operating expenses.
- Full Project Estimate:** \$19,275,000 (internal) funded by Capital Improvement & Maintenance Funds and FY23 Department of Juvenile Justice Appropriated State (nonrecurring) Funds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (h) **Project:** JBRC Item 20: Department of Corrections
N04.9784: Statewide - Replace Fence Intrusion Detection Systems
- Request:** Establish Phase I Pre-Design Budget to replace the fence intrusion detection systems at five correctional institutions across the state.
- Included in CPIP:** Yes – 2022 CPIP Priority 1 of 10 in FY23 (estimated at \$1,022,723)
- CHE Approval:** N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Appropriated State, FY22 Carryforward				15,340	15,340
All Sources				<u>15,340</u>	<u>15,340</u>

Summary of Work: The project will replace the fence intrusion detection systems at Lee, Evans, Perry, Kirkland, and Tyger River Correctional Institutions. The fence intrusion detection systems are used to alert the institution’s security personnel of an attempted escape. Any attempt to scale or cut the perimeter fence will set off an alarm in the control room showing where the event is occurring. This allows security to respond to the exact location quickly. Per the agency, the intrusion detection systems are an integral part of the layered security inside the state’s correctional institutions.

Rationale: The current fence intrusion detection systems are obsolete and spare parts are no longer available. Currently the agency is having components rebuilt as needed but as they continue to age it has become harder to find vendors who will repair these components.

Facility Characteristics: The Lee, Evans, Perry, Kirkland, and Tyger River Correctional Institutions have intrusion detection systems that were installed between 1982 (40 years old) and 1993 (29 years old) but are of the same design and manufacturer. These 5 institutions across the state house 5,406 inmates.

Financial Impact: The project will be funded from FY22 Carryforward Funds (uncommitted balance \$47.96 million on June 15, 2022). The project is not expected to result in any change in annual operating expenditures.

Full Project Estimate: \$1,022,723 (internal) funded by FY22 Carryforward Funds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (i) **Project:** JBRC Item 21: Department of Corrections
N04.9782: Manning CI – Laundry Roof Replacement
- Request:** Change Source of Funds and Establish Phase II Full Construction Budget to replace the roof on the Central Laundry Building at Manning Correctional Institution.
- Included in CPIP:** Yes – 2022 CPIP Priority 4 of 10 in FY23 (estimated at \$1,275,000)
Phase I Approval: January 2022 (estimated at \$750,000) (JBRC)
CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Appropriated State, FY22 Carryforward				525,000	525,000
Other, Canteen Revenue	11,250		11,250	738,750	750,000
All Sources	<u>11,250</u>		<u>11,250</u>	<u>1,263,750</u>	<u>1,275,000</u>

- Summary of Work:** The project scope will replace the three-ply built-up roofing system on the laundry building with a thermoplastic roofing membrane (PVC & TPO) system. The new roof will come with a minimum 20-year material and workmanship warranty.
- Rationale:** This roof has met its life expectancy and is in poor condition.
- Facility Characteristics:** The laundry building is 27,250 square feet and was constructed in 1961 (61 years old). The laundry building roof was installed in 2001 (21 years old). The building houses the inmate laundry for Manning Correctional Institution which houses 266 inmates.
- Financial Impact:** The project will be funded from Appropriated State, FY22 Carryforward Funds (uncommitted balance \$47.96 million at June 15, 2022), and Canteen Funds (uncommitted balance \$6.7 million at July 10, 2022). Revenue to the Canteen Fund is derived wholly from the canteen operations within the Department of Corrections on behalf of the inmate population, which may be retained and expended by the department for the continuation of the operation of said canteens and the welfare of the inmate population or, at the discretion of the Director, used to supplement costs of operations. The project is not expected to result in any change in annual operating expenditures.
- Full Project Estimate:** \$1,275,000 (internal) funded by FY22 Carryforward and Canteen Revenue Funds. Contract execution is expected in December 2022 with construction completion in June 2025.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (j) **Project:** JBRC Item 22: Department of Corrections
N04.9783: Wateree CI – Replace Maintenance Building
- Request:** Establish Phase II Full Construction Budget to replace the maintenance building at Wateree Correctional Institution.
- Included in CPIP:** Yes – 2022 CPIP Priority 3 of 10 in FY23 (estimated at \$1,750,093)
- Phase I Approval:** January 2022 (estimated at \$970,000) (JBRC)
- CHE Approval:** N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Appropriated State, FY21 Carryforward	14,550		14,550		14,550
Appropriated State, FY22 Carryforward				1,735,543	1,735,543
All Sources	<u>14,550</u>		<u>14,550</u>	<u>1,735,543</u>	<u>1,750,093</u>

- Summary of Work:** The project scope will construct a 40-foot by 80-foot pre-engineered metal building to replace the existing maintenance building.
- Rationale:** The existing maintenance building has extensive disintegration of the wood trusses which is causing the weight of the roof to shift to interior walls not designed to be load bearing.
- Facility Characteristics:** The existing maintenance building is a 30-foot by 90-foot block building with wood framed interior walls and wood trusses and was constructed in approximately 1941 (81 years old). The building was originally a dorm for correctional officers and was repurposed into a maintenance shop. The new maintenance building will be a 40-foot by 80-foot, 3,200 square foot pre-engineered metal building. The building will house the maintenance staff, tools, and maintenance supplies for the institution. The maintenance building supports the institution which currently houses 396 inmates.
- Financial Impact:** This request will be funded from Appropriated State, FY22 Carryforward Funds (uncommitted balance \$47.96 million at June 15, 2022). The project is not expected to result in any change in annual operating expenditures.
- Full Project Estimate:** \$1,750,093 (internal) funded by FY21 & FY22 Carryforward Funds. Contract execution is expected in January 2023 with construction completion in August 2025.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (k) **Project:** JBRC Item 23: Department of Corrections
N04.9768: Kirkland CI – Remodel Storage Space into Housing Unit
- Request:** Revise Scope and Increase Phase II Full Construction Budget to add a new roofing system for the entire building and to demolish and backfill a loading dock, as well as to cover increased construction costs to remodel a portion of the building “D” at Kirkland CI to a Housing Unit.
- Included in CPIP:** Yes – 2022 CPIP Priority 1 of 10 in FY23 (estimated at \$5,398,070)
- Phase I Approval:** June 2020 (estimated at \$1,000,000) (SFAA)
- Phase II Approval:** September 2021 (estimated at \$1,500,000) (SFAA)
- CHE Approval:** N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Appropriated State, FY21 Carryforward		500,000	500,000		500,000
Appropriated State, FY22 Carryforward				3,898,070	3,878,070
Other, Canteen	15,000	985,000	1,000,000		1,000,000
All Sources	<u>15,000</u>		<u>1,500,000</u>	<u>3,898,070</u>	<u>5,398,070</u>

- Summary of Work:** This project will now include the removal of the existing three-ply built-up roofing system and replace with a single ply PVC roofing system. The new roof will come with a minimum 20-year material and workmanship warranty. Also, a loading dock will be demolished and back filled. The project was established to convert approximately 10,446 square feet, which is the portion of the building used for storage space, into a Housing Unit. Portions of this building were remodeled into a housing unit in 2000. Currently Kirkland CI houses R&E, the State’s MSU and special needs inmates which puts bed space at a premium.
- Rationale:** The Housing Unit will provide space for Kirkland CI’s inmate cadre to be moved from the Special Needs Unit to a separate unit freeing up bed space for additional special needs inmates.
- Facility Characteristics:** The “D” Building is 51,700 square feet and was constructed in 1973 (49 years old). The 10,446 square feet of remodeled space will house 100 inmates and 1 staff.
- Financial Impact:** This request will be funded from FY22 Carryforward Funds (uncommitted balance \$47.96 million at June 15, 2022). The project is expected to result in an increase of \$25,302 (years 1 thru 3), in annual operating expenses.
- Full Project Estimate:** \$5,398,070 (internal) funded by FY21 & FY22 Carryforward, and Canteen Funds. Contract execution is expected in December 2022 with construction completion in December 2024.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (l) **Project:** JBRC Item 24: Department of Corrections
N04.9772: Broad River Complex – Add Security Fence
- Request:** Revise Scope and Increase Phase II Full Construction Budget to allow for the addition of a turnaround lane.
- Included in CPIP:** Yes – 2022 CPIP Priority 2 of 10 in FY23 (estimated at \$1,000,000)
Phase I Approval: March 2021 (estimated at \$737,000) (JBRC)
Phase II Approval: June 2021 (estimated at \$737,000) (JBRC)
CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Appropriated State, FY20 Carryforward	11,055	725,945	737,000		737,000
Appropriated State, FY22 Carryforward				263,000	263,000
All Sources	<u>11,055</u>	<u>725,945</u>	<u>737,000</u>	<u>263,000</u>	<u>1,000,000</u>

Summary of Work: The project was established to add security fencing to the front of the SCDC’s Broad River Complex. The fence will be an ornamental steel fence approximately 2,150 linear feet long with 4 vehicle gates and one keypad protected pedestrian gate. This request will allow for the addition of a turnaround lane for when the main gates on Bert Friday Road are closed to allow cars to be redirected without the need to back-up, additional cameras to monitor the gates to allow remote screening and cover the increases in construct costs for labor and material.

Rationale: The fence will prevent unauthorized access to all SCDC’s facilities within the Broad River Complex from the Broad River Road area. The new fence will prevent individuals from walking up to the Headquarters building without first having passed through a security screening and also allow the gate house to close access on Bert Friday Road in the event of an emergency.

Facility Characteristics: The Broad River Complex includes 4 correctional institutions and all of the South Carolina Department of Corrections support buildings. The front gate averages approximately 1,700 SCDC staff plus 189 Well Path Staff per day. This number does not include visitors for inmate visitation. Due to COVID visitation has been curtailed but will be resumed as soon as circumstances allow. Recruiting has 32 staff that will pass through a different gate included in this project.

Financial Impact: This request will be funded from FY22 Carryforward Funds (uncommitted balance \$47.96 million at June 15, 2022). The project is expected to result in an increase of \$600 (years 1 thru 3) in annual operating expenses.

Full Project Estimate: \$1,000,000 (internal) funded by FY20 & FY22 Carryforward Funds. Construction completion is anticipated in December 2024.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

(m) Project: JBRC Item 27: Department of Natural Resources
P24.6060: Jasper-Slater Sandhills Heritage Preserve/WMA Land Acquisition (OSI)

Request: Establish Preliminary Land Acquisition for the purpose of investigating the purchase of approximately 3,507 acres of land in Jasper County.

Included in CPIP: Yes – 2022 CPIP Priority 16 of 46 in FY23 (estimated at \$19,020,000)
CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Federal, Forest Legacy Grant				20,000	20,000
All Sources				<u>20,000</u>	<u>20,000</u>

Rationale: The property has been identified as the highest priority for protection of aquatic species and drinking water in the Port Royal Watershed. Acquisition of the site will provide opportunities for bobwhite quail restoration, recruitment of red-cockaded woodpeckers and expansion of current gopher tortoise population. If it is acquired, the property will be established as a Heritage Preserve and placed into the Wildlife Management Area program. It will be open for outdoor recreational activities.

Characteristics: The property is located approximately 8 miles north of Ridgeland, west of Interstate 95. It adjoins the south side of the Tullifinny River, and the Coosawhatchie River bisects the tract. The property contains 5 miles of river frontage, 11 miles of tributaries and 8 isolated wetlands. It's comprised of forested uplands, bottomland hardwoods, fields, open areas, and an internal road system. A hunting lodge, two pole sheds and a small storage shed are also located on the property. Approximately 68 priority plant and animal species are known or expected on the site, including two that are federally endangered, one that is federally threatened, and three that are federally at-risk species.

Financial Impact: The property is offered by Open Space Institute Land Trust, Inc. of New York, NY for \$19,000,000. The due diligence activities will be funded from US Forest Service Forest Legacy Administrative Grant Funds (uncommitted balance \$27.1 million at June 20, 2022). Revenue to this fund is authorized by the Cooperative Forestry Assistance Act of 1978 as amended by the 1990 Farm Bill Section 1217 of Title XII of the Food, Agriculture, Conservation and Trade Act of 1990. The purpose of the program is to protect environmentally important forest areas that are threatened by conversion to non-forest uses. Participating states may apply for and receive federal administrative grant funds to carry out the Forest Legacy Program in the state, including real estate transaction costs incurred by or at the request of the state. The project is expected to result in an increase of \$250,000 (year 1), \$200,000 (year 2) and \$100,000 (year 3), in annual operating expenses.

Full Project Estimate: \$19,020,000 (internal) funded by US Forest Service Forest Legacy Administrative Grant, Heritage Land Trust, SC Conservation Bank Grant, Fish & Wildlife Protection (Timber), Fish & Wildlife Protection (Deer License Revenue), and The Nature Conservancy Funds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

- (n) **Project:** JBRC Item 32: Department of Employment and Workforce
R60.9535: Parking Lot Overlay - SC Works Midlands Building - Lot #2
- Request:** Increase Phase II Full Construction Budget to cover increased construction costs to re-pave parking lot #2 of the Midlands SC Work Center.
- Included in CPIP:** Yes - 2022 CPIP Priority 2 of 3 in FY2023 (estimated at \$1,334,991)
Phase I Approval: March 2021 (estimated at \$722,073) (JBRC)
Phase II Approval: August 2021 (estimated at \$722,073) (JBRC)
CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Contingency Assessment	8,000	714,073	722,073	612,918	1,334,991
All Sources	<u>8,000</u>	<u>714,073</u>	<u>722,073</u>	<u>612,918</u>	<u>1,334,991</u>

Summary of Work: The project includes demolition, a retaining wall, sidewalk, repaving, wheel stops, pavement marking and signage, traffic control, sediment and erosion controls, and landscaping and stabilization. The asphalt pavement surfaces will be replaced with an asphalt overlay. Isolated areas exhibiting failure or extreme fatigue will be removed and replaced with full depths pavement patches. A 2" overlay of hot mix asphalt pavement will be applied following the application of pavement patch repairs. New wheel stops will be installed on all parking spaces along the parking lot borders. Upon completion of paving, the parking spaces should be remarked, providing a total of seven (7) ADA spaces.

Rationale: The increase is due to current bid market and higher material and labor costs. Cracks, potholes and pavement patches are present in multiple locations. The parking lot contains trip hazards, and it is recommended that it be completed removed and replaced.

Facility Characteristics: Parking Lot #2 included in this project is 107,000 gross square feet and is adjacent to the Midlands SC Works building which is 23,917 square feet and was constructed in 1984 (38 years old). The parking lot is utilized by Workforce & Economic Development and Unemployment Insurance staff, which include 45 full time employees that use it on a daily basis.

Financial Impact: The project will be funded from Contingency Assessment Funds (uncommitted balance \$80.68 million at May 31, 2022). Revenue received is the contingency assessment portion of the tax and is accounted for in the special revenue fund which is primarily to fund the administrative costs and employment services, whereas the employment tax is used to fund unemployment compensation benefits in the proprietary fund. The project is not expected to result in any change in annual operating expenditures.

Full Project Estimate: \$1,334,991 (internal) funded by Contingency Assessment Funds. Contract execution is expected in October 2022 with construction completion in March 2023.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: Permanent Improvement Projects

AUTHORITY ACTION REQUESTED:

Approve permanent improvement project establishment requests and budget revisions as requested by the Department of Administration, Executive Budget Office. All items have been reviewed favorably by the Joint Bond Review Committee.

ATTACHMENTS:

Agenda item worksheet and attachments

Project List: SFAA Items - August 30, 2022

SFAA Items - August 30, 2022

SFAA Item	JBRC Item2	Agency Code	Agency Name	Project ID	Project Name	Action Proposed	Included in CPIP?	Current Budget	Requested Change	Phase I	Total Phase II Budget	SOF (excludes proposed Phase II if currently seeking Phase I)
(a)	1	H09	The Citadel	9624	Fire Pump and Water Tank Replacement	Establish Phase I	Yes	-	38,250	38,250	2,550,000	Other - Institutional Capital Project
(b)	2	H12	Clemson University	9963	Chiller Plants Expansions and Upgrades	Establish Phase I	Yes	-	450,000	450,000	30,000,000	Other - Maintenance & Stewardship
(c)	3	H12	Clemson University	9954	Green Tiger I Guaranteed Energy Savings Project	Establish Phase II	Yes	600,000	44,400,000	600,000	45,000,000	Other - Maintenance & Stewardship / Other - Master Lease Program / Other - Energy Provider Rebates
(d)	4	H15	College of Charleston	9671	Silcox PE and Health Center Envelope Repair and First Floor Renovation	Phase II Increase	Yes	5,500,000	500,000	137,500	6,000,000	Other - Capital Improvement Project / Other - FY14 Lottery (transfer from H15-9653) / Other - College (transfer from H15-9653)
(e)	9	E24	Office of the Adjutant General	9797	McEntire AASF Runway Improvements	Phase II Increase, Revise Scope & Change Project Name	Yes	1,992,987	264,000	22,916	2,256,987	Federal - National Guard Bureau
(f)	10	E24	Office of the Adjutant General	9811	Training Sites TT Enlisted Barracks Replacement	Phase II Increase	Yes	2,500,732	1,400,000	88,000	3,900,732	Federal - National Guard Bureau
(g)	17	J12	Department of Mental Health	9830	CFSH Psychiatric Residential Treatment Facility Building Construction	Establish Phase I	Yes	-	364,125	364,125	24,275,000	Other - Capital Improvement & Maintenance
(h)	20	N04	Department of Corrections	9784	Statewide - Replace Fence Intrusion Detection Systems	Establish Phase I	Yes	15,340	1,022,723	15,340	1,022,723	Appropriated State - FY22 Carryforward
(i)	21	N04	Department of Corrections	9782	Manning CI - Laundry Roof Replacement	Establish Phase II & Change Source of Funds	Yes	11,250	1,263,750	11,250	1,275,000	Appropriated State - FY22 Carryforward / Other - Canteen
(j)	22	N04	Department of Corrections	9783	Waterloo CI - Replace Maintenance Building	Establish Phase II	Yes	14,550	1,735,543	14,550	1,750,093	Appropriated State - FY21 & FY22 Carryforward
(k)	23	N04	Department of Corrections	9768	Kirkland CI - Remodel Storage Space into Housing Unit	Phase II Increase & Revise Scope	Yes	1,500,000	3,898,070	15,000	5,398,070	Appropriated State - FY22 Carryforward
(l)	24	N04	Department of Corrections	9772	Broad River Complex - Add Security Fence	Phase II Increase & Revise Scope	Yes	737,000	263,000	11,055	1,000,000	Appropriated State - FY20 & FY22 Carryforward
(m)	27	P24	Department of Natural Resources	6060	Jasper-Slater Sandhills Heritage Preserve/WMA Land Acquisition (OSI)	Preliminary Land Acquisition	Yes	-	20,000	20,000	19,020,000	Federal - Forest Legacy Grant
(n)	32	R60	Parking Lot Overlay - SC Works Midlands Building - Lot #2	9535	Parking Lot Overlay - SC Works Midlands Building - Lot #2	Phase II Increase	Yes	722,073	612,918	8,000	1,334,991	Other - Contingency Assessment

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: South Carolina Department of Natural Resources – Lexington – Congaree Creek Heritage Preserve Land Acquisition

- (a) Project: JBRC Item 29: Department of Natural Resources
 P24.6056: Lexington - Congaree Creek Heritage Preserve Land Acquisition (OSI-Taylor Tract)
- Request: Establish Final Land Acquisition to purchase 126.9 acres of land in eastern Lexington County.
- Included in CPIP: Yes – 2021 CPIP Priority 2 of 11 in FY24 (estimated at \$7,020,000)
 Phase I Approval: April 2022 (estimated at \$3,520,000) (SFAA)
 CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Heritage Land Trust	20,000		20,000	2,425,000	2,445,000
All Sources	<u>20,000</u>		<u>20,000</u>	<u>2,425,000</u>	<u>2,445,000</u>

Rationale: The acquisition of the property will protect additional significant cultural resources adjoining SCDNR’s Congaree Creek Heritage Preserve. Acquisition of this property would expand Congaree Creek Heritage Preserve from 641 acres to 767.9 acres and allow for greater public access in the form of walking trails and canoeing opportunities. After the land is acquired, it will be managed as part of the Congaree Creek Heritage Preserve.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: South Carolina Department of Natural Resources – Lexington – Congaree Creek Heritage Preserve Land Acquisition

Characteristics: The property is located on the east side of Charleston Highway (Hwy 321) between Six Mile Creek and Congaree Creek and adjoins DNR's Congaree Creek Heritage Preserve on the west and northeast sides. The land contains hardwood bottom wetlands and an upland sandhill long leaf pine ecosystem. The property also contains both prehistoric and historic period archaeological sites significant to the midlands. The unique proximity to a population center will provide the public with an opportunity to observe and participate in the archaeological work on the property.

Financial Impact: The property is offered by Open Space Institute Land Trust, Inc. of New York, NY for \$2,425,000. The acquisition will be funded from Heritage Land Trust Funds (uncommitted balance \$30.48 million at June 20, 2022). Revenue to this fund is authorized by SC Code 51-17-115 and provides for the department to use Heritage Land Trust Funds to acquire in fee simple or lesser interest in priority areas, legal fees, appraisals, surveys, or other costs involved in the acquisition of priority areas, and for the development of minimal facilities and management necessary for the protection of priority areas. The project is expected to result in an increase of \$2,000 (year 1), in annual operating expenses. An appraisal was completed in June 2022 and valued the property at \$3,425,000. A Phase I Environmental Site Assessment was completed in January 2022 and revealed no evidence of recognized environmental conditions in connection with the property, and therefore a Phase II assessment is not recommended at this time. A Building Condition Assessment is not required since no buildings are located on the property. Letters of support are also not required since the property is currently owned by a non-profit organization and is therefore not included on the tax rolls.

Full Project Estimate: \$2,445,000 (internal) funded by Heritage Land Trust Funds.

AGENCY: Department of Administration, Executive Budget Office

SUBJECT: South Carolina Department of Natural Resources – Lexington – Congaree Creek Heritage Preserve Land Acquisition

Special Note: Section 51-17-115 provides that no money from the Heritage Land Trust Fund may be expended “to acquire interests in property without a recommendation of the Heritage Trust Advisory Board and the approval of the State Fiscal Accountability Authority”. The Heritage Trust Advisory Board recommended this expenditure at its meeting on February 10, 2022. The Authority is asked to approve the expenditure of \$2,425,000 from the Heritage Land Trust Fund pursuant to Section 51-17-115.

AUTHORITY ACTION REQUESTED:

As requested by the Department of Natural Resources through the Department of Administration, Executive Budget Office, approve the Permanent Improvement Project Phase II, for the Congaree Creek Preserve Land acquisition; and as requested by DNR approve an expenditure of \$2,425,000 from the Heritage Land Trust Fund pursuant to Section 51-17-115 toward the acquisition of land described in Permanent Improvement Project 6056.

ATTACHMENTS:

Agenda item worksheet and attachment

STATE FISCAL ACCOUNTABILITY AUTHORITY AGENDA ITEM WORKSHEET

Meeting Scheduled for: August 30, 2022

Regular Agenda

1. Submitted By:

- (a) Agency: Department of Administration
- (b) Authorized Official Signature:


 Brian J. Gaines Director, Executive Budget Office

2. Subject:

South Carolina Department of Natural Resources – Lexington – Congaree Creek Heritage Preserve Land Acquisition

3. Summary Background Information:

- (a) Project: JBC Item 29: Department of Natural Resources
P24.6056: Lexington - Congaree Creek Heritage Preserve Land Acquisition (OSI-Taylor Tract)
- Request: Establish Final Land Acquisition to purchase 126.9 acres of land in eastern Lexington County.
- Included in CPIP: Yes – 2021 CPIP Priority 2 of 11 in FY24 (estimated at \$7,020,000)
- Phase I Approval: April 2022 (estimated at \$3,520,000) (SFAA)
- CHE Approval: N/A

Source of Funds	Original Budget Amount	Cumulative Changes Since Original Budget	Current Budget	Adjustment Requested	Total Budget After Current Adjustment
Other, Heritage Land Trust	20,000		20,000	2,425,000	2,445,000
All Sources	<u>20,000</u>		<u>20,000</u>	<u>2,425,000</u>	<u>2,445,000</u>

Rationale: The acquisition of the property will protect additional significant cultural resources adjoining SCDNR’s Congaree Creek Heritage Preserve. Acquisition of this property would expand Congaree Creek Heritage Preserve from 641 acres to 767.9 acres and allow for greater public access in the form of walking trails and canoeing opportunities. After the land is acquired, it will be managed as part of the Congaree Creek Heritage Preserve.

Characteristics: The property is located on the east side of Charleston Highway (Hwy 321) between Six Mile Creek and Congaree Creek and adjoins DNR’s Congaree Creek Heritage Preserve on the west and northeast sides. The land contains hardwood bottom wetlands and an upland sandhill long leaf pine ecosystem. The property also contains both prehistoric and historic period archaeological sites significant to the midlands. The unique proximity to a population center will provide the public with an opportunity to observe and participate in the archaeological work on the property.

Financial Impact: The property is offered by Open Space Institute Land Trust, Inc. of New York, NY for \$2,425,000. The acquisition will be funded from Heritage Land Trust Funds (uncommitted balance \$30.48 million at June 20, 2022). Revenue to this fund is authorized by SC Code 51-17-115 and provides for the department to use Heritage Land Trust Funds to acquire in fee simple or lesser interest in priority areas, legal fees, appraisals, surveys, or other costs involved in the acquisition of

priority areas, and for the development of minimal facilities and management necessary for the protection of priority areas. The project is expected to result in an increase of \$2,000 (year 1), in annual operating expenses. An appraisal was completed in June 2022 and valued the property at \$3,425,000. A Phase I Environmental Site Assessment was completed in January 2022 and revealed no evidence of recognized environmental conditions in connection with the property, and therefore a Phase II assessment is not recommended at this time. A Building Condition Assessment is not required since no buildings are located on the property. Letters of support are also not required since the property is currently owned by a non-profit organization and is therefore not included on the tax rolls.

Full Project Estimate: \$2,445,000 (internal) funded by Heritage Land Trust Funds.

Special Note: Section 51-17-115 provides that no money from the Heritage Land Trust Fund may be expended “to acquire interests in property without a recommendation of the Heritage Trust Advisory Board and the approval of the State Fiscal Accountability Authority”. The Heritage Trust Advisory Board recommended this expenditure at its meeting on February 10, 2022. The Authority is asked to approve the expenditure of \$2,425,000 from the Heritage Land Trust Fund pursuant to Section 51-17-115.

4. What is SFAA asked to do?

Consider approval of the Permanent Improvement Project Phase II

5. What is the recommendation of the Department of Administration?

These items are complete and ready for SFAA review.

6. List of Supporting Documents:

1. Permanent Improvement Project Lexington-Congaree Creek Heritage Preserve Land Acquisition
2. Heritage Trust Advisory Board Approval

**HERITAGE TRUST ADBISORY BOARD
VIDEOCONFERENCE MEETING
Thursday, February 10, 2022 - 10:00 a.m.**

Members Present

Brad Sauls (for Eric Emerson)
Chisolm Beckham (for Scott Phillips)
Emily Cope (for Robert Boyles)
Jake Rasor (for Norman Pulliam)
Jonathan Leader
Julia Krebs
Julien Springs
Ken Rentiers
Kevin Hunter
Norris Thigpen (for Harry Lightsey)
Rob Keck
Sonny King
Terry Hurley (for Duane Parrish)
Tom Holloway

Members Not Present

Campbell Coxe
Meredith Nichter (for Amy Bartow-Melia)

Others Present

Abi Locatis Prochaska
Barry Kesler
Bill Marshall
Billy Dukes
Csilla Czako
Dawn Beaver
Joe Lemeris
Jordan Baker
Julie Binz
Keith Bradley
Ken Prosser
Rachel Milan
Robert Clark
Sean Taylor
Tyler Brown
Van Whitehead
Willie Simmons

Call to Order

Mr. King, sitting in for Chairman Coxe, called the meeting to order.

Videoconference Guidelines

Rachel Milan and Abigail Locatis Prochaska from Marine Resources Division went over a quick rundown on how to use GoToMeeting and went over the rules for attending the videoconference.

Invocation

Dawn Beaver gave the invocation for the meeting.

Pledge of Allegiance

Mr. Rentiers led the Pledge of Allegiance for the Board. After the Pledge was made Mr. Leader stated that he had no issue with the pledge but had an issue with invocation due to religious reasons and wished to speak on the matter later.

Welcome and Introduction

Mr. King welcomed the Board to the meeting.

Roll Call of Attendance

Jordan Baker gave a roll call and asked participants to say "here" when called.

Public Comment Period

Mr. King asked if anyone wanted to speak during this time. No comment was made.

Approval of Minutes from November 4, 2021

Mr. King noted that the minutes from the previous meeting had been sent to the Board members. *Mr. Keck made a motion that the Heritage Trust Advisory Board approve the minutes from the November 4, 2021, meeting as submitted. Mr. Hunter seconded the motion and the motion carried unanimously*

Potential Conflict of Interest Statement

Mr. King read the "Potential Conflict of Interest Statement" before going over the Items for Board Action.

Items for Board Action

A) Heritage Preserve (HP) Tracts to be Committed to the Corpus of the SC Heritage Trust:

- 1) Bennett's Bay HP – TNC Tracts I and II (528 ac)
- 2) Bunched Arrowhead HP – TNC II Tract (2.4 ac)
- 3) Cartwheel Bay HP (568 ac)
- 4) Crab Bank HP (32 ac)
- 5) Deveaux Bank HP (15 ac)
- 6) Little Pee Dee River HP – Dargan Tract, Dargan III Tract, and Ward Tract (1,794 ac)
- 7) Savage Bay HP – Douglas/Rogers Tracts (3), Rodgers Tract, McPhatter Tract, and Trivett Tract (21 ac)
- 8) Stevens Creek HP – Majors Tract (83 ac)
- 9) Woods Bay HP – Anderson Tract (43 ac)

Dr. Krebs made a motion that the Heritage Trust Advisory Board, upon the recommendation of SCDNR staff, recommend that the SCDNR Board commit the following tracts to the corpus of the SC Heritage Trust:

- a) Bennet's Bay HP – TNC Tracts I and II
- b) Bunched Arrowhead HP – TNC II Tract
- c) Cartwheel Bay HP
- d) Crab Bank HP
- e) Deveaux Bank HP
- f) Little Pee Dee River HP – Dargan Tract, Dargan III Tract, and Ward Tract
- g) Savage Bay HP – Douglas/Rogers Tracts (3), Rodgers Tract, McPhatter Tract, and Trivett Track
- h) Stevens Creek HP – Majors Tract
- i) Woods Bay HP – Anderson Tract

Mr. Hunter seconded the motion and the motion carried unanimously.

B) Tracts to be Dedicated as Heritage Preserves and Committed to the Corpus of the SC Heritage Trust:

- 1) Cathedral Bay HP (58 ac)
- 2) Chandler HP – Coggins Tract (2 ac)
- 3) Clear Creek HP (18 ac)
- 4) Congaree Creek HP – SCANA Tracts (2) (17 ac)
- 5) Fort Lamar HP (14 ac)
- 6) Laurel Fork HP – Chinquapin Hollow Tract (360 ac)
- 7) Lewis Ocean Bay HP – Tiger Bay Tract and Tilly Swamp Tract (1,290 ac)
- 8) Little Pee Dee HP – Tilghman II Tract (1 ac)
- 9) Peters Creek HP – Hough/Rogers Tract (127 ac)
- 10) Stoney Creek Battery HP (1 ac)
- 11) Victoria Bluff HP – Beaufort County Tract (2 ac)

12) Woods Bay HP – Travelers Insurance Tract (325 ac)

Mr. Hunter made a motion that the Heritage Trust Advisory Board, upon the recommendation of SCDNR staff, recommend that the SCDNR Board dedicate the following tracts as heritage preserves and commit them to the corpus of the SC Heritage Trust:

- a) Cathedral Bay HP*
- b) Chandler HP – Coggin’s Tract*
- c) Clear Creek HP*
- d) Congaree Creek HP – SCANA Tracts*
- e) Fort Lamar HP*
- f) Laurel Fork HP – Chinquapin Hollow Tract*
- g) Lewis Ocean Bay HP – Tiger Bay Tract and Tilly Swamp Tract*
- h) Little Pee Dee HP – Tilghman II Tract*
- i) Peters Creek HP – Hough/Rogers Tract*
- j) Stoney Creek Battery HP*
- k) Victoria Bluff HP – Beaufort County Tract*
- l) Woods Bay HP – Travelers Insurance Tract*

Dr. Krebs seconded the motion and the motion carried unanimously.

Proposed Motion to Enter Executive Session:

Dr. Krebs made a motion that the Board into Executive Session pursuant to S.C. Code Section 30-4-70(A)(2) to discuss property acquisitions related to Items C, D, E, F, and G. Mr. Hunter seconded the motion and the motion carried unanimously.

C) Potential Property Acquisition in Greenville County – Preliminary Approval, Bunched Arrowhead HP: Ken Prosser, Assistant Deputy Director, Wildlife & Freshwater Fisheries

D) Potential Property Acquisition in Greenville County – Preliminary Approval, Poinsett Bridge HP: Sean Taylor, Senior Archaeologist, Land, Water and Conservation

E) Poinsett Bridge Capital Improvement Project: Sean Taylor, Senior Archaeologist, Land, Water and Conservation

F) Property Acquisition in Edgefield County - Final Approval, Horse Creek HP: Sean Taylor, Senior Archaeologist, Land, Water and Conservation

G) Property Acquisition in Lexington County – Final Approval, Congaree Creek HP: Sean Taylor, Senior Archaeologist, Land, Water and Conservation

Return to Public Session

Mr. Leader made a motion that the Board return to open session, and let the record reflect that no action was taken in Executive Session. Mr. Keck seconded the motion and the motion carried unanimously.

Motions on Items for Action

C) Potential Property Acquisition in Greenville County – Preliminary Approval, Bunched Arrowhead HP

Dr. Krebs made a motion that the Heritage Trust Advisory Board, upon the recommendation from SCDNR staff, recommend that the SCDNR Board grant preliminary approval to investigate a potential property acquisition of approximately 29 acres southeast of Bunched Arrowhead Heritage

Preserve in Greenville County, that would be dedicated as a heritage preserve and placed into the corpus of the SC Heritage Trust, and the expenditure of up to \$20,000 in Heritage Trust funds to conduct due diligence activities. Mr. Hunter seconded the motion and the motion carried unanimously.

D) Potential Property Acquisition in Greenville County - Preliminary Approval, Poinsett Bridge HP

Mr. Sauls made a motion that the Heritage Trust Advisory Board, upon the recommendation of SCDNR staff, recommend that the SCDNR Board grant preliminary approval to investigate the potential purchase of approximately 294.65 acres adjoining Poinsett Bridge Heritage Preserve in Greenville County that would be dedicated as a heritage preserve and placed into the corpus of the SC Heritage Trust, and the expenditure of up to \$20,000 of Heritage Trust funds for associated due diligence activities. Dr. Krebs seconded the motion and the motion carried unanimously.

E) Poinsett Bridge Capital Improvement Project

Mr. Thigpen made a motion that the Heritage Trust Advisory Board, upon the recommendation from SCDNR staff, approve an additional \$549,970 from the Heritage Trust Fund for the Poinsett Bridge Stabilization and Improvement Project and recommend that the SCDNR Board approve the same. Mr. Hunter seconded the motion and the motion carried unanimously.

F) Property Acquisition in Edgefield County - Final Approval, Horse Creek HP

Mr. Keck made a motion that the Heritage Trust Advisory Board, upon the recommendation of SCDNR staff and subject to standard due diligence, recommend that the SCDNR Board grant final approval of the acquisition of approximately 86.22 acres in Edgefield County that will be dedicated as a heritage preserve and placed into the corpus of the SC Heritage Trust and the expenditure of \$400,000 in Heritage Trust funds for the purchase. Mr. Sauls seconded the motion and the motion carried unanimously.

G) Property Acquisition in Lexington County – Final Approval, Congaree Creek HP

Mr. Hunter made a motion that the Heritage Trust Advisory Board, upon the recommendation of SCDNR staff and subject to standard due diligence, recommend that the SCDNR Board grant final approval of the acquisition of approximately 127 acres in Lexington County that will be dedicated as a heritage preserve and placed into the corpus of the SC Heritage Trust and the expenditure of \$2,500,000 in Heritage Trust Funds for the purchase. Dr. Krebs seconded the motion and the motion carried unanimously.

Other Items

Mr. Rentiers asked everyone to look at the revenue updates that were included in their packets, he commented on the growth and is hoping that the Heritage Trust continues to grow. Mr. Rentiers thanked his staff for their continued hard work and thanked Mr. King for stepping in as acting chair. Lastly Mr. Rentiers said he would discuss the invocation with Mr. Leader and Mr. Keck.

Time and Place of the Thursday, May 12, 2022

The next meeting of the Heritage Trust Advisory Board will be Thursday, May 12, 2022. The location of the next meeting is to be determined at a later date.

Adjournment

Having no further business to be brought before the Board at this time, Mr. Hunter made a motion that the Heritage Trust Advisory Board be adjourned. Mr. King seconded the motion and the motion carried unanimously.

*Respectfully Submitted,
Jordan Baker
Administrative Assistant
SC Department of Natural Resources
Land, Water, and Conservation Division*

AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: Easement

The Department of Administration requests approval of the following easement in accordance with SC Code of Laws:

- (a) County Location: Horry
From: Department of Administration on behalf of South Carolina
Department of Parks, Recreation & Tourism
To: DC BLOX, Inc.
Consideration: \$31,700
Description/Purpose: To grant a 0.62± acre non-exclusive easement for ingress, egress, construction, installation, operation and maintenance of an underground ocean grounding bed system on property of Myrtle Beach State Park. The easement is associated with the underground fiber optic infrastructure being installed in Myrtle Beach. The easement will contain the State's standard termination language that if the easement holder abandons the easement, is in breach, or ceases to use the easement for its intended purpose, it will terminate. The term of the easement will be fifty (50) years. The easement will be assignable only in the event of change of ownership or control of the Grantee subject to the easement restrictions. Consideration is the appraised value plus \$700 administrative fee. PRT has determined that, in accordance with the requirement of the statute, the easement does not appear to materially impair the utility of the property or damage it. There are no exceptions requested with regard to the 2022 easement policy.

AUTHORITY ACTION REQUESTED:

Approve granting the referenced easement as recommended by the Department of Administration, Facilities Management and Property Services on behalf of South Carolina Department of Parks, Recreation & Tourism to DC BLOX, Inc.

ATTACHMENTS:

Agenda item worksheet and attachments

**STATE FISCAL ACCOUNTABILITY AUTHORITY
AGENDA ITEM WORKSHEET**

Meeting Scheduled for: August 30, 2022

Regular Agenda

1. Submitted by:

- (a) Agency: Department of Administration
(b) Authorized Official Signature:


Ashlie Lancaster, Director

2. Subject: Easement

3. Summary and Background Information:

- (a) County Location: Horry
From: Department of Administration on behalf of South Carolina
Department of Parks, Recreation & Tourism
To: DC BLOX, Inc.
Consideration: \$31,700
Description/Purpose: To grant a 0.62± acre non-exclusive easement for ingress, egress, construction, installation, operation and maintenance of an underground ocean grounding bed system on property of Myrtle Beach State Park. The easement is associated with the underground fiber optic infrastructure being installed in Myrtle Beach. The easement will contain the State's standard termination language that if the easement holder abandons the easement, is in breach, or ceases to use the easement for its intended purpose, it will terminate. The term of the easement will be fifty (50) years. The easement will be assignable only in the event of change of ownership or control of the Grantee subject to the easement restrictions. Consideration is the appraised value plus \$700 administrative fee. PRT has determined that, in accordance with the requirement of the statute, the easement does not appear to materially impair the utility of the property or damage it. There are no exceptions requested with regard to the 2022 easement policy.

4. What is the Authority asked to do? Approve the referenced easement.

5. What is recommendation of the submitting agency involved? Approve the referenced easement.

6. Private Participant Disclosure – Check one:

- No private participants will be known at the time the Authority considers this agenda item.
 A Private Participant Disclosure form has been attached for each private participant.
As referenced on the Disclosure forms, a private participant is a natural person or non-governmental legal entity which may directly benefit from, and is participating in or directly associated with, the requested approval.

7. Recommendation of other office (as required)?

- (a) Authorized Signature: _____
 - (b) Office Name: Click or tap here to enter text.
-

8. List of Supporting Documents:

- (a) SC Code of Laws Section 10-1-130
- (b) Exhibits (plats, maps, etc.)
 - a. DC BLOX, Inc.

SOUTH CAROLINA CODE OF LAWS

SECTION 10-1-130. Grant of easements and rights of way.

The trustees or governing bodies of state institutions and agencies may grant easements and rights of way over any property under their control, upon the recommendation of the Department of Administration and approval of the State Fiscal Accountability Authority, whenever it appears that such easements do not materially impair the utility of the property or damage it and, when a consideration is paid therefor, any amounts must be placed in the State Treasury to the credit of the institution or agency having control of the property involved.

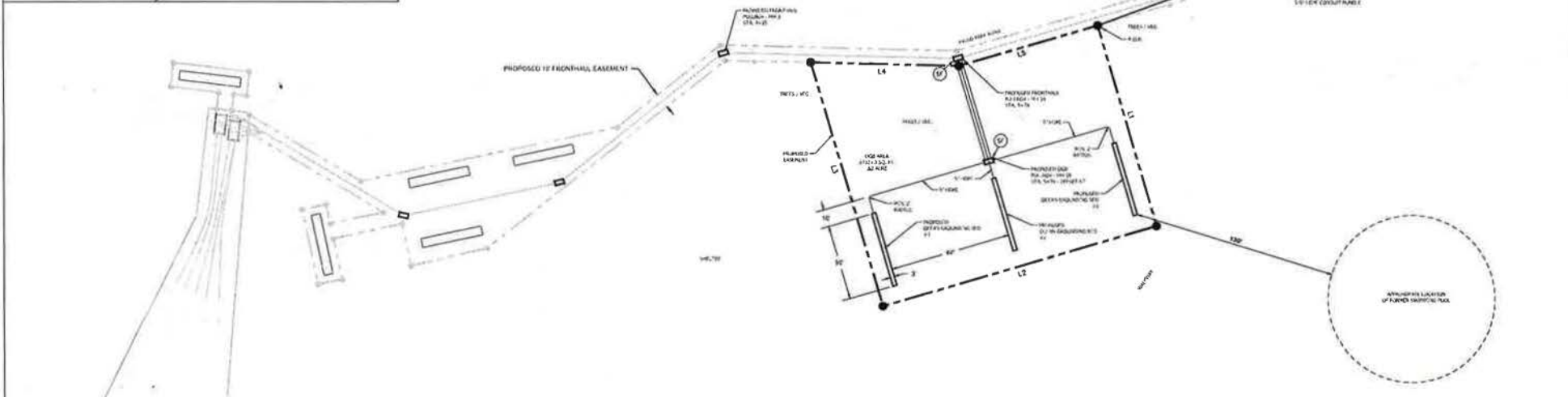
HISTORY: 1962 Code Section 1-49.3; 1963 (53) 177; 2014 Act No. 121 (S.22), Pt V, Section 7.K, eff July 1, 2015.

Effect of Amendment

2014 Act No. 121, Section 7.K, rewrote the section, substituting the Department of Administration and the State Fiscal Accountability Authority for the State Budget and Control Board.



STATE OF SOUTH CAROLINA
 DEPARTMENT OF PARKS AND RECREATION
 1015 FLEMING STREET
 COLUMBIA, SOUTH CAROLINA 29201
 PROJECT NO. 2024-001



LEGEND

△	CONTROL POINT	○	CONTOUR MARK	---	OUR DUCT ALIGNMENT
⊕	100 GEOTECH BORE LOCATION	○	CONTOUR MINOR	---	EASEMENT AREA
●	BOLLARD (TYPE AS LABELED)	○	WATER EDGE	---	FRONTIERS ALIGNMENT
○	TREE	○	RESTRICTED AREA	○	SEDIMENT CONTROL FOR MANHOLE INSTALLATION
⊙	BIEN	○	SHRUB WATER LINE	○	SEDIMENT CONTROL TYPE PALEY TUBE
⊙	WATER VALVE	○	RURFD SAN SEWER	○	SEDIMENT CONTROL TYPE PALEY TUBE
⊙	CLEAN OUT	○	TEMP. CONST. WORK LIMITS	○	SEDIMENT CONTROL TYPE PALEY TUBE

Easement Line Table

Line #/Curve #	Length	Bearing/Delta
L1	137.24'	S71° 04' 20.15"E
L2	166.60'	S18° 41' 51.93"W
L3	166.89'	N71° 18' 08.07"W
L4	97.13'	N36° 26' 11.82"E
L5	94.63'	N18° 42' 56.17"E

CONTROL POINT TIE TABLE

Line #/Curve #	Length	Bearing/Delta	LAT.	LONG.
T1	210.136'	S14° 54' 32.85"W	33° 38' 9.81" N	78° 55' 24.02" W



Drawn: MACKI Earth Systems (DSD) Terracon, International Inc.
 REFERENCE: 2024 MYRTLE BEACH AS BUILT SURVEY

REVISIONS	
NO.	DATE

DESIGNED	VG-1
DRAWN	VG-1
CHECKED	JAZ
REVIEWED	-AZ VC
S.D.	7/20/24



DC BLOX INC.
 6 W. DRUID HILLS DR.
 ATLANTA, GA 30229

MICHAEL BAKER INTERNATIONAL INC.
 CONSULTING ENGINEERS
 MOON TOWNSHIP, PENNSYLVANIA



SUBSEA CABLE PROPOSED OCEAN GROUNDING BED MYRTLE BEACH STATE PARK EASEMENT PLAN

CITY OF MYRTLE BEACH, Horry County, SOUTH CAROLINA

SCALE: AS SHOWN DATE: JULY, 2024

SHEET NO. **G-104**

July 25, 2022

BY HAND DELIVERY TO LINDA GORDON AT THE ADDRESS BELOW

Ashlie Lancaster, Director
Division of Facilities Management & Property Services
The South Carolina Department of Administration
1200 Senate Street
Sixth Floor
Columbia, SC 29201

Re: Easement Application - DC BLOX, Inc.

Dear Ms. Lancaster:

As you know, this office represents DC BLOX, Inc. ("DC BLOX") in matters related to the installation of a submarine fiber optic cable landing site at the Myrtle Beach State Park, and its continuation to the cable landing station and multi-tenant data center to be located within the International Technology & Aerospace Park ("iTAP") in Myrtle Beach. As such, DC BLOX has authorized this firm to serve as its agent for purposes of submitting the enclosed application.

DC BLOX is now requesting an additional easement to serve as the U.S landing location of for another cable system.

This cable system necessitates application for one easement for the purposes of bringing the cable onto the beach from the Atlantic Ocean. Accompanying the application is a draft Easement, based upon the previously approved easement, which seeks authorization to directionally bore under high ground located between the "Paved Park Road" and the "Restrictive Dune Area." The installation continues through the Restrictive Dune Area and into the Atlantic Ocean, subject to a permit from the Department of Health and Environmental Control, Office of Ocean and Coastal Resource Management. As part of this submission, a copy of the related survey identifying the location of the Easement is also attached along with a copy of the appraisal as to the value of the Easement.

Austin

Charleston

Charlotte

Columbia

Greensboro

Greenville

Bluffton / Hilton Head

Myrtle Beach

Raleigh

1101 Johnson Avenue
Suite 300
Myrtle Beach, SC 29577
www.nexsenpruet.com

T (843) 213-5411
F 843.213.5419
E DSlough@nexsenpruet.com
Nexsen Pruet, PLLC
Attorneys and Counselors at Law

Ashlie Lancaster
Division of Facilities Management & Property Services
The South Carolina Department of Administration
July 25, 2022
Page 2

As noted in the application, Chris Gatch is the primary point of contact for matters related to this submittal. Should you have any questions regarding this application, please do not hesitate to contact Chris Gatch at 877-590-1684.

Very truly yours,

/s/ David C. Slough

David C. Slough

DCS/jlf

Enclosures as stated

cc: Chris Gatch, DC BLOX, Inc.

DISCOVER

South Carolina

South Carolina Department of
Parks, Recreation & Tourism

Henry McMaster

Governor

Duane N. Parrish

Director

July 27, 2022

Division of Facilities Management and Property Services
The South Carolina Department of Administration
1200 Senate Street
Sixth Floor
Columbia, SC 29201

RE: Easement Application – Myrtle Beach State Park

Dear Ms. Lancaster,

DC BLOX recently submitted an application for an additional easement at Myrtle Beach State Park to serve as the U.S. landing location for another cable system. As the responsible management agency, the South Carolina Department of Parks, Recreation & Tourism (SCPRT) has conducted the due diligence required by S.C. Code §10-1-135 and confirms the following.

As per the original DC BLOX application, we were aware that the landing site would serve up to five subsea fiber optic cables. We continue to believe that there is an important public necessity for these cables and the easement at the state park due to internet growth and the increasing need for more bandwidth, and faster, more reliable connectivity. Additional subsea cable landings at Myrtle Beach State Park may also increase the attractiveness of the area for other tech-related businesses and bring economic opportunity to the region.

The additional cable system served by the new easement will make use of the previously approved installation of the cable landing site at Myrtle Beach State Park. Google originally determined that the topography on the coast of South Carolina was amenable to the cables and offered a viable route. The proximity of Myrtle Beach State Park to the data centers as well as the low likelihood of later development on the property make the park the most feasible alternative.

Once the project is complete, the cable system will be below the surface of the easement and essentially remain an invisible network. The intended use and installation of the fiber optic infrastructure will not materially alter the area and should not impact the intended use of the Park. According to Google, the land will look untouched and remain unharmed as the cables are “environmentally benign” throughout their lifecycle.

Given the nominal impact of the project, the probability that mitigation will be needed is low. However, the easement submitted by DC BLOX states that if they disturb the surface for maintenance, repair, or replacement of the fiber optic infrastructure, they will restore the surface to the prior condition.

In conclusion, SCPRT has determined that the easement required for an additional cable system has met the statutory conditions for our approval. We look forward to working with DC BLOX to bring this valuable infrastructure to South Carolina.

Sincerely,

A handwritten signature in cursive script that reads "Duane Parrish". The signature is written in black ink and is positioned above the printed name and title.

Duane Parrish, Director

South Carolina Department of Parks, Recreation & Tourism

AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: SC Department of Health and Human Services Lease at 1801 Main Street in Columbia

The SC Department of Health and Human Services (“DHHS”) requests approval to continue leasing 141,031 rentable square feet of space and 7,200 rentable square feet of warehouse/receiving space at 1801 Main Street in Columbia from Jefferson Square, LLC (“Landlord”). DHHS’s current lease at this location expires on June 30, 2023.

After contacting state agencies to verify no adequate state space was available, the Department of Administration conducted a solicitation for 3-, 5-, and 7-year terms. Four proposals were received. One proposal was deemed non-responsive because the Landlord’s offer indicated they would conduct a test fit at no cost to the State and then propose a cost per square foot based on the results of that test fit but when asked to do the test fit, the Landlord declined. Of the three responsive proposals received, the selected location is the lowest offer when accounting for moving costs.

The requested lease term is seven (7) years commencing July 1, 2023. The rental rate for the first three years will be \$16.75/SF for office space, which is an annual rent of \$2,362,269.25. Thereafter the rental rate will escalate by 1.5% annually. The lease includes all operating expenses with \$7.36/SF of the rental rate allocated to operating expenses in year one. At the end of year one and annually thereafter, the agency is responsible for any operating expenses in excess of the year one allocation up to a cap of 2.5%. Additionally, rent for the warehouse/receiving space is \$5.00/SF or \$36,000 annually and for parking is \$120,000 annually for 475 spaces in the adjacent garage. As such, over the 7-year term, the minimum rent and operating expenses to be paid by the agency is \$16,895,580.23 and the maximum rent and operating expenses is \$18,751,659.82 as shown in the chart below.

Year	Rate	Annual Rent	Op Ex Max	Total Max Office Rent and Op Ex	Annual Warehouse Rent	Annual Parking Rent	Total Annual Max
1	\$16.75	\$2,362,269.25	\$25,949.70	\$2,388,218.95	\$36,000.00	\$120,000.00	\$2,544,218.95
2	\$16.75	\$2,362,269.25	\$52,548.15	\$2,414,817.40	\$36,000.00	\$120,000.00	\$2,570,817.40
3	\$16.75	\$2,362,269.25	\$79,811.56	\$2,442,080.81	\$36,000.00	\$120,000.00	\$2,598,080.81
4	\$17.00	\$2,397,703.29	\$107,756.55	\$2,505,459.84	\$36,000.00	\$120,000.00	\$2,661,459.84
5	\$17.26	\$2,433,668.84	\$136,400.17	\$2,570,069.01	\$36,000.00	\$120,000.00	\$2,726,069.01
6	\$17.52	\$2,470,173.87	\$165,759.88	\$2,635,933.75	\$36,000.00	\$120,000.00	\$2,791,933.75
7	\$17.78	\$2,507,226.48	\$195,853.58	\$2,703,080.06	\$36,000.00	\$120,000.00	\$2,859,080.06

AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: SC Department of Health and Human Services Lease at 1801 Main Street in Columbia

The space will meet the state standard of 210 RSF/person with a density of 131 RSF/person. The following chart represents comparable lease rates of similar space in the Columbia area:

Tenant	Location	Rate per SF
Vacant	1320 Main St.	\$24.00
Vacant	1441 Main St.	\$22.00
Vacant	1122 Lady St.	\$19.00

Above rates subject to base rent escalations.

Agency has adequate funds for the lease according to a Budget Approval Form submitted July 27, 2022. Lease payments will be funded through state appropriations, federal funding, and revenue derived from third party liability recoveries and drug rebate collections. No option to purchase the property is included in the lease. The lease was approved by JBRC at its August 23, 2022 meeting.

AUTHORITY ACTION REQUESTED:

Approve the proposed seven-year lease by Department of Health and Human Services for 141,031 rentable square feet of space and 7,200 rentable square feet of warehouse/receiving space at 1801 Main Street in Columbia from Jefferson Square, LLC., as recommended by the Department of Administration, Facilities Management and Property Services.

ATTACHMENTS:

Agenda item worksheet and attachment

**STATE FISCAL ACCOUNTABILITY AUTHORITY
AGENDA ITEM WORKSHEET**

Meeting Scheduled for: August 30, 2022

Regular Agenda

1. Submitted by:

- (a) Agency: Department of Administration
- (b) Authorized Official Signature:

Ashlie Lancaster
Ashlie Lancaster, Director

2. Subject: SC Department of Health and Human Services Lease at 1801 Main Street in Columbia

3. Summary and Background Information:

The SC Department of Health and Human Services (“DHHS”) requests approval to continue leasing 141,031 rentable square feet of space and 7,200 rentable square feet of warehouse/receiving space at 1801 Main Street in Columbia from Jefferson Square, LLC (“Landlord”). DHHS’s current lease at this location expires on June 30, 2023.

After contacting state agencies to verify no adequate state space was available, the Department of Administration conducted a solicitation for 3-, 5-, and 7-year terms. Four proposals were received. One proposal was deemed non-responsive because the Landlord’s offer indicated they would conduct a test fit at no cost to the State and then propose a cost per square foot based on the results of that test fit but when asked to do the test fit, the Landlord declined. Of the three responsive proposals received, the selected location is the lowest offer when accounting for moving costs.

The requested lease term is seven (7) years commencing July 1, 2023. The rental rate for the first three years will be \$16.75/SF for office space, which is an annual rent of \$2,362,269.25. Thereafter the rental rate will escalate by 1.5% annually. The lease includes all operating expenses with \$7.36/SF of the rental rate allocated to operating expenses in year one. At the end of year one and annually thereafter, the agency is responsible for any operating expenses in excess of the year one allocation up to a cap of 2.5%. Additionally, rent for the warehouse/receiving space is \$5.00/SF or \$36,000 annually and for parking is \$120,000 annually for 475 spaces in the adjacent garage. As such, over the 7-year term, the minimum rent and operating expenses to be paid by the agency is \$16,895,580.23 and the maximum rent and operating expenses is \$18,751,659.82 as shown in the chart below.

Year	Rate	Annual Rent	Op Ex Max	Total Max Office Rent and Op Ex	Annual Warehouse Rent	Annual Parking Rent	Total Annual Max
1	\$16.75	\$2,362,269.25	\$25,949.70	\$2,388,218.95	\$36,000.00	\$120,000.00	\$2,544,218.95
2	\$16.75	\$2,362,269.25	\$52,548.15	\$2,414,817.40	\$36,000.00	\$120,000.00	\$2,570,817.40
3	\$16.75	\$2,362,269.25	\$79,811.56	\$2,442,080.81	\$36,000.00	\$120,000.00	\$2,598,080.81
4	\$17.00	\$2,397,703.29	\$107,756.55	\$2,505,459.84	\$36,000.00	\$120,000.00	\$2,661,459.84
5	\$17.26	\$2,433,668.84	\$136,400.17	\$2,570,069.01	\$36,000.00	\$120,000.00	\$2,726,069.01
6	\$17.52	\$2,470,173.87	\$165,759.88	\$2,635,933.75	\$36,000.00	\$120,000.00	\$2,791,933.75

7	\$17.78	\$2,507,226.48	\$195,853.58	\$2,703,080.06	\$36,000.00	\$120,000.00	\$2,859,080.06
---	---------	----------------	--------------	----------------	-------------	--------------	----------------

The space will meet the state standard of 210 RSF/person with a density of 131 RSF/person. The following chart represents comparable lease rates of similar space in the Columbia area:

Tenant	Location	Rate per SF
Vacant	1320 Main St.	\$24.00
Vacant	1441 Main St.	\$22.00
Vacant	1122 Lady St.	\$19.00

Above rates subject to base rent escalations.

Agency has adequate funds for the lease according to a Budget Approval Form submitted July 27, 2022. Lease payments will be funded through state appropriations, federal funding, and revenue derived from third party liability recoveries and drug rebate collections. No option to purchase the property is included in the lease. The lease was approved by JBRC at its August 23, 2022 meeting.

4. What is the Authority asked to do? Approve the proposed seven-year lease by DHHS for 141,031 rentable square feet of space and 7,200 rentable square feet of warehouse/receiving space at 1801 Main Street in Columbia from Jefferson Square, LLC.

5. What is recommendation of the Division of Facilities Management and Property Services? Approve the proposed seven-year lease by DHHS for 141,031 rentable square feet of space and 7,200 rentable square feet of warehouse/receiving space at 1801 Main Street in Columbia from Jefferson Square, LLC.

6. Private Participant Disclosure – Check one:

No private participants will be known at the time the Authority considers this agenda item. Landlord is an exempt governmental entity.

A Private Participant Disclosure form has been attached for each private participant. As referenced on the Disclosure forms, a private participant is a natural person or non-governmental legal entity which may directly benefit from, and is participating in or directly associated with, the requested approval.

7. Recommendation of other office (as required)?

- (a) Authorized Signature: _____
 (b) Office Name: Click or tap here to enter text.

8. List of Supporting Documents:

Letter from Agency

July 27, 2022

Ms. Ashlie Lancaster, Director
Division of Facilities Management and Real Property Services
South Carolina Department of Administration
1200 Senate Street, Suite 460
Columbia, South Carolina 29201

Dear Ms. Lancaster:

The South Carolina Department of Health and Human Services (SCDHHS) requests approval by the Joint Bond Review Committee (JBRC) and the State Fiscal Accountability Authority (SFAA) at its upcoming meetings, to consider a seven (7) year lease with Amommarc I, LLC & AAC Columbia Limited Partnership, for property located at 1801 Main Street, Columbia, South Carolina 29201.

SCDHHS administers the South Carolina Medicaid program, which provides healthcare coverage for more than one million South Carolinians. SCDHHS has been located in this space under the current lease since July 1, 2013. The current lease expires June 30, 2023.

SCDHHS in coordination with the South Carolina Department of Administration (DOA) initiated a competitive solicitation for available lease space on November 1, 2021, to determine whether other suitable commercial office space alternatives were available, and to obtain the best value for the State. After reviewing the proposals submitted, SCDHHS has determined that the property located at 1801 Main Street in Columbia meets our space requirements and needs. We considered location, minimal upfit and cost of relocation in our decision-making.

The proposed lease is a seven-year term, beginning July 1, 2023, and expiring June 30, 2030. The basic rental rate starts at \$16.75/SF, which is an annual rent of \$2,362,269.25 for the first three years and increases 1.5% each year thereafter.

Thank you for your assistance in this process and for your consideration of our request. Please let me know if you need any additional information.

Sincerely,



Robert M. Kerr
Director



AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: Greenville Technical College Lease-Out to Greenville County (225 South Pleasantburg Drive, Building 603)

Greenville Technical College by and through the Greenville County Commission on Technical Education (the "College") is requesting approval to lease-out 60,000 square feet at 225 South Pleasantburg Drive, Building 603 to Greenville County (the "County").

The College responded to a solicitation and desires to lease-out 60,000 square feet to the County in a triple net lease at a base rent of \$11.00 per square foot for the first year. The County will not pay rent during the first six months of the lease term during which time they will perform renovations work. The term of the lease will be five (5) years (the "Initial Term"), beginning on September 1, 2022, and ending on August 31, 2027, with two (2) optional three (3) year renewals (Extended Terms).

Basic Rent for the Initial Term and for each Extended Term is as follows:

<u>INITIAL TERM</u>		<u>ANNUAL RENT</u>	<u>MONTHLY RENT</u>	<u>RENT PER SF</u>
YEAR	1 (Months 1-6)	\$0	\$0	\$0
YEAR	1 (Months 7-12)	\$330,000.00	\$55,000.00	\$11.00
YEAR	2	660,000.00	\$55,000.00	\$11.00
YEAR	3	\$673,200.00	\$56,100.00	\$11.22
YEAR	4	\$673,200.00	\$56,100.00	\$11.22
YEAR	5	\$686,460.00	\$57,205.00	\$11.44

<u>EXTENDED TERM 1</u>		<u>ANNUAL RENT</u>	<u>MONTHLY RENT</u>	<u>RENT PER SF</u>
YEAR	1	\$686,460.00	\$57,205.00	\$11.44
YEAR	2	\$700,190.00	\$58,350.00	\$11.67
YEAR	3	\$714,194.00	\$59,516.00	\$11.90

<u>EXTENDED TERM 2</u>		<u>ANNUAL RENT</u>	<u>MONTHLY RENT</u>	<u>RENT PER SF</u>
YEAR	1	\$728,478.00	\$60,706.00	\$12.14
YEAR	2	\$743,058.00	\$61,922.00	\$12.38
YEAR	3	\$757,920.00	\$63,160.00	\$12.63

AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: Greenville Technical College Lease-Out to Greenville County (225 South Pleasantburg Drive, Building 603)

The County shall pay as additional rent its prorated share of all building operating costs. No option to purchase the property is included in the lease-out. The lease-out was approved by JBRC at its August 23, 2022, meeting

AUTHORITY ACTION REQUESTED:

As requested by Greenville Technical College, through the Department of Administration, Facilities Management and Property Services, approve the proposed lease-out for five years and up to two Extended Terms of three years each for 60,000 square feet at 225 South Pleasantburg Drive, Building 603 to Greenville County.

ATTACHMENTS:

Agenda item worksheet and attachment

STATE FISCAL ACCOUNTABILITY AUTHORITY AGENDA ITEM WORKSHEET

Meeting Scheduled for: August 30, 2022

Regular Agenda

1. Submitted by:

- (a) Agency: Department of Administration
- (b) Authorized Official Signature:

Ashlie Lancaster

 Ashlie Lancaster, Director

2. Subject: Greenville Technical College Lease-Out to Greenville County (225 South Pleasantburg Drive, Building 603)

3. Summary and Background Information:

Greenville Technical College by and through the Greenville County Commission on Technical Education (the "College") is requesting approval to lease-out 60,000 square feet at 225 South Pleasantburg Drive, Building 603 to Greenville County (the "County").

The College responded to a solicitation and desires to lease-out 60,000 square feet to the County in a triple net lease at a base rent of \$11.00 per square foot for the first year. The County will not pay rent during the first six months of the lease term during which time they will perform renovations work. The term of the lease will be five (5) years (the "Initial Term"), beginning on September 1, 2022 and ending on August 31, 2027, with two (2) optional three (3) year renewals (Extended Terms).

Basic Rent for the Initial Term and for each Extended Term is as follows:

<u>INITIAL</u> <u>TERM</u>		<u>ANNUAL</u> <u>RENT</u>	<u>MONTHLY</u> <u>RENT</u>	<u>RENT</u> <u>PER SF</u>
YEAR	1 (Months 1-6)	\$0	\$0	\$0
YEAR	1 (Months 7-12)	\$330,000.00	\$55,000.00	\$11.00
YEAR	2	660,000.00	\$55,000.00	\$11.00
YEAR	3	\$673,200.00	\$56,100.00	\$11.22
YEAR	4	\$673,200.00	\$56,100.00	\$11.22
YEAR	5	\$686,460.00	\$57,205.00	\$11.44

<u>EXTENDED</u> <u>TERM 1</u>		<u>ANNUAL</u> <u>RENT</u>	<u>MONTHLY</u> <u>RENT</u>	<u>RENT</u> <u>PER SF</u>
YEAR	1	\$686,460.00	\$57,205.00	\$11.44
YEAR	2	\$700,190.00	\$58,350.00	\$11.67
YEAR	3	\$714,194.00	\$59,516.00	\$11.90

<u>EXTENDED</u> <u>TERM 2</u>		<u>ANNUAL</u> <u>RENT</u>	<u>MONTHLY</u> <u>RENT</u>	<u>RENT</u> <u>PER SF</u>
YEAR	1	\$728,478.00	\$60,706.00	\$12.14
YEAR	2	\$743,058.00	\$61,922.00	\$12.38

YEAR 3 \$757,920.00 \$63,160.00 \$12.63

The County shall pay as additional rent its prorata share of all building operating costs. No option to purchase the property is included in the lease-out. The lease-out was approved by JBRC at its August 23, 2022 meeting

4. What is the Authority asked to do? Approve the proposed lease-out for five years and up to two Extended Terms of three years each for 60,000 square feet at 225 South Pleasantburg Drive, Building 603 to Greenville County.

What is recommendation of the division of Facilities Management and Property Services?

Consider approval of the proposed lease-out for five years and up to two Extended Terms of three years each for 60,000 square feet at 225 South Pleasantburg Drive, Building 603 to Greenville County.

5.

6. Private Participant Disclosure – Check one:

No private participants will be known at the time the Authority considers this agenda item. Landlord is an exempt governmental entity.

A Private Participant Disclosure form has been attached for each private participant. As referenced on the Disclosure forms, a private participant is a natural person or non-governmental legal entity which may directly benefit from, and is participating in or directly associated with, the requested approval.

7. Recommendation of other office (as required)?

(a) Authorized Signature: _____

(b) Office Name: Click or tap here to enter text.

8. List of Supporting Documents:

(a) Letter from Greenville Technical College



P.O. Box 5616 • Greenville, SC 29606-5616
(864) 250-8000 • www.gvltec.edu

Barton Campus • Benson Campus • Brasher Campus
Center for Manufacturing Innovation • Northwest Campus • Truist Culinary and Hospitality Education Center

July 25, 2022

Ms. Ashlie Lancaster
South Carolina Department of Administration
Real Property Services 1200 Senate Street, 6th
floor
Columbia, SC 29201

RE: Lease for 225 S. Pleasantburg Road

Dear Ms. Lancaster:

Greenville Technical College (agency) requests approval from the Joint Bond Review Committee and the State Fiscal Accountability Authority to enter into a 5 year lease-out with 2 (two) 3 (three) year options to renew with Greenville County (tenant) for (60,000) square feet of office space at 225 S. Pleasantburg Drive, Greenville, SC. Greenville Technical College vacated this space when it renovated a building on the main campus and moved registration services to that building

Greenville County will be using the space for emergency dispatch services and some evidence storage. None of the evidence will be hazardous and no weapons will be stores in the facility.

The College responded to an RFP offered by Greenville County. After several rounds of negotiations the parties agreed \$11 per square foot with the County Covering all utilities. We discussed this rate with several commercial real estate professionals and an appraiser who agreed that the rate is fair and reasonable.

Thank you for your consideration of this request and please let me know if you need any additional information.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Jacqueline R. DiMaggio'.

Jacqueline R. DiMaggio
Vice President for Finance

AGENCY: Department of Administration, Facilities Management and Property Services

SUBJECT: Asset Transfers from Division of Public Railways d/b/a Palmetto Railways to the South Carolina Ports Authority in connection with the Intermodal Facility Project

The South Carolina Ports Authority (“Ports Authority”) is working to construct and implement the Navy Base Intermodal Facility (“NBIF”) project, which includes container transfer infrastructure, waterborne cargo infrastructure and related infrastructure in support thereof, at or in the vicinity of the Port of Charleston facility (the “Project”). The South Carolina Department of Commerce (“Commerce”) and its Division of Public Railways (“Palmetto Railways”) have parcels of real property totaling 141.81± acres in the cities of North Charleston and Charleston, including the NBIF main site, that are currently available for transfer to the Ports Authority. Palmetto Railways desires to transfer these parcels to the Ports Authority for no additional consideration to facilitate implementation of the NBIF in accordance with the attached Transfer Agreement.

The parcels to be transferred are:

TMS#	Address	Acreage
Portions of various parcels*	Main NBIF Parcel (list attached)	124.71± acres
464-02-00-017	1799 Meeting Street	1.17± acres
466-04-00-009*	Naval Air Bases Road Site	6.11± acres
466-04-00-008*	Shipyards Creek Road Site	2.11± acres
400-00-00-251	Hobson Avenue/McMillan Avenue	1.99± acres
400-00-00-252	Hobson Avenue/McMillan Avenue	4.52± acres
400-00-00-117	Hobson Avenue/McMillan Avenue	1.20± acres

*Palmetto Railways is currently working with the City to combine these parcels into a single parcel totaling 163.69± acres which they will then subdivide and transfer 132.93± acres to the Ports Authority and retain 30.76± acres.

If it is determined that any of the properties are not needed for completion of the Project or if the Project is terminated, canceled or abandoned, the Transfer Agreement requires that the parties confer and agree on the proposed disposition of the properties for submission to and approval by JBRC and SFAA.

The transfers were approved by JBRC at its meeting on August 23, 2022.

AUTHORITY ACTION REQUESTED:

As requested by the South Carolina Department of Commerce (“Commerce”) and its Division of Public Railways (“Palmetto Railways”) through the Department of Administration, Facilities Management and Property Services approve the transfer of the identified parcels of real property totaling 141.81± acres in the City of Charleston from Palmetto Railways to the Ports Authority without consideration.

ATTACHMENTS: Agenda item worksheet and attachment

**STATE FISCAL ACCOUNTABILITY AUTHORITY
AGENDA ITEM WORKSHEET**

Meeting Scheduled for: August 30, 2022

Regular Agenda

1. Submitted by:

- (a) Agency: Department of Administration
(b) Authorized Official Signature:

Ashlie Lancaster
Ashlie Lancaster, Director

2. Subject: Asset transfers from Division of Public Railways d/b/a Palmetto Railways to the South Carolina Ports Authority in connection with the Intermodal Facility Project

3. Summary Background Information:

The South Carolina Ports Authority ("Ports Authority") is working to construct and implement the Navy Base Intermodal Facility ("NBIF") project, which includes container transfer infrastructure, waterborne cargo infrastructure and related infrastructure in support thereof, at or in the vicinity of the Port of Charleston facility (the "Project"). The South Carolina Department of Commerce ("Commerce") and its Division of Public Railways ("Palmetto Railways") have parcels of real property totaling 141.81± acres in the cities of North Charleston and Charleston, including the NBIF main site, that are currently available for transfer to the Ports Authority. Palmetto Railways desires to transfer these parcels to the Ports Authority for no additional consideration to facilitate implementation of the NBIF in accordance with the attached Transfer Agreement.

The parcels to be transferred are:

TMS#	Address	Acreage
Portions of various parcels*	Main NBIF Parcel (list attached)	124.71± acres
464-02-00-017	1799 Meeting Street	1.17± acres
466-04-00-009*	Naval Air Bases Road Site	6.11± acres
466-04-00-008*	Shipyards Creek Road Site	2.11± acres
400-00-00-251	Hobson Avenue/McMillan Avenue	1.99± acres
400-00-00-252	Hobson Avenue/McMillan Avenue	4.52± acres
400-00-00-117	Hobson Avenue/McMillan Avenue	1.20± acres

*Palmetto Railways is currently working with the City to combine these parcels into a single parcel totaling 163.69± acres which they will then subdivide and transfer 132.93± acres to the Ports Authority and retain 30.76± acres.

If it is determined that any of the properties are not needed for completion of the Project or if the Project is terminated, canceled or abandoned, the Transfer Agreement requires that the parties confer and agree on the proposed disposition of the properties for submission to and approval by JBRC and SFAA.

The transfers were approved by JBRC at its meeting on August 23, 2022.

4. **What is the Authority asked to do?** Approve the transfer of the identified parcels of real property totaling a 141.81± acres in the City of Charleston from Palmetto Railways to the Ports Authority without consideration.

5. **What is recommendation of the submitting agency involved?** Consider approval of the transfer of the identified parcels of real property totaling 141.81± acres in the City of Charleston from Palmetto Railways to the Ports Authority without consideration.

6. Private Participant Disclosure – Check one:

- No private participants will be known at the time the Authority considers this agenda item.
 - A Private Participant Disclosure form has been attached for each private participant.
As referenced on the Disclosure forms, a private participant is a natural person or non-governmental legal entity which may directly benefit from, and is participating in or directly associated with, the requested approval
-

7. Recommendation of other office (as required)?

- (a) Authorized Signature: _____
 - (b) Office Name: _____
-

8. List of Supporting Documents:

- (a) Main NBIF Parcel TMS List
- (b) Letter from SC Department of Commerce
- (c) Exhibit A

Main NBIF Parcel	<u>Acres</u>
PLATS on MAP	
Parcel A	3.44
Parcel B	6.15
Parcel C	113.26
Parcel D	30.76
Parcel E	5.82
Parcel F	4.26
Total Main NBIF Parcel	<u>163.69</u>

TMS #'s	
400-00-00-042	5.7
400-00-00-045	0.36
400-00-00-049	11.06
400-00-00-050	63.93
400-00-00-075	7.86
400-00-00-078	10
400-00-00-087	28.38
400-00-00-112	0.02
400-00-00-128	0.93
400-00-00-173	0.64
400-00-00-180	6.02
400-00-00-193	1.05
400-00-00-206	6.09
400-00-00-207	1.54
400-00-00-215	0.76
469-12-00-234	0.75
469-12-00-265	0.74
469-12-00-292	0.74
469-12-00-318	0.55
469-12-00-322	0.39
469-16-00-108	0.69
469-16-00-157	1.01
469-16-00-201	1.94
469-16-00-297	1.21
469-16-00-333	0.74
469-16-00-373	0.73
469-16-00-402	0.64
Kephart St RW	0.2
Viaduct RD RW	0.8
	<u>155.47</u>
466-04-00-019 (new TMS)	6.11 Separate submission 466-04-00-009 is TMS # from original deed
466-04-00-018 (New TMS)	2.11 Separate submission 466-04-00-008 is TMS # from original deed
Total Main NBIF Parcel	<u>163.69</u>

Reconcile	
Total Main NBIF Parcel	163.69
PR to retain	<u>-30.76</u>
Transfer to SCPA	132.93



Henry McMaster
Governor

SOUTH CAROLINA
DEPARTMENT OF COMMERCE

Harry M. Lightsey III
Secretary

August 1, 2022

Mr. Delbert Singleton
State Fiscal Accountability Authority
1200 Senate Street
Columbia, SC 29201

Ms. Ashlie Lancaster
South Carolina Department of Administration
1200 Senate Street, Ste. 460
Columbia, SC 29201

Dear Delbert and Ashlie:

The purpose of this letter is to notify you of the intention of the South Carolina Department of Commerce (“Commerce”) and its Division of Public Railways (“Palmetto Railways”) to seek the approval of the State Fiscal Accountability Authority (SFAA) to surplus and transfer to the South Carolina Ports Authority (“Ports Authority”) various parcels of real property totaling 141.81± acres needed for the construction and implementation of the Navy Base Intermodal Facility (NBIF) located at the former Navy Base in North Charleston.

BACKGROUND

The transfer of real property and other assets needed for the NBIF was included in determinations by the General Assembly that the Ports Authority would be responsible for construction and implementation of the NBIF project. Accordingly, in order to establish the responsibilities of each state agency in effecting the transfer of the NBIF project from Palmetto Railways to the Ports Authority, the Department of Commerce, Palmetto Railways, and the Ports Authority entered into an Intergovernmental Agreement (IGA) by and among the South Carolina Department of Commerce and its Division of Public Railways and the South Carolina State Ports Authority, which is attached hereto and was drafted with oversight by the General Assembly. The Joint Bond Review Committee (JBRC) is providing ongoing oversight to the NBIF project implementation pursuant to Proviso 118.17 of the 2022-23 Appropriations Act while the Fiscal Oversight Subcommittee has overseen the asset transfers needed for that implementation.

PARCELS TO BE SUPLUSED AND TRANSFERRED

Description	Tax Map System #	Acres
Main NBIF Parcel NBIF parcel	29 parcels	+/- 124.71 *

	Naval Air Base Road Site	466-04-00-009	+/-	6.11
	Shipyard Creek Road Site	466-04-00-008	+/-	2.11
	Total Main NBIF parcel			<u>132.93</u>
NBIF Roads	Hobson Avenue & portion of McMillan Avenue	3 Parcels	+/-	7.71
Class 1 Connection	1799 Meeting St	464-02-00-017	+/-	1.17
	Total to transfer			<u>141.81</u>

* Does not include +/- 30.76 acres to be retained by Palmetto Railways for NBIF rail infrastructure

Most the acreage to be transferred is associated with 31 parcels that comprise the main NBIF site, which the City of North Charleston is combining into a 132.93± acre parcel (depicted in blue on Exhibit A) to be transferred to the Ports Authority and a 30.76± acre parcel (depicted in yellow on Exhibit A) that will be retained by Palmetto Railways for rail infrastructure. The transfer also includes three (3) NBIF road parcels totaling 7.71± acres and a 1.17± acre parcel located in the City of Charleston that is needed to complete a connection for the Class I railroads to the NBIF. All properties will be transferred for no additional consideration with all transfer costs to be borne by Ports Authority.

ACTION REQUESTED

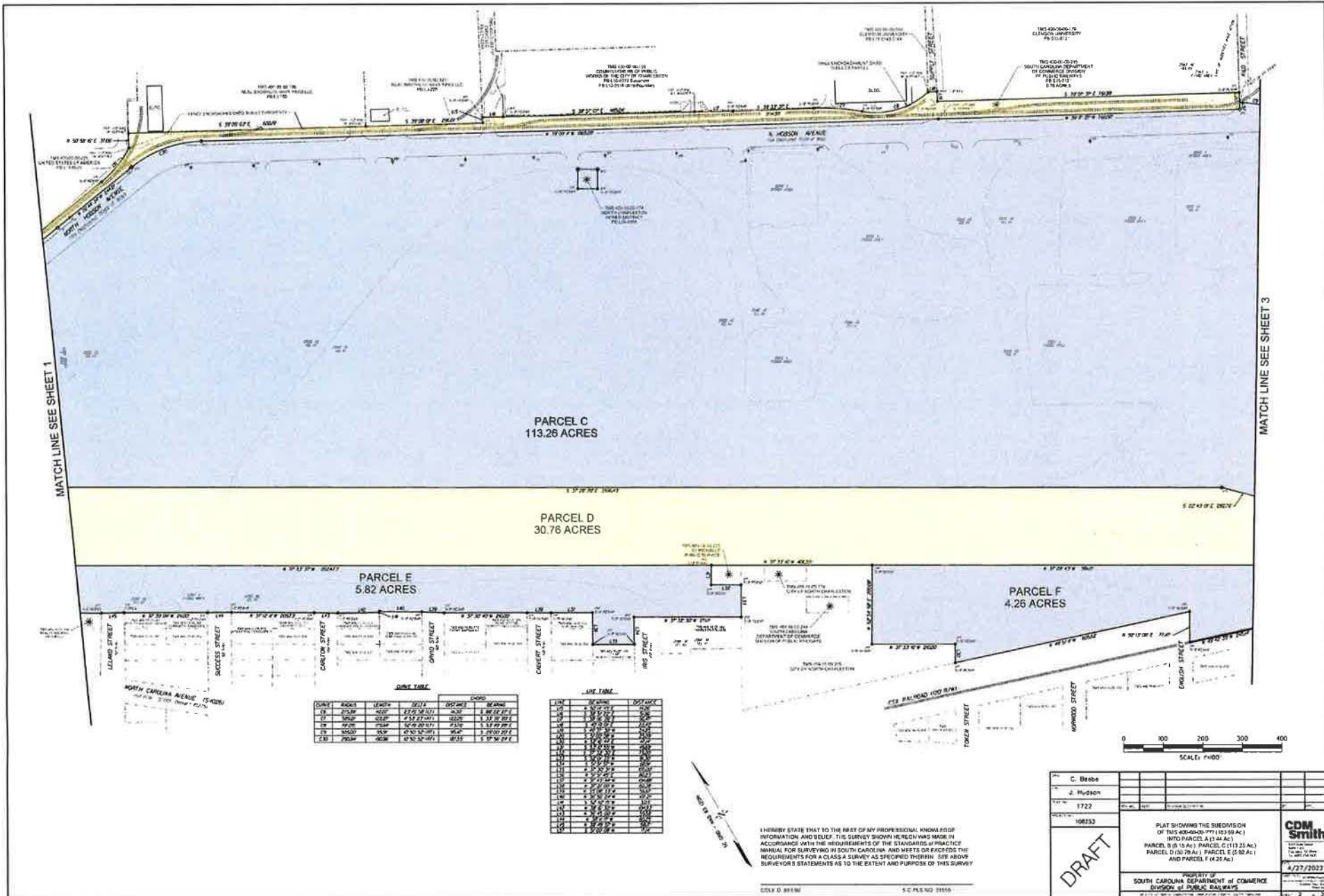
1. Approve the surplus of 141.81 acres of unimproved land in the Cities North Charleston and Charleston needed to implement the NBIF project.
2. Pursuant to legislative determination and the terms of the IGA by and among Palmetto Railways, the Department of Commerce, and the Ports Authority, approve transfer the subject parcels to the Ports Authority to facilitate the Port Authorities implementation of the NBIF.

Sincerely,

 Karen Blair Manning
 Chief Legal Counsel

Attachment: Exhibit A

Cc: Harry M. Lightsey III
 Patrick McCrory, President & CEO, Palmetto Railways
 Sheri Cooper, Chief Financial Officer, Palmetto Railways
 Chris Huffman, Chief Financial Officer, Department of Commerce



PARCEL C
113.26 ACRES

PARCEL D
30.76 ACRES

PARCEL E
5.82 ACRES

PARCEL F
4.26 ACRES

BEARING TABLE

LINE	BEARING	LENGTH	DEGREE	MINUTE	SECOND	REMARKS
1	S 75° 30' 00" W	113.26	75	30	00	PARCEL C
2	S 75° 30' 00" W	30.76	75	30	00	PARCEL D
3	S 75° 30' 00" W	5.82	75	30	00	PARCEL E
4	S 75° 30' 00" W	4.26	75	30	00	PARCEL F

LINE TABLE

LINE	BEARING	LENGTH	DEGREE	MINUTE	SECOND	REMARKS
1	S 75° 30' 00" W	113.26	75	30	00	PARCEL C
2	S 75° 30' 00" W	30.76	75	30	00	PARCEL D
3	S 75° 30' 00" W	5.82	75	30	00	PARCEL E
4	S 75° 30' 00" W	4.26	75	30	00	PARCEL F

I HEREBY STATE THAT TO THE BEST OF MY PROFESSIONAL KNOWLEDGE AND BELIEF, THE SURVEY SHOWN HEREON WAS MADE IN ACCORDANCE WITH THE REQUIREMENTS OF THE STANDARDS OF PRACTICE MANUAL FOR SURVEYING IN SOUTH CAROLINA AND MEETS OR EXCEEDS THE REQUIREMENTS FOR A CLASS A SURVEY AS SPECIFIED THEREIN. USE ABOVE SURVEYOR'S STATEMENTS AS TO THE EXTENT AND PURPOSE OF THIS SURVEY.

DRAFT

BY	C. Bebe			
BY	J. Hudson			
DATE	1722			
PROJECT NO.	108153			
DESCRIPTION	PLAT SHOWING THE SUBDIVISION OF THIS 400-00-00-777 (113.59 AC) INTO PARCEL A (3.44 AC), PARCEL B (19.42 AC), PARCEL C (113.25 AC), PARCEL D (30.76 AC), PARCEL E (5.82 AC) AND PARCEL F (4.26 AC)			
DATE	4/27/2023			
PROPERTY OF	SOUTH CAROLINA DEPARTMENT OF COMMERCE DIVISION OF PUBLIC UTILITIES			

CDM Smith
4/27/2023



Henry McMaster
Governor

SOUTH CAROLINA
DEPARTMENT OF COMMERCE

Harry M. Lightsey III
Secretary

August 3, 2022

Mr. Delbert Singleton
State Fiscal Accountability Authority
1200 Senate Street
Columbia, SC 29201

Ms. Ashlie Lancaster
South Carolina Department of Administration
1200 Senate Street, Ste. 460
Columbia, SC 29201

Dear Delbert and Ashlie:

This letter updates the August 1, 2022 letter previously submitted to reflect the finalization of a Transfer Agreement by and among the South Carolina Department of Commerce ("Commerce") and its Division of Public Railways ("Palmetto Railways") and the South Carolina Ports Authority ("Ports Authority"), which establishes requirements regarding excess property and scenarios in which the Navy Base Intermodal Facility (NBIF) project is not fully implemented as contemplated. The letter's primary purpose, however, remains notification by Commerce and Palmetto Railways of the need for approval of the State Fiscal Accountability Authority (SFAA) to surplus and transfer to the Ports Authority various parcels of real property totaling 141.81± acres needed for the construction and implementation of the NBIF located in North Charleston.

BACKGROUND

The transfer of real property and other assets needed for the NBIF was included in determinations by the General Assembly that the Ports Authority would be responsible for construction and implementation of the NBIF project. Accordingly, in order to establish the responsibilities of each state agency in effecting the transfer of the NBIF project from Palmetto Railways to the Ports Authority, Commerce, Palmetto Railways, and the Ports Authority entered into an Intergovernmental Agreement (IGA), which is attached hereto and was drafted with oversight by the General Assembly. The Joint Bond Review Committee (JBRC) is providing ongoing oversight to the NBIF project implementation pursuant to Proviso 118.17 of the 2022-23 Appropriations Act while the Fiscal Oversight Subcommittee has overseen the asset transfers needed for that implementation.

TRANSFER AGREEMENT

The parties have entered into a Transfer Agreement to facilitate the real property transfers that Palmetto Railways and the Ports Authority are undertaking pursuant to the IGA. The Transfer Agreement is attached and includes Exhibit A, which reflects the parcels to be transferred in blue and the parcel to be retained by Palmetto Railways

~~in yellow. The Agreement also requires the Ports Authority and Palmetto Railways to confer and agree on the disposition of excess property not needed for the NBIF project, if any, with final disposition subject to the approval of SFAA and JBRC. Further, the Agreement provides that should the project be terminated, cancelled or abandoned, the Ports Authority and Palmetto Railways must confer and jointly agree on a proposed disposition of the NBIF property for submission to and approval by SFAA and JBRC.~~

PARCELS TO BE SUPLUSED AND TRANSFERRED

Description		Tax Map System #	Acres
Main NBIF Parcel	NBIF parcel	29 parcels	+/- 124.71 *
	Naval Air Base Road Site	466-04-00-009	+/- 6.11
	Shipyard Creek Road Site	466-04-00-008	+/- 2.11
	Total Main NBIF parcel		<u>132.93</u>
NBIF Roads	Hobson Avenue & portion of McMillan Avenue	3 Parcels	+/- 7.71
Class 1 Connection	1799 Meeting St	464-02-00-017	+/- 1.17
	Total to transfer		<u><u>141.81</u></u>

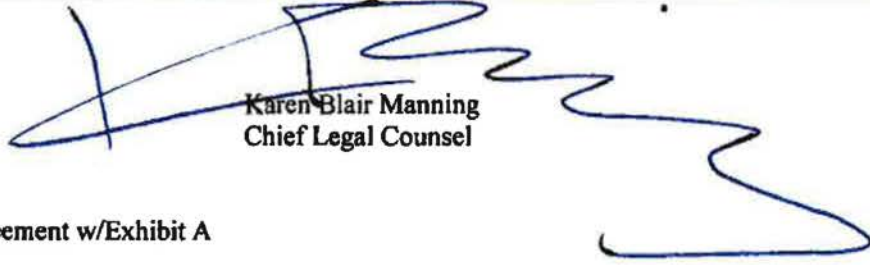
* Does not include +/- 30.76 acres to be retained by Palmetto Railways for NBIF rail infrastructure

Most the acreage to be transferred is associated with 31 parcels that comprise the main NBIF site, which the City of North Charleston is combining into a 132.93± acre parcel (depicted in blue on Exhibit A) to be transferred to the Ports Authority and a 30.76± acre parcel (depicted in yellow on Exhibit A) that will be retained by Palmetto Railways for rail infrastructure. The transfer also includes three (3) NBIF road parcels totaling 7.71± acres and a 1.17± acre parcel located in the City of Charleston that is needed to complete a connection for the Class I railroads to the NBIF. All properties will be transferred for no additional consideration with all transfer costs to be borne by Ports Authority.

ACTION REQUESTED

1. Approve the surplus of 141.81 acres of unimproved land in the Cities North Charleston and Charleston needed to implement the NBIF project.
2. Pursuant to legislative determination and the terms of the IGA and the Transfer Agreement by and among Palmetto Railways, the Department of Commerce and the Ports Authority, approve transfer of the subject parcels to the Ports Authority to facilitate the Port Authority's implementation of the NBIF.

Sincerely,

A large, stylized handwritten signature in blue ink, consisting of several loops and a long horizontal stroke at the bottom.

Karen Blair Manning
Chief Legal Counsel

Attachment: Transfer Agreement w/Exhibit A

**Cc: Harry M. Lightsey III
Patrick McCrory, President & CEO, Palmetto Railways
Sheri Cooper, Chief Financial Officer, Palmetto Railways
Chris Huffman, Chief Financial Officer, Department of Commerce**

TRANSFER AGREEMENT

THIS TRANSFER AGREEMENT (“Agreement”), dated as of August __, 2022 (“Effective Date”), is entered into by and between the SOUTH CAROLINA DEPARTMENT OF COMMERCE (“Commerce”), the SOUTH CAROLINA DEPARTMENT OF COMMERCE, DIVISION OF PUBLIC RAILWAYS D/B/A PALMETTO RAILWAYS (“Palmetto Railways”), and the SOUTH CAROLINA STATE PORTS AUTHORITY (“Ports Authority”).

WHEREAS, Palmetto Railways is the owner of the Property (as hereinafter defined); and

WHEREAS, subject to the terms and conditions hereof, Palmetto Railways desires to convey the Property to the Ports Authority and the Ports Authority desires to obtain the Property from Palmetto Railways for the exclusive purpose of construction and implementation of the Navy Base Intermodal Facility (“NBIF”) project.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Description of Property. Palmetto Railways agrees to convey to the Ports Authority and the Ports Authority agrees to receive from Palmetto Railways, upon the terms and conditions hereinafter set forth, all right, title, and interest of Palmetto Railways in and to all those certain lots, pieces, or parcels of land located in the City of Charleston, the City of North Charleston, and the County of Charleston, all in the County of Charleston, State of South Carolina, as shown on Exhibit A attached hereto and hereby made a part hereof (the “Land”), and any additional such land that may be deemed necessary for the NBIF project and as may be amended from time-to-time as additional properties are added in accordance with this Agreement.

The Land described hereinabove includes all improvements and fixtures placed, constructed, or installed on the Land (“Improvements”), and the Land and Improvements shall individually be called a “Parcel” and shall collectively be called the “Property”. It is the intent of this Agreement that Palmetto Railways convey said properties now or hereafter identified on Exhibit A, as may be amended.

2. Transfer Price. There will be no additional monetary consideration for the transfer of the Property from Palmetto Railways to the Ports Authority.

3. Transfer Date. Each phased transfer from Palmetto Railways to the Ports Authority of all of the right, title, and interest of Palmetto Railways in and to all or any of the Property pursuant to and as contemplated by this Agreement (each such transfer and conveyance, a “Transfer”) shall take place at the offices of The Pflug Law Firm, LLC, on a date which shall be as agreed to between the parties after the approval by the State Fiscal Accountability Authority, the Department of Administration, and/or the Joint Bond Review Committee, as applicable (each such date, the “Transfer Date”).

4. Palmetto Railways’ Deliverables. On each Transfer Date, Palmetto Railways shall deliver or cause to be delivered to the Ports Authority the following, which shall be executed, certified, and acknowledged by Palmetto Railways as appropriate:

(a) One (1) original quitclaim deed (the "Deed"), duly executed by the parties with the appropriate acknowledgment form and otherwise in proper form for recording so as to convey title to the applicable Property from Palmetto Railways to the Ports Authority as required by this Agreement.

(b) A bill of sale (the "Bill of Sale") executed by Palmetto Railways conveying to the Ports Authority good and marketable title to the Personal Property (as described in the Bill of Sale), free and clear of all encumbrances and adverse claims.

(c) All necessary approvals of the State of South Carolina authorizing the transaction contemplated hereby and the execution and delivery of the documents required to be executed and delivered hereunder.

(d) A counterpart of a Transfer statement jointly approved by Palmetto Railways and the Ports Authority reflecting the prorations, credits, and adjustments required under this Agreement.

(e) All keys, key cards, and access codes to any portion of the Property.

5. Ports Authority's Transfer Deliverables. On each Transfer Date, the Ports Authority shall deliver or cause to be delivered to Palmetto Railways the following, which shall be executed, certified, and acknowledged by the Ports Authority as appropriate:

(a) The Ports Authority shall, where applicable, join with Palmetto Railways in the execution and delivery of the Transfer documents and instruments required under this Agreement.

(b) A counterpart of a Transfer statement jointly approved by Palmetto Railways and the Ports Authority reflecting the prorations, credits, and adjustments required under this Agreement.

(c) Such other Transfer documents as may be reasonably requested to be executed by the Ports Authority and/or the attorney(s) for the Ports Authority and Palmetto Railways, respectively.

6. Transfer Costs. The Ports Authority shall pay all closing costs and expenses related to each Transfer, including but not limited to: attorneys' fees and expenses in connection with the preparation and negotiation of this Agreement and the consummation of the transaction contemplated hereby; the costs related to a new survey of the applicable Property (if desired by the Ports Authority) and any other survey or survey update, if any; any other fees or costs related to the Ports Authority's inspections of the applicable Property or the Ports Authority's other due diligence reviews, if any; and all costs related to the recording fees payable in connection with the recording of the Deed, if any.

7. Apportionments. All real estate taxes and assessments, if any, shall be apportioned as of 11:59 p.m. of the date immediately preceding the Transfer Date.

8. Acceptable Title. Palmetto Railways shall convey, and the Ports Authority shall accept, fee simple title to the Property, which may be insured by a title insurance company authorized and licensed to do business in South Carolina selected by the Ports Authority, and subject only to the terms and conditions of this Agreement.

9. Inspections. The Ports Authority acknowledges that it has had the opportunity and right to enter, inspect, and evaluate the Property, to have the Property examined and tested for toxic and other hazardous substances, and to make such other physical inspections of the Property as the Ports Authority deemed necessary or appropriate. The Ports Authority hereby accepts the Property in its current "as is," "where is" condition.

10. Release. The Ports Authority releases Palmetto Railways from any and all liability damage, expense, claims, liens or judgments, including reasonable attorneys' fees, resulting from injury to person or damage to property resulting from or arising out of the acts, errors, or omissions of the Ports Authority and its agents, contractors, invitees, inspectors, representatives, and employees upon the Property.

11. Leases. Palmetto Railways shall not, during the period from the Effective Date until the Transfer Date, enter into any lease affecting all or any portion of the Property or submit or consider any proposal for any lease affecting all or any portion of the Property without the Ports Authority's prior written consent, which consent may be withheld in the Ports Authority's sole discretion. On or before the Transfer, Palmetto Railways shall, at its sole cost and expense, terminate any and all leases affecting all or any portion of the Property.

12. Service Contracts. Following the Effective Date, Palmetto Railways shall not enter into any new Service Contracts which are not terminable on or before the Transfer Date without the Ports Authority's prior written consent, which consent may be withheld in the Ports Authority's sole discretion. On or before the Transfer, Palmetto Railways shall, at its sole cost and expense, terminate any and all Service Contracts.

13. Major Taking or Casualty. If, prior to a Transfer Date, any portion of the applicable Property shall be: (a) taken by any condemnation or eminent domain which permanently and materially impairs the current use of the Property; or (b) damaged or destroyed by fire or other casualty and the cost of repair exceeds Five Hundred Thousand and No/100 Dollars (\$500,000.00), then the Ports Authority may terminate this Agreement by giving Palmetto Railways written notice thereof ("Ports Authority's Termination Notice") within thirty (30) days from the date the Ports Authority receives written notice of any such taking, fire, or other casualty. Upon Palmetto Railways' receipt of the Ports Authority's Termination Notice, this Agreement shall terminate and neither party shall have any further rights and/or obligations with respect to each other or this Agreement, except for any obligations that expressly survive termination of this Agreement.

14. Excess Property. If Property conveyed by Palmetto Railways to the Ports Authority is deemed excess and unnecessary for the construction and operation of the NBIF by the Ports Authority, then the Ports Authority and Palmetto Railways shall confer and agree on disposition of the excess property for the benefit of Palmetto Railways. Any transfer or disposition of property is subject to the approval of the State Fiscal Accountability Authority and Joint Bond Review Committee. In the event that no agreement is reached, then the State Fiscal Accountability

Authority and Joint Bond Review Committee will determine the final disposition of the excess property.

15. NBIF Project Termination. Should the NBIF project be terminated, cancelled, or abandoned, then within ninety (90) days of such event the Ports Authority and Palmetto Railways shall confer and jointly agree on the proposed disposition of the Property for submission to and approval by the State Fiscal Accountability Authority and Joint Bond Review Committee. In the event that no agreement is reached, then the State Fiscal Accountability Authority and Joint Bond Review Committee will determine the appropriate and final disposition of the Property.

16. Delivery of Notices. Unless specifically stated otherwise in this Agreement, all notices, demands, consents, approvals, waivers, or other communications (for purposes of this section collectively referred to as "Notices") shall be in writing and delivered to the Ports Authority and Palmetto Railways at the addresses set forth below by one of the following methods:

(a) personal delivery, whereby delivery is deemed to have occurred at the time of delivery;

(b) overnight delivery by a nationally recognized overnight courier company, whereby delivery is deemed to have occurred the Business Day (as hereinafter defined) following deposit with the courier;

(c) registered or certified mail, postage-prepaid, return receipt requested, whereby delivery is deemed to have occurred on the third Business Day (as hereinafter defined) following deposit with the United States Postal Service; or

(d) electronic transmission by email provided that the transmission is completed no later than 5:00 pm on a Business Day (as hereinafter defined) and the original also is sent by personal delivery, overnight delivery, or by mail in the manner previously described, whereby delivery is deemed to have occurred at the end of the Business Day (as hereinafter defined) on which electronic transmission is completed.

{Remainder of page intentionally left blank}

Unless changed in accordance with this Agreement, the addresses for all communications and notices shall be as follows:

PALMETTO RAILWAYS: South Carolina Department of Commerce,
Division of Public Railways
DBA Palmetto Railways
540 E. Bay Street
Charleston, SC 29403
Attention: Sheri Cooper
Email: scooper@palmettorail.com

AGENT: State of South Carolina
c/o Department of Administration
1200 Senate Street, 6th Floor
Columbia, SC 29201
Attention: Real Property Services
Email: RPS@admin.sc.gov

Copy:

Chaun Pflug, Esquire
The Pflug Law Firm, LLC
211 Scott Street
Mt. Pleasant, SC 29464
Email: cpflug@pfluglaw.com

COMMERCE: South Carolina Department of Commerce
1201 Main Street, Suite 1600
Columbia, SC 29201-3200
Attention: Chris Huffman
Email: chuffman@sccommerce.com

Copy:

South Carolina Department of Commerce
1201 Main Street, Suite 1600
Columbia, SC 29201-3200
Attn: Karen B. Manning, Esquire
Email: kmanning@sccommerce.com

PORTS AUTHORITY: South Carolina State Ports Authority
200 Ports Authority Drive
Mt. Pleasant, SC 29464
Attn: Phillip Padgett
Email: ppadgett@scspa.com

Copy:

South Carolina Ports Authority
200 Ports Authority Drive
Mt. Pleasant, SC 29464
Attn: Randolph R. Lowell, Esquire
Email: rlowell@scspa.com

Any party may, by notice given in accordance with this section, designate a different address or person for receipt of all communications or notices. Any notice under this Agreement may be given by the attorneys of the respective parties who are hereby authorized to do so on their behalf.

17. Remedies.

(a) If the Ports Authority shall default in the observance or performance of any of the Ports Authority's obligations under this Agreement and the Transfer does not occur as a result thereof (a "Ports Authority Default"), then Palmetto Railways' sole and exclusive remedy shall be to terminate this Agreement and in such event the parties shall be released from further liability to each other hereunder, except for those obligations and liabilities that are expressly stated to survive termination of this Agreement.

(b) If Palmetto Railways shall default in the observance or performance of any of Palmetto Railways' obligations under this Agreement and the Transfer does not occur as a result thereof (a "Palmetto Railways Default"), then the Ports Authority's sole and exclusive remedy shall be to terminate this Agreement and in such event the parties shall be released from further liability to each other hereunder, except for those obligations and liabilities that are expressly stated to survive termination of this Agreement.

18. Brokers. The Ports Authority and Palmetto Railways each represent and covenant to each other that they dealt with no broker in connection with, nor has any broker had any part in bringing about, this transaction.

19. Governing Law. The laws of the State of South Carolina shall govern the interpretation, validity, performance and enforcement of this Agreement (without reference to choice of law principles).

20. Merger; No Representations. This Agreement constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein and supersedes all prior and contemporaneous understandings and agreements, both written and oral, with respect to such subject matter. This Agreement is entered into after full investigation, no party is relying upon any statement or representation not set forth in this Agreement made by any other party.

21. No Survival. Except as otherwise provided in this Agreement, the terms and conditions of this Agreement shall not survive the Transfer or earlier termination of this Agreement, and no action based thereon shall be commenced after the Transfer Date.
22. Business Days. Whenever any action must be taken (including the giving of Notices) under this Agreement during a certain time period (or by a particular date) that ends or occurs on a day other than a Business Day (as hereinafter defined), then such period (or date) shall be extended until the next succeeding Business Day (as hereinafter defined). As used herein, the term "Business Day" shall mean any day other than a Saturday, a Sunday, or a legal holiday on which national banks are not open for general business in the State of South Carolina.
23. Modifications and Amendments. This Agreement cannot under any circumstance be modified or amended orally, and no agreement shall be effective to waive, change, modify, terminate, or discharge this Agreement, in whole or in part, unless such agreement is in writing and is signed by both Palmetto Railways and the Ports Authority or their respective successors and permitted assigns as applicable.
24. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs or successors and permitted assigns. Ports Authority shall not have the right to assign, transfer, or convey its rights and obligations under this Agreement prior to the Transfer Date.
25. Severability. If any term or provision of this Agreement is invalid, illegal, or unenforceable in any jurisdiction, such invalidity, illegality, or unenforceability shall not affect, invalidate, or render unenforceable any other term or provision of this Agreement. Upon such determination that any term or other provision is invalid, illegal, or unenforceable, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated by this Agreement be consummated as originally contemplated to the greatest extent possible.
26. Further Assurances. Each of the parties hereto shall execute and deliver such additional documents, instruments, conveyances, and assurances and take such further actions as may be reasonably required to carry out the provisions of this Agreement and give effect to the transactions contemplated hereby, provided such documents are customarily delivered in real estate transactions in the State of South Carolina and do not impose any material obligations upon any party hereunder except as set forth in this Agreement.
27. Counterparts. This Agreement may be executed by the parties in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall together constitute but one and the same instrument.
28. Headings. The captions or paragraph titles contained in this Agreement are for convenience and reference only and shall not be deemed a part of the text of this Agreement.
29. No Waivers. No waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the party providing the waiver. No waiver by either party of any failure or refusal to comply with any obligations under this Agreement shall be deemed a waiver of any other or subsequent failure or refusal to so comply.

30. Waiver of Jury Trial; Consent to Jurisdiction. PALMETTO RAILWAYS AND THE PORTS AUTHORITY HEREBY WAIVE TRIAL BY JURY IN ANY ACTION, PROCEEDING, OR COUNTERCLAIM (WHETHER ARISING IN TORT OR CONTRACT) BROUGHT BY SUCH PARTY AGAINST THE OTHER ON ANY MATTER ARISING OUT OF OR IN ANY WAY CONNECTED WITH THIS AGREEMENT. ANY LITIGATION ARISING HEREUNDER OR RELATED HERETO SHALL BE TRIED BY A COURT OF COMPETENT JURISDICTION IN THE COUNTY WHERE THE PROPERTY IS LOCATED, AND PALMETTO RAILWAYS AND THE PORTS AUTHORITY HEREBY SUBMIT TO THE JURISDICTION OF SUCH COURTS.

31. Time of the Essence. The parties hereto acknowledge and agree that, except as otherwise expressly provided in this Agreement, **TIME IS OF THE ESSENCE** for the performance of all actions required or permitted to be taken under this Agreement.

{Signature Page Follows}

IN WITNESS WHEREOF, Commerce, Palmetto Railways and the Ports Authority have caused this Transfer Agreement to be executed as of the Effective Date.

PALMETTO RAILWAYS:

**SOUTH CAROLINA DEPARTMENT OF
COMMERCE, DIVISION OF PUBLIC RAILWAYS
D/B/A PALMETTO RAILWAYS**

By: _____
Name: Patrick McCrory
Its: Chief Executive Officer

PORTS AUTHORITY:

SOUTH CAROLINA STATE PORTS AUTHORITY

By: _____
Name: Barbara Melvin
Its: Chief Executive Officer

S.C. DEPARTMENT OF COMMERCE:

**SOUTH CAROLINA DEPARTMENT OF
COMMERCE**

By: _____
Name: Harry M. Lightsey, III
Its: Secretary

EXHIBIT A
Properties Map

AGENCY: Executive Director

SUBJECT: Revenue Bonds (State Housing Finance and Development Authority)

The required reviews on the following proposal to issue revenue bonds has been completed with satisfactory results. The projects require approval under State law. Requests for volume cap ceiling allocation will be handled in a separate agenda item.

- a. Issuing Authority: State Housing Finance and Development Authority
Amount of Issue: N/E \$12,000,000 Multifamily Housing Revenue Bonds Series 2022
Allocation Needed: \$12,000,000 of 2020 ceiling allocation carry forward to be used
Name of Project: Dillon Graded School Senior Apartments
Employment Impact: n/a
Project Description: to provide construction financing for a portion of the costs of acquisition, constructing, and renovating for adaptive reuse as multifamily housing to be known as Dillon Graded School Senior Apartments, in the City of Dillon
Bond Counsel: Samuel W. Howell, Howell Linkous & Nettles, LLC

- b. Issuing Authority: State Housing Finance and Development Authority
Amount of Issue: N/E \$17,750,000 Multifamily Housing Revenue Note, Series 2022
Allocation Needed: \$17,750,000 of 2020 ceiling allocation carry forward to be used
Name of Project: Dunbar Place
Employment Impact: n/a
Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Dunbar Place, in Rock Hill
Bond Counsel: Samuel W. Howell, Howell Linkous & Nettles, LLC

- c. Issuing Authority: State Housing Finance and Development Authority
Amount of Issue: N/E \$16,000,000 Multifamily Housing Revenue Note, Series 2022
Allocation Needed: \$16,000,000 of 2020 ceiling allocation carry forward to be used
Name of Project: Dunean Mill Apartments
Employment Impact: n/a
Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Dunean Mill Apartments, in Greenville.
Bond Counsel: Samuel W. Howell, Howell Linkous & Nettles, LLC

AGENCY: Executive Director

SUBJECT: Revenue Bonds (State Housing Finance and Development Authority)

- d. Issuing Authority: State Housing Finance and Development Authority
Amount of Issue: N/E \$22,000,000 Multifamily Housing Revenue Bonds, Series 2022
Allocation Needed: \$22,000,000 of 2020 ceiling allocation carry forward to be used
Name of Project: Magnolia Branch Apartments
Employment Impact: n/a
Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Magnolia Branch Apartments, in North Charleston
Bond Counsel: Samuel W. Howell, Howell Linkous & Nettles, LLC
- e. Issuing Authority: State Housing Finance and Development Authority
Amount of Issue: N/E \$20,000,000 Multifamily Tax-Exempt Mortgage-backed Bonds
Allocation Needed: \$20,000,000 of 2020 ceiling allocation carry forward to be used
Name of Project: Shannon Park Apartments
Employment Impact: n/a
Project Description: to fund, together with federal and state tax credit equity investments, all or a portion of the costs associated with the acquisition and rehabilitation of an affordable housing development in the City of Goose Creek, Berkeley County, to be known as Shannon Park Apartments.
Bond Counsel: Emily Zackon, Parker Poe

AUTHORITY ACTION REQUESTED:

Adopt the resolutions approving the referenced proposals to issue revenue bonds for the State Housing Finance and Development Authority.

ATTACHMENTS:

Resolutions

A.

State Housing Finance and
Development Authority

Dillon Graded School Senior
Apartments



OFFICE OF STATE TREASURER

New Debt Information Form (NDIF) / Multifamily Housing - Initial Form

SFAA Approval Date: 08/30/22

Final Version Date: 00/00/00

1. AGENCY/ISSUER & FINANCING INFORMATION

Agency #: _____ Issuer: South Carolina State Housing Finance and Dev. Authority Series: 2022
 Borrower (if not Issuer): Dillon School Senior, LP
 Bond Caption: Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments)
 Bond Resolution Amount: \$ 12,000,000 Est. Production/Par Amt: \$ 12,000,000

(* Used to calculate initial COI percentages: 8.4 + 8B)

Final Production/Par Amt: \$ -**Submitted By:**

ENTITY: Dillon School Senior, LP
 BY: Jonathan R. Toppen
 ITS: President, Tapestry Development Group, Inc.
 Tel: 404-997-6788
 Email: jontoppen@tapestrydevelopment.org

Transaction Type/Method of Sale:

Public Offering: Competitive: Negotiated:
 Direct Placement: Competitive: Negotiated:
 Governmental Loan/Governmental Purchaser
 Other: _____

MSRB (EMMA) Continuing Disclosure Requirement (Y/N):

Y

MSRB (EMMA) Continuing Disclosure Responsible Party:

Borrower

2. FINANCING (NEW PORTION)

Project #: _____ Project Name: Dillon Graded School Senior Apartments
 Project Address/Location: 301 Martin Luther King, Jr. Blvd, Dillon, SC Amount: \$ 12,000,000
 Project Type: Multifamily Housing & related amenities County: Dillon
 Projected Avg Interest Rate: 0.60% Final Maturity: 12/31/23
 Projected Cost per Unit: \$ 572,830 LIHTC/SCTC: \$ 9,737,046

3. FINANCING (REFUNDED PORTION)

Series to be Refunded	Refunded Maturities	Principal Refunded	IR of Refunded Bds	Est. Yield of Refunding Bds	Est NPV Svgs. (\$)	Est NPV Svgs. (% of Ref. Bds)
None		\$ -			\$ -	
		-			-	
		-			-	
		-			-	
	Total	\$ -	*****	*****	\$ -	

4. FINANCING WORKING GROUP

Financial Advisor: None Disclosure Counsel: None
 Bond Counsel: Howell, Linkous & Nettles, LLC Issuer's Counsel: Tasha Thompson, Esq.
 Underwriter: Stifel, Nicolaus & Company, Inc. Trustee: U.S. Bank N.A.
 Paying Agent: U.S. Bank N.A. Underwriters Counsel: Tiber Hudson, LLC

5. FINANCING/PROJECT DESCRIPTION: (Briefly, explain the multifamily development project, the justification for the SC Housing Tax Credit, the anticipated costs, & the basis for these cost estimates if needed, please attach supplemental page for this)

The project is the adaptive reuse and rehabilitation of the historic Dillon Graded School Building (Dillon, SC) into 37 affordable rental apartments for seniors. The units will consist of efficiencies and 1 bedroom apartments. The project has qualified under the HUD 202 program as an affordable project featuring adaptive reuse of a vacant building. This program will provide 100% rental assistance whereby the residents will pay only 30% of their documented income towards rent and utilities. The total capital cost of the project is estimated at \$19.2 million. The project financing features federal and state low income housing tax credits, federal and state historic tax credits, a HUD 202 project grant, and equity from the state of South Carolina. Collateralized tax-exempt bond financing (backed by an equity bridge loan) will be used as a source for construction proceeds, but not comprise the permanent financial capital structure. *Note: The relatively high total development cost is due to the comprehensive supportive service and amenity offering planned across the original campus structure for both the larger community and for residents. Broadly noted, the project services and amenities for the residents and local community include a free medical clinic, a refurbished auditorium offering a variety of arts programming, a restored gymnasium offering recreational space, a beauty parlor, a barber shop, a computer business center for residents, a media room, a game room, a music room, a community room, a visitor's suite, a police sub-station, a pet-washing station, a laundry facility, tenant storage, a pet park, a greenhouse, community gardens, an electric car charging station, on-site property management offices, and a covered community kiosk. The free medical clinic and auditorium will be operated by organizations local to Dillon and will help expand their capacity to serve the community at large. The project has support from the City of Dillon, Representative Hayes, and Senator Williams (please see their letters of support attached to the SFAA package). Excluding the public amenity costs, the cost per housing unit is approximately \$325,538.00.*

Breakdown of 5(a) under Section 8: Federal LIHTC Equity - \$6,384,947; State TC Equity - \$3,352,099.

6. FINANCING/PROJECT APPROVAL DATES

Financing Approvals		Notes:
Authority Approval:	07/14/22	
JBRC Approval:	00/00/00	N/A
SFAA Approval:	08/30/22	

Project Approvals - Phase II (State Entities Only)		Notes:
SCHFPA Approval:	00/00/00	
JBRC Approval:	00/00/00	
SFAA Approval:	00/00/00	

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

- a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy)
- b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds?
- c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected.

Yes	No
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
Sq. Footage -	<input type="text"/>
Cost Estimate -	<input type="text"/>

Est. Expenditures - Through 6 Months
 Est. Expenditures - Through 24 Months
 Est. Expenditures - Through 48 Months
 - Estimated Expenditures: Thru FY:

Bond Proceeds	FYE	Spend Down Schedule Notes
\$ 2,000,000	12/31/22	Acquisition & construction costs
10,000,000	12/31/23	Construction costs
\$ 12,000,000		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES: A. Construction Financing / B. Permanent Financing

Sources	A. Est. Project Budget / Construction (Sources)	B. Est. Project Budget / Permanent (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par	\$ 12,000,000	\$ -	\$ -	Project Fund
<i>*Project Sources Account For Bond Proceeds in Item 5d)</i>				
(b) Premium/Accr. Int.	-	-	1,170,503	Legal Fees, Loan Fees, Tax Credit Fees
(2) Issuer/Borrower Contr.	-	1,071,471	634,707	Capitalized Interest Fund
(3) Debt Service Fund Trans.	-	-	-	Debt Service Reserve Fund
(4) Debt Service Reserve Fund Contribution	-	-	-	Redemption Price/Escrow Deposit
(5) Other MFHRB Sources	-	-	452,000	Cost of Issuance (Incl. UW Disc.)
(a) LIHTC (Federal & State)	1,382,145	9,737,046	1,327,758	Other (Contingency)
(b) Historic Tax Credit Equity & S	1,182,931	7,886,206	2,660,000	Developer Fee
(c) HUD 202 Grant	2,500,000	2,500,000	302,259	Reserves
(d) Equity Bridge Construction Lo	4,129,647	-	232,500	Acquisition
Total Project Sources	\$ 21,194,723	\$ 21,194,723	13,797,245	Renovation
			617,751	Third party reports/soft costs
			\$ 21,194,723	Total Project Uses

Surplus/Deficit \$ -

9. TOTAL ESTIMATED BOND COI EXPENDITURES = 8A + 8B (Added COI entities beyond the following need an attached description)**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor				\$ -	\$ -	\$ -
Bond Counsel	Howell Linkous & Nettles, LLC			150,000	-	150,000
Disclosure Counsel				-	-	-
Borrower's Counsel				-	-	-
Underwriter's Counsel	Tiber Hudson, LLC			55,000	-	55,000
Trustee's Counsel	TBD			5,000	-	5,000
Legal Expenses	Willcox Buyck & Williams, PA			45,000	-	45,000
Rating Agency - S&P				-	-	-
Rating Agency - Moody's				5,500	-	5,500
Rating Agency - Fitch				-	-	-
Underwriter's Compensation	Stifel, Nicolaus & Company, Inc.			90,000	-	90,000
Registrar / Paying Agent	U.S. Bank National Association			6,000	-	6,000
Escrow Agent				-	-	-
Accountant				-	-	-
Dissemination Agreement				500	-	500
Closing Administration Fee				5,000	-	5,000
Negative Arbitrage				-	-	-
Verification Agent				-	-	-
Printing/Publishing/Advertising				-	-	-
Issuer's Fee	SC Housing			90,000	-	90,000
				\$ 452,000	\$ -	\$ 452,000

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction
 Bond Counsel: % of Transaction
 Total Legal Costs: % of Transaction
 Rating Agencies: % of Transaction

0.00%	#DIV/0!
1.25%	#DIV/0!
2.13%	#DIV/0!
0.05%	#DIV/0!

UW Comp: % of Transaction
 Other COI: % of Transaction
 Total COI: % of Transaction

0.75%	#DIV/0!
0.85%	#DIV/0!
3.77%	#DIV/0!

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

Samuel W. Howell, IV
Writer's Direct No. 843.266.3801
E-mail samhowell@bond-law.com

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

20 July 2022

Delbert H. Singleton, Esq.
Assistant Executive Director and Authority Secretary
State Fiscal Accountability Authority
Wade Hampton Office Building
1200 Senate Street, 6th Floor
Columbia, South Carolina 29201

Not to exceed \$12,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Bonds
(Dillon Graded School Senior Apartments), Series 2022

Dear Delbert:

My firm serves as bond counsel to Dillon School Senior, LP (the "Housing Sponsor"), with respect to the issuance of multifamily housing revenue bonds (the "Bonds") by the South Carolina State Housing Finance and Development Authority (the "Housing Authority") to provide the costs of acquisition of an approximately 5.6 acre parcel of land and the existing former Dillon Graded School located thereon in the City of Dillon, and constructing, renovating such improvements, and adapting for reuse for 37 affordable residential units for elderly persons, including amenities functionally related and subordinate thereto.

The proceeds of the Bonds will be loaned to the Housing Sponsor to provide a portion of the construction financing for this project. Total project costs are at approximately \$20.5 million. Federal and State tax credit equity, in an amount of nearly \$9.7 million, is expected to be raised as the result of financing the project with tax-exempt private activity bonds. Additional tax credit equity will also be raised for project costs from federal and State historic tax credits and State abandoned building credits. The result of these credits will be that upon completion of construction, the Bonds will be paid in full and no debt financing or mortgage will be on the project. This will enable the Housing Sponsor to decrease rents to very affordable rates for the senior citizens who will reside there.

Delbert H. Singleton, Esq.
20 July 2022
Page 2

The State Housing Finance and Development Authority has issued its 42(m) Letter and State Tax Credit Letter with respect to this project.

Enclosed is the agenda package for the August meeting of the State Fiscal Accountability Authority requesting State law approval for the issuance of the Bonds. I have enclosed the following documents:

1. Completed SFAA transmittal form;
2. Preliminary Bond Resolution of the Housing Authority;
3. Petition of the Housing Authority to the SFAA;
4. A form of the approving Resolution to be considered for adoption by the SFAA at its meeting;
5. Bond Counsel opinion letter to SFAA;
6. Form of the Authority's final Bond Resolution;
7. A form of bond counsel's bond opinion letter; and
8. Private Participant Disclosure forms.

By copy of this letter, I am also providing the State Treasurer's office with the NDIF for this transaction.

It is anticipated that the Bonds will receive a "Aaa" investment grade rating based on the cash collateralization of the Bonds. Bond proceeds will be held by the bond trustee in a collateral fund and all debt service due thereon will be paid from such cash. Pending use to pay debt service, the bond proceeds will be invested solely in U.S. Treasury Securities – State and Local Government Series that are scheduled to mature as needed to pay debt service on the Bonds as it comes due. After completion of construction of the Project, the remaining funds being held in the collateral fund will be used to pay all remaining outstanding principal and interest on the Bonds. Payments from the collateral fund will fully pay debt service on the Bonds through their final maturity. The Housing Authority will sell the Bonds to Stifel Nicolaus & Company, Incorporated, as underwriter for the Bonds, for a public distribution of the Bonds.

The Bonds are intended to be issued as exempt facility bonds for qualified residential rental projects under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended. Volume cap for this financing is expected to be provided by the Housing Authority from carry-forward volume cap that has previously been allocated to the Housing Authority.

Delbert H. Singleton, Esq.
20 July 2022
Page 3

I will attend the SFAA's meeting to answer any questions which may arise at the meeting. In the meantime, should you have any questions or need any additional information, please give me a call.

With kindest personal regards, I remain,

Very truly yours,

A handwritten signature in blue ink, appearing to read "Sam", is written over the typed name.

Samuel W. Howell

SWH,IV/sls
Enclosures

cc: Mr Robert Macdonald
Mr Richard Hutto
Tasha Thompson, Esq.

BOND TRANSMITTAL FORM

TO: Delbert H. Singleton, Jr., Authority Secretary
 State Fiscal Accountability Authority
 600 Wade Hampton Building (29201)
 P.O. Box 12444
 Columbia, SC 29211

DATE: 07/20/2022

Submitted for SFAA Meeting on:
 8/30/2022

FROM: Howell Linkous & Nettles, LLC
 106 Broad Street
 Charleston, SC 29401

RE: Not to exceed \$12,000,000 South Carolina State Housing Finance and Development Authority, Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments), Series 2022

Project Issue Date: 11/30/2022

Project Name: Dillon Graded School Senior Apartments

Project Description: to provide construction financing for a portion of the costs of acquisition, constructing, and renovating for adaptive reuse as multifamily housing to be known as Dillon Graded School Senior Apartments, in the City of Dillon, South Carolina.

Employment as a result of the project: Click or tap here to enter text.

	YES	NO	AMOUNT
Ceiling Allocation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
Refunding Involved	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.
Project Approved Previously	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.

Documents enclosed (executed original and two copies of each):

(ALL documents required for state law approval; A and C only for ceiling allocation only.)

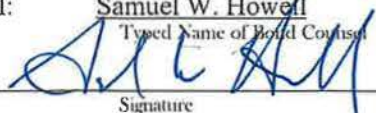
- A. Petition
- B. Resolution or Ordinance
- C. Inducement Resolution or comparable preliminary approval
- D. Department of Health and Environmental Control Certificate *if required*
- E. State Fiscal Accountability Authority Resolution and Public Notice *(original)*
Plus 4 copies for certification and return to bond counsel
- F. Draft bond counsel opinion letter
- G. Processing Fee

Amount: \$ Click or tap here to enter text. **Check No:** Click or tap here to enter text.

Payor: Click or tap here to enter text.

- H. No Private Participant will be known at the time the Authority considers this agenda item.
- J. This agenda item is accompanied by the applicable Private Party Disclosure form for each private participant.
- K. All documents have been uploaded to the SFAA Authority File Drop.

Bond Counsel: Samuel W. Howell
Typed Name of Bond Counsel

By: 
Signature

A RESOLUTION

MAKING PROVISION FOR THE ISSUANCE OF NOT TO EXCEED \$12,000,000 AGGREGATE PRINCIPAL AMOUNT MULTIFAMILY HOUSING REVENUE BONDS (DILLON GRADED SCHOOL SENIOR APARTMENTS) OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY FOR THE PURPOSE OF PROVIDING CONSTRUCTION MORTGAGE LOAN FINANCING FOR A MULTIFAMILY RENTAL HOUSING FACILITY, AND OTHER MATTERS RELATED THERETO.

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the “Act”), provides that the South Carolina State Housing Finance and Development Authority (the “Authority”), upon making a determination that sufficient persons or families of either beneficiary class (as defined by the Act) (the “Beneficiary Classes”) are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing, and that through the exercise of one or more of the programs authorised by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need thereof and that a series of bonds must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to members of the Beneficiary Class; and

WHEREAS, upon making such determination and the approval of the State Fiscal Accountability Authority (the “State FAA”), the Authority may issue from time to time bonds for the purpose of obtaining funds with which to make construction mortgage loans to housing sponsors (as defined in the Act) who agree to and are required to provide for construction or rehabilitation of residential housing (as defined in the Act) for rental by persons or families of either Beneficiary Class; provided, however, that with respect to any particular issue of bonds, one of the following conditions must be met: (a) if there is a public distribution of the bonds, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of the loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorised to do business in the State of South Carolina; or (iii) the payment of the bonds to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the State FAA; or (b) if the bonds are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional investors, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, and the documents pursuant to which the bonds are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds; and

WHEREAS, Dillon School Senior, LP (the “Housing Sponsor”), being a limited partnership duly organized under the laws of the State of South Carolina, has requested the Authority to assist it through the issuance of bonds under the Act in the amount not to exceed

\$12,000,000 (the “Bonds”) to provide a construction mortgage loan (the “Mortgage Loan”) to finance the acquisition, construction, and rehabilitation for adaptive reuse as a 37-unit apartment development located in City of Dillon, South Carolina, to be known as “Dillon Graded School Senior Apartments” (the “Project”); and

WHEREAS, the Authority has determined that assisting in the financing of the Project with the proceeds of the Bonds will promote and serve the intended purposes of and in all respects will conform to the provisions and requirements of the Act, and, in order to assist in the financing of the Project, the Authority will issue the Bonds; and

WHEREAS, the Authority hereby finds and determines that in order to alleviate the lack of decent, safe, and sanitary housing available to individuals of the Beneficiary Classes, the Bonds must be issued; and

WHEREAS, the Authority on July 14, 2022, adopted its Resolution making preliminary provision for the issuance of the Bonds and authorising a petition to the State FAA seeking its approval of the issuance of the Bonds, and the Authority hereby confirms the findings and determinations made regarding the Bonds, the Project, and the Housing Sponsor; and

WHEREAS, by resolution adopted on _____, 2022 the State FAA gave its approval to the proposal of the Authority to issue the Bonds for the purpose of financing a portion of the costs of the Project; and

WHEREAS, the Authority has previously requested the State FAA, and was granted, an allocation of private activity bond volume cap under Section 146(f)(2) of the Code, a portion of which shall be allocated to the Bonds; and

WHEREAS, the Authority proposes to issue the Bonds pursuant to a Trust Indenture (the “Indenture”) between the Authority and [_____] (the “Trustee”), pursuant to which the proceeds of the Bonds will be paid to the Trustee for deposit as provided under the Indenture and used to finance a portion of the costs of acquisition, construction, and rehabilitation of the Project and the costs of issuance of the Bonds; and

WHEREAS, the Borrower has advised the Authority that the Bonds will be rated by one of the national rating agencies at a level satisfactory to the Authority, and the Indenture provides that payment of the Bonds will be assured through the maintenance of cash collateral reserves (or comparable arrangement) by which the Borrower will cause Bond proceeds in the amount of less than \$12,000,000 to be deposited in the Collateral Fund for repayment of the Bonds, which maintenance of reserves the Authority has determined is sufficient under the Act for a public distribution of the Bonds by the Underwriter (as hereinafter defined); and

WHEREAS, the Bond proceeds will be used to originate the Mortgage Loan to the Housing Sponsor pursuant to a Loan Agreement (the “Loan Agreement”) between the Authority and the Housing Sponsor; and

WHEREAS, the Loan Agreement will require the Housing Sponsor to operate the Project to ensure the availability of housing to members of the Beneficiary Classes; and

WHEREAS, the Authority will assign substantially all of its rights under the Loan Agreement to the Trustee pursuant to the terms of the Indenture; and

WHEREAS, the Authority hereby finds and confirms that (i) in order to provide the moneys necessary to implement its program, the Bonds must be issued as provided in this resolution, and (ii) the revenues or other moneys estimated to be available pursuant to the Loan Agreement will provide moneys required for the payment of the principal and interest on the Bonds:

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY IN MEETING DULY ASSEMBLED AS FOLLOWS:

Section 1. Adoption of Premises. Each statement of fact, determination, and finding of the Authority set forth in the preamble hereto has been carefully examined and has been found to be in all respects true and correct as of the date hereof.

Section 2. Issuance of Bonds. In order to provide a portion of the moneys required to finance the costs of acquisition, construction, and rehabilitation of the Project, there is hereby authorized and shall forthwith be issued an issue of bonds to be designated as “South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments),” with such series designation as approved by the Executive Director. The Bonds are intended to be issued as exempt facility bonds for qualified residential rental projects under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended. The Bonds shall be executed on behalf of the Authority by the Chairman or Vice Chairman and the seal of the Authority shall be affixed thereto and attested by the Secretary of the Authority, in substantially the form attached to the Indenture, the form, terms, and conditions of which are hereby approved with such changes, additions, insertions, or modifications as shall be approved by the officers of the Authority executing such Bonds, such approval to be conclusively evidenced by such officers’ execution thereof.

Section 3. Approval of Form of Indenture. The Bonds shall be secured by the Indenture to be executed on behalf of the Authority by the Chairman or Vice Chairman and the seal of the Authority shall be affixed thereto and attested by the Secretary of the Authority, the form of which is presented at this meeting and filed with the minutes of this meeting, the form, terms, and conditions of which are hereby approved with such changes, additions, insertions, or modifications as shall be approved by the officers of the Authority executing the Indenture, their approval to be conclusively evidenced by such officers’ execution thereof.

Section 4. Approval of Form of Loan Agreement. The transactions described in the recitals to this Resolution shall be consummated pursuant to the terms of the Loan Agreement to be executed on behalf of the Authority by the Chairman or Vice Chairman and the seal of the Authority shall be affixed thereto and attested by the Secretary of the Authority, the form of

which is presented at this meeting and filed with the minutes of this meeting, the form, terms, and conditions of which are hereby approved with such changes, additions, insertions, or modifications as shall be approved by the officers of the Authority executing the Loan Agreement, their approval to be conclusively evidenced by such officers' execution thereof.

Section 5. Sale of Bonds; Bond Purchase Agreement. The Chairman or Vice Chairman of the Authority is hereby authorised to sell the Bonds to [] (or an affiliate thereof) (the "Purchaser"), pursuant to the terms and conditions of a Bond Purchase Agreement (the "Bond Purchase Agreement") to be executed on behalf of the Authority by the Chairman or Vice Chairman or Executive Director. The authority hereby conferred may be exercised so long as the initial interest rate on the Bonds does not exceed ___% per annum, and the final maturity of the Bonds is not later than 45 years after their date of issue. The purchase price of the Bonds shall be as approved by the Chairman or Vice Chairman or Executive Director.

Section 6. Approval of Form of Restrictive Covenants. The Project will be encumbered by restrictive covenants to ensure the Project continuously complies with the requirements of the Act and of the Code pursuant to the Agreement as to Restrictive Covenants between the Authority and the Housing Sponsor (the "Restrictive Covenants") to be executed on behalf of the Authority by the Chairman, the Vice Chairman, or the Executive Director of the Authority, in substantially the form as presented at this meeting with such changes, additions, insertions, or modifications as shall be approved by the officers of the Authority executing said document, their approval to be conclusively evidenced by such officer's execution thereof.

Section 7. General Authority. The Board of Commissioners of the Authority and its appropriate officers, attorneys, agents, and employees are hereby authorised to do all acts and things required of them by this Resolution, the Indenture, the Loan Agreement, the Restrictive Covenants, or the Bond Purchase Agreement, or desirable or consistent with the requirements hereof or thereof for the acquisition and construction of the Project or the full, punctual, and complete performance of all the terms, covenants, and agreements contained in the Bonds, this Resolution, the Indenture, the Loan Agreement, the Restrictive Covenants, and the Bond Purchase Agreement, and each such Commissioner, officer, attorney, and employee is hereby authorised and directed to execute and deliver any and all papers, financing statements, reports, forms, certificates, and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereby and thereby, including the execution and delivery of a Federal Tax Agreement and Non-Arbitrage Certificate between the Authority and the Housing Sponsor (the "Regulatory Agreement"), in such form as is approved by such officers or employees, execution by the said officers or employees being conclusive evidence of their approval.

Section 8. Limited Obligations; No Personal Liability.

(a) The Bonds are not a debt or grant or loan of credit of the State of South Carolina or any other political subdivision of the State. Neither the State nor any political subdivision of the State will be liable for the Bonds, nor shall the Bonds be payable out of any funds other than those revenues of the Authority pledged to the payment of the Bonds under the Indenture.

(b) No recourse shall be had for the enforcement of any obligation, covenant, promise, or agreement of the Authority contained in this Resolution, the Indenture, the Loan Agreement, the Restrictive Covenants, the Regulatory Agreement, the Bond Purchase Agreement, or the Bonds, against any member of the Board of Commissioners, or any officer or employee of the Authority, as such, in his or her individual capacity, past, present, or future, either directly or through the Authority, whether by virtue of any constitutional provision, statute, or rule of law, or by the enforcement of any assessment or penalty or otherwise; it being expressly agreed and understood that this Resolution, the Indenture, the Loan Agreement, the Restrictive Covenants, the Regulatory Agreement, the Bond Purchase Agreement, and the Bonds are solely corporate obligations, and that no personal liability whatsoever shall attach to, or be incurred by, any member, officer, or employee as such, past, present, or future, either directly or by reason of any of the obligations, covenants, promises, or agreements, entered into between the Authority and the registered owners or to be implied therefrom as being supplemental hereto or thereto; and that all personal liability of that character against every such member, officer, and employee is, by the adoption of this Resolution and the execution of the Indenture, the Loan Agreement, the Restrictive Covenants, the Regulatory Agreement, the Bond Purchase Agreement, and the Bonds, and as a condition of, and as a part of the consideration for, the adoption of this Resolution and the execution of the Indenture, the Loan Agreement, the Restrictive Covenants, the Regulatory Agreement, the Bond Purchase Agreement, and the Bonds, expressly waived and released. The immunity of the members, officers, and employees, of the Authority under the provision contained in this Section shall survive the termination of this Resolution.

ADOPTED IN MEETING DULY ASSEMBLED this ____ day of _____, 2022.

STATE OF SOUTH CAROLINA

COUNTY OF LEXINGTON

I, the undersigned Secretary of the South Carolina State Housing Finance and Development Authority (the “**Authority**”), **DO HEREBY CERTIFY** that the foregoing is a true, correct, and verbatim copy of a Resolution duly adopted by the Authority at a duly called meeting held on _____, 2022.

WITNESS MY HAND this ____ day of _____, 2022.

Secretary, South Carolina State Housing Finance and
Development Authority

A RESOLUTION

MAKING PRELIMINARY PROVISION FOR THE ISSUANCE OF NOT TO EXCEED \$12,000,000 AGGREGATE PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REVENUE BONDS (DILLON GRADED SCHOOL SENIOR APARTMENTS) OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY AND OTHER MATTERS RELATED THERETO.

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977, Act No. 76 of the Acts and Joint Resolutions of the General Assembly of 1977, as amended, (the "Act"), provides that the South Carolina State Housing Finance and Development Authority (the "Authority"), upon making a determination that sufficient persons or families of either beneficiary class (as defined by the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing, that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor, and that a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to members of the Beneficiary Classes; and

WHEREAS, upon making such determination and upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the Authority may issue from time to time notes and bonds for the purpose of obtaining funds with which to make (1) construction and/or rehabilitation loans secured by mortgages of housing sponsors; and (2) permanent mortgage loans to housing sponsors who agree to and shall be required to provide construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class as defined by the Act, provided, however, with respect to any particular issue of notes or bonds one of the following conditions must be met: (a) if there is a public distribution of the notes or bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the notes or bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the notes or bonds are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgages or other security agreement in transactions with banks, institutional investors, or other non-registered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina, 1976, as amended, and the documents pursuant to which the notes or bonds are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the notes or bonds; and

WHEREAS, Dillon School Senior, LP, a limited partnership duly organized under the laws of the State of South Carolina (the "Sponsor"), intends, with the assistance of the Authority, to acquire and construct (i) a 37-unit apartment development to be located in the City of Dillon,

South Carolina, to be known as Dillon Graded School Senior Apartments, at an expected cost of approximately \$20,500,000; and

WHEREAS, the Sponsor applied for the assistance of the Authority by submitting its bond application to the Authority on September 9, 2020, for funding a mortgage loan (the "Mortgage Loan") through the issuance of its multifamily housing revenue bonds in the expected maximum principal amount of \$12,000,000 (the "Bonds") to finance a portion of the costs of the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. Adoption of Premises. Each statement of fact set forth in the preamble hereto has been carefully examined and has been found to be in all respects true and correct.

Section 2. Undertakings of the Authority. In the event the Sponsor meets the requirements set forth herein and in order to provide the moneys required to finance the Mortgage Loan, to establish the necessary reserve funds, and to pay the costs and expenses of the Authority in connection therewith, the Authority will undertake to issue one or more series of bonds to be designated as "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments)" (with any appropriate series or subseries designation) in the aggregate principal amount of not to exceed \$12,000,000.

Any obligation of the Authority hereunder is subject to (a) the requirements that (i) the Project shall have received such local approval, if any, as is required under the Act, (ii) the Authority approve the items which may be included in any required charges (rent plus any other mandatory payments) to occupants of the Project, and (iii) the issuance of the Bonds being approved by the SFAA and (b) the right of the Authority in its sole discretion, to rescind this resolution and to elect not to issue such Bonds at some future date.

Section 3. Obligation of Sponsor. If the plan proceeds as contemplated, the Sponsor agrees as follows:

(a) to make the Project available for occupancy by persons in the Beneficiary Classes for such period and subject to such conditions as the Authority may determine;

(b) to provide such security for any of its obligations or mortgages to the Authority, or of the obligations of any other person to the Authority, as the Authority may, in its sole discretion request which such security may include federal mortgage insurance or federal agreements to make payments adequate to pay amounts due by such Sponsor or such other person;

(c) to enter into a mortgage loan agreement with respect to the Project on such terms and conditions as the Authority may deem necessary or desirable;

(d) to pay all costs and expenses incurred by the Authority, including its reasonable counsel fees, in furtherance of the undertakings of the Authority hereunder, regardless of whether any bonds or notes are issued with respect to the Project;

(e) to provide the Authority with such information and material with respect to the Project, including financial statements and information, reports, tests, surveys, appraisals, plans, specifications, drawings, occupancy rates or rent rolls, studies or feasibility studies, legal opinions, descriptions, and access for inspection of the Project or any other such items as may be requested by the Authority; and

(f) to enter into such agreements including such disclosure agreements as may be required to meet the requirements of S.E.C. Rule 15c2-12(b)(5), execute such documents and provide such proofs or evidence as the Authority may, in its sole discretion, request in connection with its undertakings hereunder.

Section 4. Termination. The Authority or the Sponsor may elect not to proceed with the financing. The Authority shall not be obligated hereby to the Sponsor or any other person by virtue of the adoption of this resolution. Neither the Sponsor nor any other person shall have any rights hereunder and the Authority shall not be liable in any way to the Sponsor or any other person for any decision it makes not to proceed hereunder regardless of any action taken by the Sponsor or such other person whether known or unknown to the Authority.

Section 5. Sale of Bonds; Purchase Contract. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized to sell any or all series of the Bonds to Stifel, Nicolaus & Company, Incorporated or such other investment bank or institutional purchaser as designated by the Sponsor and approved by the Executive Director (the "Purchaser") pursuant to the terms and conditions of a Purchase Contract in substantially the form heretofore employed by the Authority in connection with the sale of its bonds. The authority hereby conferred may be exercised as long as the interest rate of the Bonds does not cause the interest rate on the Mortgage Loan to exceed three and no/100 per cent (3.00%) per annum and (a) if there is a public distribution of the Bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the Bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) the Bonds are to be sold only to institutional investors for investment. The purchase price of the Bonds shall be determined by the Chairman or Vice-Chairman and the Executive Director but in no event shall be less than 99% of par plus accrued interest on the Bonds from their date to the date of delivery thereof.

Section 6. Mortgage Loan. The Executive Director of the Authority is hereby authorized to execute a Mortgage Purchase Agreement or a Loan Agreement in substantially the form employed previously for the purchase of mortgage loans as may be appropriate at such time as she deems desirable at or before the delivery of the Bonds. The Executive Director is hereby authorized to alter any terms in such Agreement or Mortgage Loan to the extent necessary or desirable so long as such modification does not significantly alter the obligations of the Authority thereunder.

Section 7. Preliminary and Final Official Statements. There is hereby authorized the distribution of preliminary and final official statements or other offering documents in connection with the sale of the Bonds. Said official statements shall be in substantially the form heretofore used in connection with the distribution of the Authority's multifamily revenue bonds and such changes, additions, deletions, or modifications as are consistent with the details of the Bonds or as are recommended by the Purchaser and accepted by bond counsel and the staff of the Authority. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized and directed to take such action as they deem appropriate or as is requested of either of them in connection with the distribution of preliminary or final official statements. The Authority hereby delegates to the Executive Director the power to deem any such Official Statement "Final" within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. Petition to SFAA. The Executive Director and the General Counsel of the Authority are hereby authorized and directed to prepare and present to the SFAA (i) a petition under Section 1-11-530 of the Code of Laws of South Carolina, 1976, as amended (the "Allocation Act"), for an allocation of private activity bond volume cap under the Allocation Act and Section 146 of the Internal Revenue Code of 1986, as amended (the "Code"), if necessary for the issuance of the Bonds as tax-exempt, and (ii) a petition requesting approval of the Bonds by the SFAA as prescribed in Section 6 of the Act, which petitions (together, the "Petition") shall, among other things, set forth the pertinent provisions relating to the Bonds required by the Act or the Allocation Act, as the case may be.

Section 9. Designation of Fiduciaries. The trustee, paying agent, and registrar under any trust indenture to be entered into with respect to the Bonds shall be a corporate trustee as requested by the Sponsor and approved by the Authority.

Section 10. General Authority. The Commissioners of the Authority and its appropriate officers, attorneys, agents, and employees are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual, and complete performance of all the terms, covenants, and purposes contained in the Bonds and this Resolution, and each such Commissioner, officer, attorney, and employee is hereby authorized and directed to execute and deliver any and all papers and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated thereby.

Section 11. Expiration. This resolution, if not renewed, will expire on a date which is twelve (12) months from the date of its adoption by the Authority.

Section 12. Miscellaneous. All orders and resolutions or any parts thereof in conflict herewith are to the extent of such conflict hereby repealed. This resolution shall take effect and be in full force from and upon its adoption by the Authority.

Section 13. Non-Transferable. This resolution may not be transferred by the Sponsor except to a related party to the Sponsor. No other attempted sale or transfer of this resolution shall be valid or binding upon the Authority.

Section 14. Official Intent. The Sponsor has advised the Authority that it has advanced or will advance its own funds to pay Project costs on a temporary basis pending the issuance of the Bonds, and the Authority has been further advised that such funds do not consist of moneys that were otherwise earmarked or intended to be used by the Borrower to finance Project costs permanently. The Authority hereby declares its intent to reimburse expenditures for Project costs from the proceeds of the Bonds expected to be issued in the maximum amount of not to exceed \$12,000,000 to provide a portion of the financing for the Project. It is the intention of the Authority that this Resolution shall constitute an official intent on the part of the Authority within the meaning of Treasury Regulation Sections 1.142-4(b) and 1.150-2(d). The Authority's reasonable expectations to apply the proceeds of the Bonds to reimburse or directly fund a portion of the costs of the Project are based on the Sponsor's representations regarding the Project, the expected sources of funds for the costs of the Project, and expected pre-development and development costs to be paid prior to the issuance of the Bonds.

**STATE OF SOUTH CAROLINA
COUNTY OF LEXINGTON**

I, the undersigned secretary of the South Carolina State Housing Finance and Development Authority (the "Authority"), do hereby certify that I am the duly qualified and acting Secretary to the Authority and as such further certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Commissioners of the Authority at a meeting duly called and held on the 14th day of July, 2022, at which meeting a quorum was present and acting throughout, and that said Resolution has not been modified, amended, or repealed and is in full force and effect on the date hereof.

I further certify that due notice of a meeting of the Board of Commissioners, called to be held in Columbia, South Carolina at 10:00 a.m. on July 14, 2022, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting was posted at the times and places required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Authority this 14th day of July, 2022.



**SOUTH CAROLINA STATE HOUSING
FINANCE AND DEVELOPMENT AUTHORITY**

By:

Bonita Shropshire
Bonita H. Shropshire
Secretary

PETITION FOR APPROVAL

TO: THE STATE FISCAL ACCOUNTABILITY AUTHORITY)))	Dillon Graded School Senior Apartments
--	-------	---

This Petition of the South Carolina State Housing Finance and Development Authority (the "Authority"), is submitted to the State Fiscal Accountability Authority (the "SFAA") pursuant to the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act"), and respectfully shows:

1. The Act, among other things, provides that whenever the Authority shall have determined by resolution that sufficient persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing and that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing will become available to members of the class in need therefor, then, upon obtaining the approval of the SFAA pursuant to the Act, and in order to provide funds for its corporate purposes, the Authority is authorized to issue from time to time its bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and are required to provide for construction and/or rehabilitation of residential housing (as defined in the Act) for rental by persons or families of either Beneficiary Class; provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of the loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional investors, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, and the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes.

2. Dillon School Senior, LP (the "Housing Sponsor"), a South Carolina limited partnership, has requested that the Authority assist it with the construction financing for the acquisition, construction, and rehabilitation for adaptive reuse of a 37-unit apartment development to be located in the City of Dillon, South Carolina, and to be known as Dillon

Graded School Senior Apartments (the "Project") by the funding of one or more mortgage loans (the "Mortgage Loan") through the issuance of its revenue bonds.

3. The Authority proposes to fund the Mortgage Loan to the Housing Sponsor by the issuance of one or more series of bonds by the Authority pursuant to a Bond Resolution to be adopted by the Authority (the "Bond Resolution"), such bonds to be issued in the aggregate principal amount not to exceed \$12,000,000 (the "Bonds"). The proceeds of the Bonds will be used to fund the Mortgage Loan to the Housing Sponsor to provide construction financing for a portion of the costs of the Project and to qualify the Project for federal and South Carolina Low Income Housing Tax Credits (the "Tax Credits").

4. The Authority requested of the SFAA, and was granted, a carry-forward allocation of private activity bond volume cap under Section 146(f)(2) of the Code, a portion of which shall be allocated to the Bonds.

5. The Authority has determined that:

(a) (i) Sufficient persons or families of the Beneficiary Classes are unable to pay rent in the amounts at which private enterprise is providing decent, safe, and sanitary housing; (ii) through the exercise of one or more of the loan programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor; and (iii) a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to individuals of the Beneficiary Classes.

(b) In order to provide the moneys necessary to continue to implement the Authority's program, the Bonds must be issued.

(c) The Bonds will be secured by cash collateral reserves, which arrangement is expected to result in an acceptable investment grade rating from a national rating agency, which arrangement has been determined by the Authority to be sufficient for purposes of the Act, and that the revenues or other funds estimated to be available for the payment of debt service will provide moneys required for the repayment of the principal and interest on the bonds and notes of the Authority, including the Bonds.

6. The Authority will adopt the Resolution authorizing the issuance and delivery of the specific maximum amount of the Bonds and establishing the definitive terms thereof, including those revenues and assets to be pledged to the payment of the Bonds as described above. The Authority will take steps necessary to comply with the requirements of Sections 103 and 141-150 of the Code.

7. It is expected that the Bonds will be issued pursuant to a Trust Indenture (the "Indenture") between the Authority and a corporate trustee (the "Trustee") to be approved by the Authority pursuant to which the proceeds of the Bonds will be paid to the Trustee for deposit as provided in the Indenture and used to finance a portion of the costs of acquisition, construction, and renovation of the Project and the costs of issuance of the Bonds. The net interest rate to be

borne by the Bonds has not been determined. It is expected that the average interest rate on the Bonds will be approximately two and 00/100 per centum (2.00%) per annum.

8. The size, date, maturity schedule, payment dates, and repayment provisions with respect to the Bonds shall be finally determined prior to the date the Bonds are issued. As soon as these matters are finally determined, a precise schedule thereof shall be presented to the SFAA or its designee as provided by the Act. There are hereby filed with the SFAA pro forma schedules with respect to the Bonds based on current estimates and market conditions.

9. The Authority requests that the SFAA delegate to the State Treasurer the ability to approve the interest rates on the Bonds, and upon making determination that the funds anticipated to be available for the payment of the Authority's notes and bonds, including the Bonds, will be sufficient to provide for the payment of principal and interest thereon, to grant on behalf of the SFAA final approval for the issuance of the Bonds. Prior to the issuance of the Bonds, the Authority shall have provided to the State Treasurer, to the extent not previously provided herein or otherwise, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (a) the principal amount of the Bonds to be issued;
- (b) the maturity schedule of the Bonds to be issued;
- (c) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (d) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (c); and
- (e) the method to be employed in selling the Bonds.

Attached hereto in response to the requirements of Section 31-13-220 are the following schedules, certain of which are pro forma schedules because the Bonds have not been priced or sold as of the date of this Petition, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Bonds to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Bonds to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (iii) have previously been provided to the Office of the State Treasurer; and
- (v) the method to be employed in selling the Bonds.

10. The Bonds are special obligations of the Authority secured by and payable solely from moneys, income, and receipts of the Authority pledged under the Resolution and the Indenture with respect thereto.

11. Schedules showing the annual debt service requirements of all outstanding bonds and notes of the Authority and the sources of revenues available for the payment of such debt service requirements have previously been provided to the Office of the State Treasurer by the Authority.

WHEREFORE, on the basis of the foregoing, the Authority prays the SFAA (i) to accept the filing of this Petition and the documents submitted herewith; (ii) to undertake such review as its deems necessary; and (iii) to give conditional approval of the issuance of the Bonds, in the aggregate principal amount of not to exceed \$12,000,000 for the purpose of financing the Mortgage Loan to pay a portion of the cost of the acquisition, construction, and renovation of the Project, as set forth above, and for paying the costs of issuance in connection therewith.

Respectfully submitted,

**SOUTH CAROLINA STATE HOUSING FINANCE
AND DEVELOPMENT AUTHORITY**

By: _____
General Counsel

July __, 2022

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

August 30, 2022

State Fiscal Accountability Authority
Columbia, South Carolina

Not to Exceed \$12,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Bonds
(Dillon Graded School Senior Apartments) Series 2022

Gentlemen:

We are acting as bond counsel in connection with the proposed issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer") of the referenced Bonds (the "Bonds"). At your request, we are delivering this opinion in connection with the Issuer's Petition ("Petition") to the State Fiscal Accountability Authority ("SFAA") to receive the SFAA's approval of the issuance of the Bonds pursuant to Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to enable the Issuer to make a mortgage loan (the "Mortgage Loan") to Dillon School Senior, LP (the "Housing Sponsor"), to be used to provide construction financing for a multifamily rental housing development (the "Project").

In that capacity, we have examined originals or copies of the Petition and the Inducement Resolution adopted by the Board of Commissioners of the Issuer (the "Inducement Resolution"), and the forms of the Loan Agreement and the Trust Indenture (collectively with the Inducement Resolution and the Petition, the "Transaction Documents"), and other schedules, documents, certificates, and correspondence as we have deemed necessary for purposes of giving this opinion.

In rendering the opinion expressed below, we have relied solely on our examination of the Transaction Documents. We have not made any investigation as to any factual matter or as to the accuracy or completeness of any representation, warranty, data, or any other information, whether written or oral, that may have been made by or on behalf of the Issuer, the SFAA, the Housing Sponsor, or the other parties to the Transaction Documents. Further, in rendering the

opinion expressed below, we do not purport to be experts in or generally familiar with or qualified to express legal opinions based on the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of South Carolina, and the opinions are limited to the federal laws of the United States of America and the laws of the State of South Carolina.

Based on the stated examination and assumptions, and subject to the stated qualifications and limitations, we are of the opinion, under existing law, that all findings and conclusions appearing in the SFAA Resolution are supported by representations or statements of fact appearing in the Transaction Documents and the Transaction Documents comply with all requirements of the Act, contain all required facts, information, and findings by the respective authorities, and are legally sufficient to allow the SFAA to approve the issuance of the Bonds through the adoption of the SFAA Resolution.

Except as set forth above, we express no opinion in connection with the issuance and sale of the Bonds. The opinion expressed above is rendered solely for your benefit in considering the approval of the issuance of the Bonds under the Act. The opinion may neither be relied on by you for any other purpose nor be furnished to, used, circulated, quoted, or relied on by any other person or entity for any other purpose, without our prior written consent in each instance. We disclaim any obligation to update the opinion expressed above for events occurring or coming to our attention after the date of this letter.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC



Samuel W. Howell

A RESOLUTION

GRANTING APPROVAL TO THE ISSUANCE BY THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY OF ITS MULTIFAMILY HOUSING REVENUE BONDS (DILLON GRADED SCHOOL SENIOR APARTMENTS)

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act") provides that, upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the South Carolina State Housing Finance and Development Authority (the "Authority") may issue from time to time bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and shall be required to provide for construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Class"); provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of such loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional buyers, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes; and

WHEREAS, the Authority has presented to the SFAA its Petition (the "Petition"), which, together with the schedules thereto attached, sets forth certain information with respect to the Authority's Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments) in the principal amount not to exceed \$12,000,000 (the "Bonds"); and

WHEREAS, the following have been submitted with the Petition in response to the requirements of Section 31-13-220 of the Act, certain of which are pro forma schedules because the Bonds have not been priced or sold as of the date of this Resolution, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Bonds to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Bonds to be issued;

- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii) have previously been provided to the Office of the State Treasurer;
- (v) the method to be employed in selling the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FISCAL ACCOUNTABILITY AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. The SFAA hereby finds and determines that the funds estimated to be available for the repayment of the Authority's notes and bonds on a pro forma basis, including the Bonds, will be sufficient to provide for the payment of the principal and interest thereon. Conditional approval is hereby granted by the SFAA to the execution and delivery by the Authority of the Bonds in the principal amount not to exceed \$12,000,000.

Section 2. The approval of the SFAA is hereby conditioned on the following:

(a) Following the pricing or sale of the Bonds, but prior to closing and issuance of the Bonds, the approval of the State Treasurer of the interest rate or rates on the Bonds and of the form and substance of such documents as he deems necessary therefor;

(b) Following the pricing or sale of the Bonds, but prior to the closing and issuance of the Bonds, the Authority shall have provided to the State Treasurer, to the extent not previously provided, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (i) the final principal amount of the Bonds to be issued;
- (ii) the final maturity schedule of the Bonds to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (iv) schedules showing the final amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii); and
- (v) the method to be employed in selling the Bonds.

(c) Following the pricing or sale of the Bonds, but prior to the closing and issuance of the Bonds, the State Treasurer shall find and determine, based solely on his review of the documents described in clauses (i) through (v) above, that the funds estimated to be available for the repayment of the Authority's notes and bonds, including the Bonds, will be sufficient to provide for the payment of the principal and interest thereon;

(d) The documents pursuant to which the Bonds are being issued shall provide that all expenses, costs, and fees of the Authority in connection with the issuance of the Bonds,

including legal fees, printing, and all disbursements shall be paid by the Housing Sponsor (as defined in the Petition); and

(e) The final approval by the Governor as the elected official of the State of South Carolina for purposes of Section 142(f) of the Internal Revenue Code of 1986, as amended.

Section 3. This Resolution shall take effect immediately upon its adoption.

[FORM OF BOND COUNSEL OPINION]

_____, 2022

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina

Re: \$_____ South Carolina State Housing Finance and Development Authority,
Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments),
Series 2022

Ladies and Gentlemen:

As bond counsel to Dillon School Senior, LP, a South Carolina limited partnership (the "Housing Sponsor"), we have examined a certified copy of the Transcript of Proceedings and other proofs submitted to us, including the Constitution and Statutes of the State of South Carolina, in relation to the issuance by the South Carolina State Housing Finance and Development Authority, a body corporate and politic under the laws of the State of South Carolina (the "Issuer") of its \$_____ Multifamily Housing Revenue Bonds (Dillon Graded School Senior Apartments), Series 2022 (the "Bonds"). The Bonds are issued pursuant to the provisions of (i) Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), (ii) a Loan Agreement, dated as of _____ 1, 2022 (the "Loan Agreement"), between the Issuer and the Housing Sponsor, (iii) a Trust Indenture, dated as of _____ 1, 2022 (the "Indenture"), between the Issuer and [U.S. Bank National Association] (the "Trustee"), and (iv) a resolution (the "Resolution") adopted by the Board of Commissioners of the Issuer authorising the issuance and sale of the Bonds. Pursuant to the Loan Agreement, the Issuer will make a mortgage loan (the "Mortgage Loan") to the Housing Sponsor to be used to provide financing for the acquisition and construction of a multifamily rental housing development (the "Project") described in the Loan Agreement. Pursuant to the Loan Agreement, the Housing Sponsor has agreed to make the payments to or on behalf of the Issuer sufficient to pay, in the aggregate, the principal of, premium, if any, and interest on the Bonds, as well as other payments, property, and revenues pledged to the payment thereof under the Indenture (the "Trust Estate").

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina
_____, 2022

Page 2

The Project is subject to an Agreement as to Restrictive Covenants, dated as of _____ 1, 2022 (the "Regulatory Agreement"), between the Housing Sponsor and the Issuer, and the Federal Tax Agreement and Non-Arbitrage Certificate, dated the date hereof (the "Tax Agreement"), between the Housing Sponsor and the Issuer. The Loan Agreement, the Indenture, the Regulatory Agreement, and the Tax Agreement contain covenants that include requirements regarding the application and investment of the proceeds of the sale of the Bonds, the use and occupancy of the residential units of the Project, and the rebate of certain investment proceeds to the United States government.

With respect to the power of the Housing Sponsor to enter into and perform its obligations under the Loan Agreement and the other documents to which it is party, the due authorisation, execution, and delivery of the Loan Agreement and the other documents by the Housing Sponsor, and the validity and enforceability thereof against the Housing Sponsor, we refer you to the opinion of Ellinger Carr PLLC as counsel to the Housing Sponsor of even date herewith addressed to you.

As to questions of fact material to our opinion, we have relied upon representations of and compliance with covenants by the Housing Sponsor and the Issuer contained in the Loan Agreement, the Indenture, the Regulatory Agreement, the Tax Agreement, certificates of public officials furnished to us, and certificates of representatives of the Housing Sponsor, the Issuer, and other parties, in each case, without undertaking any independent verification, although nothing has come to our attention to lead us to believe we are not justified in so relying. We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine; all documents, certificates, and instruments submitted to us as originals are authentic; and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and instruments relating to this financing have been duly authorised, executed, and delivered by all parties thereto other than the Issuer, and we have further assumed the due organisation, existence, and powers of such other parties other than the Issuer.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Preliminary Official Statement, the Official Statement or any other offering material relating to the Bonds and we express no opinion relating thereto.

Based on the foregoing, as of the date hereof we are of the opinion, under existing law, as follows:

1. The Issuer is validly existing as a body corporate and politic under the laws of the State of South Carolina with the corporate power to enter into and perform its obligations under the Loan Agreement and the Indenture and to issue the Bonds.

2. The Loan Agreement and the Indenture have been duly authorised, executed, and delivered by the Issuer, and (assuming due authorisation, execution, and delivery thereof by the other parties thereto) as the valid and binding agreements of the Issuer enforceable against the Issuer in accordance with their respective terms.

3. The Resolution has been duly adopted and the Bonds have been duly authorised and executed by the Issuer, and are valid and binding limited obligations of the Issuer, payable solely from the Trust Estate. The Bonds are not general obligations or an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation, and do not constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit, but is payable solely from the Trust Estate.

4. Interest on the Bonds (a) is excludable from gross income for federal income tax purposes and South Carolina income tax purposes, except for interest on any Bond for any period during which such Bond is held by a "substantial user" of the facilities financed by the Bonds or a "related person" within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the "Code") and (b) is not a an item of tax preference item for purposes of the federal alternative minimum tax. Furthermore, it should be noted that Section 12-11-20 of the Code of Laws of South Carolina 1976, as amended, imposes upon every bank engaged in business in South Carolina a fee or franchise tax computed on the entire net income of such bank, which includes interest on the Bonds. The opinion set forth in this paragraph is subject to the condition that the Issuer and the Housing Sponsor comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excludable from gross income for federal and South Carolina income tax purposes. Failure to comply with certain of the requirements could cause the interest on the Bonds to be so included in gross income retroactively to the date of issuance of the Bonds. The Issuer and the Housing Sponsor have covenanted to comply with all such requirements.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds, the Indenture and the Loan Agreement are limited by bankruptcy, insolvency, reorganisation, moratorium, and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity. Certain indemnity provisions may be unenforceable pursuant to court decisions invalidating such indemnity agreements on grounds of public policy.

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina

_____, 2022

Page 4

We express no opinion regarding the perfection or priority of the lien on the Trust Estate.

Except as expressly stated above, we express no opinion regarding any other federal or state income tax consequences of acquiring, carrying, owning, or disposing of the Bonds. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds, which may include original issue premium, purchase at market discount or at a premium, taxation upon sale, redemption, or other disposition, and various withholding requirements.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Our services as Bond Counsel have been limited to rendering the foregoing opinions based on our review of such legal proceedings as we deem necessary to make the statements contained in this letter with respect to the validity of the Bonds and the tax-exempt status of the interest on the Bonds. We have not examined any documents or other information concerning the business or financial resources of the Issuer or the Housing Sponsor, and we express no opinion as to the accuracy or completeness of any information with respect to the Issuer or the Housing Sponsor that may have been relied upon by the purchasers of the Bonds in making their decision to purchase the Bonds.

We have examined the executed Bond No. R-1 of the issue and, in our opinion, it is in due form of law.

Very truly yours,

Tapestry Development Group

Rental Housing Pro Forma

PROJECT RENTS

Project Name: *Dillon School*
 Scenario: *For SC Housing bonds*
 Revision Date: *07/19/22*
 Project Manager: *Jon Toppen*

AMI Target	PBRA type (if any)	FLOOR PLAN	# BR	NO. UNITS	SQFT	RENT	MAX. RENT
50	PRAC	1	33	750	\$ 572	\$ 601	
60		0	4	530	\$ 425	\$ 689	

RENT RESTRICTION SUMMARY

30% Units	0	0.00%
40% Units	0	0.00%
50% Units	33	89.19%
60% Units	4	10.81%
70% Units	0	0.00%
80% Units	0	0.00%
Total Rent Restricted Units	37	100.00%
Market Units	0	0.00%
Total Units	37	0.00%
% Restricted Units	100.00%	100.00%

Average Income Mix by AMI 51.1% OK

BEDROOM MIX SUMMARY

0 Bedroom Units	4
1 Bedroom Units	33
2 Bedroom Units	0
3 Bedroom Units	0
4 Bedroom Units	0
Total Units	37

SQUARE FOOT SUMMARY

Sqft Restricted Units	26,870
Sqft Market Rate Units	-
Total Residential Sqft	26,870
Common Area	60,880
Total sq ft	87,750
% of sqft for Restricted Units	100.00%

RENTAL INCOME SUMMARY

Total Monthly Income - LIHTC	\$ 20,576
Total Monthly Income - Market	-
Total Annual Potential Income	\$ 246,912

UNRESTRICTED UNITS ONLY	FLOOR PLAN	# BR	NO. UNITS	SQFT	RENT	MAX. RENT
-------------------------	------------	------	-----------	------	------	-----------

DCA COST and SUBSIDY LIMITS

Source: 2017 QAP, Non-historic
 Region: Atlanta

# BR	UNIT COST LIMITATION	HOME SUBSIDY LIMIT	NO. UNITS BY BR TYPE	HUD SUBSIDY LIMIT
0			4	
1			33	
2			0	
3			0	
4+			0	
MAXIMUM DEVELOPMENT COST =			\$ -	\$ -
MAXIMUM HOME SUBSIDY AMOUNT =			\$ -	\$ -

PROJECT	TOTALS
AREA BREAKDOWN	1896
UNITS	29,492 5,481
COMMON & AMENITIES (HEATED)	43,660 1,578

Tapestry Development Group
Rental Housing Pro Forma

DEVELOPMENT BUDGET

Project Name: *Dillon School*
Scenario: *For SC Housing bonds*
Revision Date: *07/19/22*
Project Manager: *Jon Toppen*

	FACTORS	PRE-DEV	CONST	PERM	TOTAL	ACQ. BASIS (4%)	DEV. BASIS (4% OR 2%)	HISTORIC CRE	BOND BASIS	ABANDONED BUILDING BASIS
ACQUISITION										
Acquisition - Land	per unit \$		\$ 102,500		\$ 102,500				\$ 102,500	
Acquisition - Buildings	price \$	4,121.82	\$ 50,000		\$ 50,000	\$ 50,000			\$ 50,000	
Title and Recording			\$ 50,000		\$ 50,000		\$ 50,000	\$ 50,000	\$ 50,000	
Options/Earnest Money			\$ -		\$ -					
Property Taxes (acq/holding)			\$ -		\$ -					
Acquisition legal			\$ -		\$ -					
Other - Real Estate Fee			\$ 30,000		\$ 30,000		\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
SUB TOTAL-ACQUISITION			\$ 232,500		\$ 232,500	\$ 50,000	\$ 80,000	\$ 80,000	\$ 232,500	\$ 30,000
	\$ 13,557,258	0.64								
PRE-DEVELOPMENT/SOFT COSTS										
Architect - Design	1.36%	\$ 40,000	\$ 160,000		\$ 200,000	\$ 200,000	\$ 200,000	\$ 200,000	\$ 200,000	\$ 200,000
Architect - Construction Admin		\$ -	\$ 53,000		\$ 53,000	\$ 53,000	\$ 53,000	\$ 53,000	\$ 53,000	\$ 53,000
Architect - Reimbursables		\$ -	\$ 15,000		\$ 15,000					
Engineering (Outside Architect Agreement)		\$ -	\$ 125,000		\$ 125,000	\$ 125,000	\$ 125,000	\$ 125,000	\$ 125,000	\$ 125,000
Market Analysis / Rent Comp Study		\$ 12,000	\$ -		\$ 12,000	\$ 12,000	\$ 12,000	\$ 12,000	\$ 12,000	\$ 12,000
Appraisal		\$ 10,000	\$ -		\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
Environmental Phase I & II		\$ 10,000	\$ 44,250		\$ 54,250	\$ 54,250	\$ 54,250	\$ 54,250	\$ 54,250	\$ 54,250
Green Building Consultants and Certifications		\$ -	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Historic Consultant (included in architect)		\$ -	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Soil Borings / Geotech		\$ 8,000	\$ -		\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000
Survey (acq/as-built) - in engineers		\$ -	\$ 25,000		\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Accounting		\$ -	\$ 30,000		\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
PNA / Cost Estimate		\$ -	\$ 20,000		\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000
Accessibility Consulting		\$ -	\$ 8,000		\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000	\$ 8,000
Other - Soft Cost Contingency		\$ -	\$ 50,000		\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000
Other		\$ -	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
SUB TOTAL-PRE-DEVELOPMENT/SOFT COSTS		\$ 80,000	\$ 530,250		\$ 610,250	\$ -	\$ 595,250	\$ 595,250	\$ 595,250	\$ 595,250
DEVELOPER'S FEES & RESERVES										
Lease-up Reserve	\$ 46,485		\$ 46,485		\$ 46,485					
Operating Reserve	\$ 151,109		\$ -	\$ 151,109	\$ 151,109					
Section 8 / ACC / Long-Term Reserve			\$ -	\$ -	\$ -					
Services Reserve			\$ -	\$ 25,000	\$ 25,000					
Initial Deposit Replacement reserve	0.6%	\$ -	\$ -	\$ 79,865	\$ 79,865					
Developer Fee Acquisition	% Acquisition Fee (-15%)	0.60%	\$ -	\$ -	\$ -					
Developer Fee - OH			\$ -	\$ -	\$ -					
Construction Management			\$ -	\$ -	\$ -					
Other Consultants Included in Developer Fee			\$ -	\$ -	\$ -					
Developer Fee - Profit	14.71%	\$ -	\$ -	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000
SUBTOTAL-DEVELOPER'S FEES & RESERVES		\$ -	\$ 46,485	\$ 2,915,774	\$ 2,962,258	\$ -	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000	\$ 2,660,000
MARKETING & LEASING										
Relocation	Per unit cost \$		\$ -	\$ -	\$ -					
Marketing & Promotion			\$ -	\$ 7,500	\$ 7,500					
Personal Property (furnishings common space)			\$ -	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ 350,000	\$ -
SUB TOTAL -MARKETING & LEASING		\$ -	\$ -	\$ 357,500	\$ 357,500	\$ -	\$ 350,000	\$ 350,000	\$ -	\$ -
CONSTRUCTION COSTS										
New construction	Per Unit New Constr \$	371,149	\$ 10,032,525	\$ -	\$ 10,032,525	\$ 10,032,525	\$ 9,029,273	\$ 10,032,525	\$ 10,032,525	\$ 10,032,525
Additional units		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Rehabilitation	Per Unit renovation \$		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Land Improvements	Total per unit \$	328,528	\$ 418,800	\$ -	\$ 418,800	\$ 293,160	\$ -	\$ 418,800	\$ 418,800	\$ 418,800
Health Clinic + Auditorium Cost / res sqft (no GC costs)	\$	372	\$ 1,195,675	\$ -	\$ 1,195,675	\$ -	\$ 1,195,675	\$ 1,195,675	\$ -	\$ -
Demolition	Cost / total sq ft \$	132	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
General Requirements	8.8%	\$ -	\$ 698,820	\$ -	\$ 698,820	\$ 698,820	\$ 540,459	\$ 698,820	\$ 698,820	\$ 698,820
Builder's Profit	8.0%	\$ -	\$ 698,820	\$ -	\$ 698,820	\$ 698,820	\$ 540,459	\$ 698,820	\$ 698,820	\$ 698,820
Builder's Overhead	2.0%	\$ -	\$ 232,940	\$ -	\$ 232,940	\$ 232,940	\$ 180,153	\$ 232,940	\$ 232,940	\$ 232,940
P&P bond	0.6%	\$ -	\$ 79,665	\$ -	\$ 79,665	\$ 79,665	\$ 79,665	\$ 79,665	\$ 79,665	\$ 79,665
Materials testing		\$ -	\$ 50,000	\$ -	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000
Permit and Tap Fees		\$ -	\$ 40,000	\$ -	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000
Other		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contingency	10.00%	\$ -	\$ 1,327,758	\$ -	\$ 1,327,758	\$ 1,194,932	\$ 1,327,758	\$ 1,327,758	\$ 1,194,932	\$ 1,194,932
SUB TOTAL-CONSTRUCTION COSTS	\$ 549.87 per sqft	\$ -	\$ 14,775,003	\$ -	\$ 14,775,003	\$ 13,320,913	\$ 12,983,442	\$ 14,775,003	\$ 13,446,353	\$ 13,446,353
FINANCE, INSURANCE, LEGAL										
Legal Fees: Opinions / Organizational		\$ -	\$ 5,000	\$ -	\$ 5,000			\$ 5,000	\$ 5,000	\$ 5,000
Legal Fees: Developer's Counsel		\$ -	\$ 90,000	\$ -	\$ 90,000	\$ 81,000	\$ 81,000	\$ 90,000	\$ 81,000	\$ 81,000
Legal Fees: Lender - Equity Bridge Loan		\$ -	\$ 16,000	\$ -	\$ 16,000			\$ -	\$ -	\$ -
Legal Fees: Lender - Permanent Loan		\$ -	\$ -	\$ -	\$ -			\$ -	\$ -	\$ -
Syndicator Legal / Due Diligence Fee		\$ -	\$ -	\$ -	\$ -			\$ -	\$ -	\$ -
Construction Lender Due Diligence		\$ -	\$ 5,000	\$ -	\$ 5,000	\$ 6,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
Tax Credit Compliance Fee		\$ -	\$ 24,750	\$ -	\$ 24,750			\$ -	\$ -	\$ -
SC Housing Reservation Fees	10%	\$ -	\$ 77,865	\$ -	\$ 77,865			\$ -	\$ -	\$ -
Tax Credit Appl Fees (LJHC app, HOME app, Waivers)		\$ 6,100	\$ -	\$ -	\$ 6,100			\$ -	\$ -	\$ -
Bond Application Fee		\$ -	\$ 1,000	\$ -	\$ 1,000			\$ -	\$ -	\$ -
Bond Finance Fee	0.75%	\$ -	\$ 90,000	\$ -	\$ 90,000			\$ -	\$ -	\$ -
SC SHPO HTC fees	1.50%	\$ -	\$ 105,000	\$ -	\$ 105,000	\$ 105,000	\$ 105,000	\$ 105,000	\$ 105,000	\$ 105,000
Tax Credit Final Inspection Fee		\$ -	\$ -	\$ -	\$ -			\$ -	\$ -	\$ -
Inspections/Lender Review	\$ 1,000.00	\$ -	\$ 20,000	\$ -	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000
Builder's Risk Insurance		\$ -	\$ 117,000	\$ -	\$ 117,000	\$ 117,000	\$ 117,000	\$ 117,000	\$ 117,000	\$ 117,000
Owner General Liability		\$ -	\$ 70,000	\$ -	\$ 70,000	\$ 70,000	\$ 70,000	\$ 70,000	\$ 70,000	\$ 70,000
Acquisition Loan Fees	1.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Acquisition Loan Interest	3.0%	\$ -	\$ 12,000	\$ -	\$ 12,000	\$ -	\$ -	\$ -	\$ -	\$ -
Equity Bridge Loan Fee	0.50%	\$ -	\$ 60,000	\$ -	\$ 60,000	\$ 60,000	\$ 60,000	\$ 60,000	\$ 60,000	\$ 60,000
Construction Loan Interest - Bond		\$ -	\$ 171,610	\$ 40,000	\$ 211,610	\$ 171,610	\$ 171,610	\$ 171,610	\$ 171,610	\$ 171,610
Equity Bridge Loan Interest		\$ -	\$ 463,097	\$ 430,788	\$ 893,885	\$ 463,097	\$ 463,097	\$ 463,097	\$ 463,097	\$ 463,097
Permanent Loan Fees		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Negative Arbitrage	Investment interest	0.6%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Bond Issuance Fees		\$ -	\$ 452,000	\$ -	\$ 452,000	\$ -	\$ -	\$ -	\$ -	\$ -
Other		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
SUB TOTAL- FI & L		\$ 6,100	\$ 1,780,322	\$ 470,788	\$ 2,257,211	\$ -	\$ 1,092,707	\$ 1,092,707	\$ 1,106,707	\$ 1,092,707
TOTAL PROJECT COSTS		\$ 86,100	\$ 17,364,560	\$ 3,744,062	\$ 21,194,723	\$ 50,000	\$ 16,046,870	\$ 17,411,389	\$ 19,719,460	\$ 17,824,510
CHECK										
Construction Costs as % of Total Budget					per unit \$ 572,830					63.4%

Tapestry Development Group

Rental Housing Pro Forma

OPERATING EXPENSES

Project Name: *Dillon School*
 Scenario: *For SC Housing bonds*
 Revision Date: *07/19/22*
 Project Manager: *Jon Toppen*

INPUT DATA IN SHADED FIELDS

	FACTOR 1	FACTOR 2	TOTAL	PER UNIT	PER MONTH
ADMINISTRATIVE					
General & Administrative (phone, supplies)			\$ 6,700	\$ 181	\$ 558
Advertising			\$ 2,000	\$ 54	\$ 167
Management	\$48/PUPA	0.0%	\$ 21,312	\$ 576	\$ 1,776
Legal & Audits			\$ 4,500	\$ 122	\$ 375
Misc fees			\$ 1,400	\$ 38	\$ 117
Security System			\$ 1,200	\$ 32	\$ 100
SC Housing Admin/Compliance Monitoring Fee	50		\$ 1,850	\$ 50	\$ 154
Subtotal - Administrative			\$ 38,962	\$ 1,053	\$ 3,247
MAINTENANCE					
Supplies			\$ 2,520	\$ 68	\$ 210
Landscape Service			\$ 6,150	\$ 166	\$ 513
Elevator			\$ -	\$ -	\$ -
HVAC			\$ 3,000	\$ 81	\$ 250
Painting/Turnover Expense			\$ 2,900	\$ 78	\$ 242
Pest Control			\$ 1,000	\$ 27	\$ 83
Fire Alarm/Sprinkler			\$ 1,129	\$ 31	\$ 94
Parking Lot			\$ 500	\$ 14	\$ 42
Third-Party Contracts			\$ 16,100	\$ 435	\$ 1,342
Subtotal - Maintenance			\$ 33,299	\$ 900	\$ 2,775
PAYROLL					
Property Manager (salary - NO health insurance)			\$ 28,000	\$ 757	\$ 2,333
Leasing Agent			\$ -	\$ -	\$ -
Maintenance			\$ 15,000	\$ 405	\$ 1,250
Security Payroll			\$ -	\$ -	\$ -
Activities (part-time)			\$ 10,000	\$ 270	\$ 833
Tax & Benefit			\$ 11,127	\$ 301	\$ 927
Worker's comp			\$ 1,200	\$ 32	\$ 100
Bonuses			\$ -	\$ -	\$ -
Subtotal - Payroll			\$ 65,327	\$ 1,766	\$ 5,444
UTILITY					
Electricity (office, vacant units)			\$ 5,550	\$ 150	\$ 463
Gas			\$ -	\$ -	\$ -
Water and Sewer			\$ 15,000	\$ 405	\$ 1,250
Trash Removal			\$ -	\$ -	\$ -
Snow Removal			\$ -	\$ -	\$ -
Subtotal - Utility			\$ 20,550	\$ 555	\$ 1,712.50
FIXED					
Property Taxes			\$ -	\$ -	\$ -
Insurance			\$ 27,800	\$ 751	\$ 2,317
Subtotal - Fixed			\$ 27,800	\$ 751	\$ 2,317
TOTAL ANNUAL OPERATING EXPENSES			\$ 185,938	\$ 5,025	\$ 15,495
Is this a new construction project? (YES/NO)		NO			
Annual Replacement Reserve Contribution			\$ 15,540	\$ 420	\$ 1,295
TOTAL OPERATING AND RESERVE EXPENSES			\$ 201,478	\$ 5,445	\$ 16,790

Tapestry Development Group
Rental Housing Pro Forma

FINANCING ASSUMPTIONS

Project Name: *Dillon School*
Scenario: *For SC Housing bonds*
Revision Date: *07/19/22*
Project Manager: *Jon Toppen*

TAX CREDITS - Assumptions

Do acquisition credits apply?	NO	
Do historic credits apply?	YES	
Is this in a qualified census tract or DDA?	YES	Census Tract: 9703.00 DDA 2020
Is this a competitive 9% or 4% bond deal?	4%	
Boost amount	30%	
Applicable Rate (9% credit)	9.00%	Date: N/A
Applicable Rate (4% credit)	4.00%	Date: Fixed

LIHTC TAX CREDITS - Calculation	Fixed	Development LIHTC Calculation	Acquisition LIHTC Calculation		Gap calculation
Qualified Basis		\$ 18,098,870	\$ 50,000	TDC	\$ 21,194,723
LESS: Historic Tax Credits		\$ 3,124,791	n/a	Less non-LIHTC	\$ (10,386,206)
LESS: Other basis reducing amounts		\$ -	\$ -	Total	\$ 10,808,517
Adjusted LIHTC Qualified Basis		\$ 14,974,079	\$ 50,000	Equity factor	\$ 1.32
% of Qualified Units/Sqft		100.00%	100.00%	Eligible Years of credits	10
QCT Boost		130%	100%	Eligible Credits	
Applicable Percentage		4.00%	4.00%	778,652 Eligible credits	\$ 818,827
Annual Tax Credit Amount		\$ 778,652	\$ 2,000		
Years of Tax Credits		10	10		
Total Tax Credits		\$ 7,785,521	\$ 20,000		
STATE Credit Price and Amount of Equity (PNC Share)	\$ 0.500	\$ 1,499,995	\$ 10,000	1,509,995	
STATE Credit Price and Amount of Equity (Cabretta Share)	\$ 0.500	\$ 1,852,104	\$ 10,000	1,862,104	
FEDERAL Credit Price and Amount of Equity	\$ 0.820	\$ 6,384,947	\$ 16,400	6,401,347	
Tax Credit Equity	\$ 1.82	\$ 9,737,046	\$ 28,400	Max credits	\$ 778,652

FEDERAL HISTORIC TAX CREDITS - Calculation	Factor	Calculation	
Qualified Basis		\$ 17,411,399	PNC state LIHTC maximum: \$ 299,999
Historic Percentage	20%	\$ 3,482,280	
Historic Tax Credit Price and Equity	\$ 0.84	\$ 2,925,115	SC Housing credit \$ 670,420
Federal Historic Tax Credits for Residential Only		\$ 3,124,791	

STATE HISTORIC TAX CREDITS - Calculation	Factor	Calculation
Qualified Basis		\$ 17,411,399
Historic Percentage	25%	\$ 4,352,850
Historic Tax Credit Price and Equity	\$ 0.65	\$ 2,829,352

STATE ABANDONED BUILDING CREDITS - Calculation	Factor	Calculation	Notes:
Qualified Basis		\$ 17,824,510	
Historic Percentage	25%	\$ 3,279,588	See attached schedule
Historic Tax Credit Price and Equity	\$ 0.65	\$ 2,131,739	

PRE-DEV FINANCING			Interest Rate	Term (Yrs)	Amort (Yrs)	Annual Payment
Position	Source	Amount				
1	Tapestry / PNC	\$ 400,000	3.00%	2		
2		\$ -				\$ -
Equity/Grant		\$ -				n/a
TOTAL PRE-DEV		\$ 400,000				\$ -

BOND FINANCING (CASH COLLATERALIZED ONLY)			Interest Rate	Term (Mos)	Estimated Loan Interest	
Position	Source	Amount			In basis	Non-basis
1	SC Housing	\$ 12,000,000	2.00%	24	\$ 270,000	\$ 40,000
2		\$ -			\$ -	\$ -
	Total bond financing	\$ 12,000,000			\$ 270,000	\$ 40,000

CONSTRUCTION FINANCING			Interest Rate	Term (Mos)	Estimated Loan Interest	
Position	Source	Amount			In basis	Non-basis
1	Equity bridge / construction loan	\$ 12,000,000	5.50%	24	\$ 495,000	\$ 198,000
2	HUD 202	\$ 2,500,000	0.00%	24	\$ -	\$ -
3	Deferred Developer Fee	\$ -	0.00%	24	\$ -	\$ -
4	City construction loan	\$ 250,000	1.00%	24	\$ 1,875	\$ 1,250
Equity/Grant	HTC Equity (Federal)	\$ 438,767				
Equity/Grant	HTC Equity (State)	\$ 424,403				
Equity/Grant	Abandoned Bldg Equity (State)	\$ 319,761				
Equity/Grant	LIHTC Equity (Federal)	\$ 957,742	15.00%	* % of total during const		
Equity/Grant	LIHTC Equity (State)	\$ 424,403				
TOTAL PRE-DEV, ACQ, CONSTRUCTION FINANCING		\$ 17,315,076			\$ 496,875	\$ 199,250
	Difference	\$ (135,584)				

PERMANENT FINANCING			Interest Rate	Term (Yrs)	Amort (Yrs)	Annual Payment	Monthly Payment
Position	Source	Amount					
1	City Loan	\$ -	1.00%	35	cash flow	N/A	
2	HUD 202	\$ 2,500,000	0.00%	35	N/A	n/a	
3	Deferred Developer Fee	\$ -				n/a	
4		\$ -				n/a	
5		\$ -				n/a	
Interest on bonds						n/a	
Cash flow						n/a	
Cash flow	Deferred Developer Fee	\$ 1,071,471				n/a	
Equity/Grant	LIHTC Equity (Federal)	\$ 6,384,947				n/a	
Equity/Grant	LIHTC Equity (State)	\$ 3,352,099				n/a	
Equity/Grant	HTC Equity (Federal)	\$ 2,925,115				n/a	
Equity/Grant	HTC Equity (State)	\$ 2,829,352				n/a	
Equity/Grant	Abandoned Bldg Equity (State)	\$ 2,131,739				n/a	
TOTAL PERMANENT FINANCING		\$ 21,194,723				\$ -	\$ -
	Total Dev. Cost	\$ 21,194,723	Bond amount \$ 12,000,000				
	Difference	\$ 0	basis \$ 19,719,480				
			50% test 60.9%				

DETAILED BOND DEBT SERVICE

**Dillon Graded School Senior Apartments
Series 2022**

Dated Date 09/14/2022
Delivery Date 09/14/2022

Term Bond due 2025 (TERM25)

<i>Period Ending</i>	<i>Principal</i>	<i>Interest</i>	<i>Debt Service</i>	<i>Annual Debt Service</i>
04/01/2023		227,056.18	227,056.18	227,056.18
10/01/2023		207,462.50	207,462.50	
04/01/2024		207,462.50	207,462.50	414,925.00
10/01/2024		207,462.50	207,462.50	
04/01/2025	11,855,000	207,462.50	12,062,462.50	12,269,925.00
	11,855,000	1,056,906.18	12,911,906.18	12,911,906.18

B.

State Housing Finance and
Development Authority

Dunbar Place



OFFICE OF STATE TREASURER

New Debt Information Form (NDIF) / Multifamily Housing - Initial Form

SFAA Approval Date: **08/30/22**

Final Version Date: **00/00/00**

1. AGENCY/ISSUER & FINANCING INFORMATION

Agency #: _____ Issuer: South Carolina State Housing Finance and Development Authority: _____ Series: 2022
 Borrower (if not Issuer): Dunbar Place Apartments, LLC
 Bond Caption: Multifamily Housing Revenue Bonds (Dunbar Place Apartments)
 Bond Resolution Amount: \$ _____ 17,750,000 Est. Production/Par Amt: \$ _____ 17,750,000

(* Used to calculate initial COI percentages: 8A + 8B)

Submitted By:
 ENTITY: DreamKey Partners, Inc.
 BY: Julie Porter
 ITS: President
 Tel: _____
 Email: _____

Final Production/Par Amt: \$ _____ -

Transaction Type/Method of Sale:
 Public Offering: Competitive: _____ Negotiated: _____
 Direct Placement: Competitive: _____ Negotiated: X
 Governmental Loan/Governmental Purchaser
 Other: _____

MSRB (EMMA) Continuing Disclosure Requirement (Y/N): N
 MSRB (EMMA) Continuing Disclosure Responsible Party: _____

2. FINANCING (NEW PORTION)

Project #: _____ Project Name: Dunbar Place Apartments
 Project Address/Location: 199 S. Cherry Road, Rock Hill Amount: \$ _____ 17,750,000
 Project Type: Multifamily Housing County: York
 Projected Avg Interest Rate: 5.50% Final Maturity: 2059
 Projected Cost per Unit: \$ _____ **286,467** LIHTC/SCTC: \$ _____ **19,878,688**

3. FINANCING (REFUNDED PORTION)

Series to be Refunded	Refunded Maturities	Principal Refunded	IR of Refunded Bds	Est. Yield of Refunding Bds	Est NPV Svgs. (\$)	Est NPV Svgs. (% of Ref. Bds)
		\$ -			\$ -	
None		-			-	
		-			-	
Total		\$ -	*****	*****	\$ -	

4. FINANCING WORKING GROUP

Financial Advisor: None Disclosure Counsel: TBD
 Bond Counsel: Howell, Linkous, Nettles Issuer's Counsel: Tasha Thompson, Esq.
 Underwriter: TBD Trustee: TBD
 Paying Agent: TBD Other: _____

5. FINANCING/PROJECT DESCRIPTION: (Briefly, explain the multifamily development project, the justification for the SC Housing Tax Credit, the anticipated costs, & the basis for these cost estimates if needed, please attach supplemental page for this)

The proposed Dunbar Place Apartments with consist of a total of 100 multifamily units in two buildings with a mix of one- and two-bedroom configurations for households earning 60% or less of the area median income. The project will be located in rapidly-growing Rock Hill, South Carolina, in close proximity to Winthrop University and downtown Rock Hill. Budgeted project costs are based upon an actual bidding process with potential general contractors. In the recent environment of high construction costs and rising interest rates, this project requires state housing tax credits in addition to the federal LIHTC to be financial feasible.

6. FINANCING/PROJECT APPROVAL DATES

Financing Approvals		Notes:
Authority Approval:	04/23/21	Renewed 6/23/22
JBRC Approval:	00/00/00	N/A
SFAA Approval:	08/30/22	

Project Approvals - Phase II (State Entities Only)		Notes:
SCHFPA Approval:	00/00/00	
JBRC Approval:	00/00/00	
SFAA Approval:	00/00/00	

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

- a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy) Yes No
- b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds? Yes No
- c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected. Sq. Footage -
Cost Estimate -

	Bond Proceeds	FYE	Spend Down Schedule Notes
Est. Expenditures - Through 6 Months	\$ 7,000	12/31/2022	Land acquisition and start of construction
Est. Expenditures - Through 24 Months	5,750,000	12/31/2024	Continuation of construction
Est. Expenditures - Through 48 Months	5,000,000	12/31/2028	Final costs
- Estimated Expenditures: Thru FY:	\$ 17,750,000		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES: A Construction Financing / B. Permanent Financing

Sources	A. Est. Project Budget / Construction (Sources)	B. Est. Project Budget / Permanent (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par (b) Premium/Accr. Int.	\$ 17,750,000	\$ 8,768,048	\$ 20,025,218	Project Fund
(2) Issuer/Borrower Contr.	-	-	1,000,000	Capitalized Interest Fund
(3) Debt Service Fund Trans.	-	-	361,012	Debt Service Reserve Fund
(4) Debt Service Reserve Fund Contribution	-	-	-	Redemption Price/Escrow Deposit
(5) Other MFHRB Sources			373,125	Cost of Issuance (Incl. UW Disc.)
(a) LIHTC	4,873,485	12,183,712	-	Other (Contingency)
(a) State Housing TC	3,077,990	7,694,976	3,000,000	Developer Fee
(c) Owner's Equity/Other	2,945,261	-	180,506	Reserves
(d) Mortgage Loan (BTO)	-	-	1,580,000	Acquisition
Total Project Sources	\$ 28,646,736	\$ 28,646,736	\$ 28,646,736	Total Project Uses
Surplus/Deficit		\$ -		

9. TOTAL ESTIMATED BOND COI EXPENDITURES = 8A + 8B (Added COI entities beyond the following need an attached desc)**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor	TBD			\$ -	\$ -	\$ -
Bond Counsel	Howel Linkous & Nettles			115,000	-	115,000
Disclosure Counsel				-	-	-
Issuer's Counsel				-	-	-
Underwriter's Counsel				-	-	-
Transaction Counsel	Brockmann Law Firm			125,000	-	125,000
Legal Expenses				-	-	-
Rating Agency - S&P				-	-	-
Rating Agency - Moody's				-	-	-
Rating Agency - Fitch				-	-	-
Underwriter's Compensation				-	-	-
Registrar / Paying Agent				-	-	-
Escrow Agent				-	-	-
Accountant				-	-	-
Verification Agent				-	-	-
Printing/Publishing/Advertising				-	-	-
Issuer's Fee	Authority Fees			133,125	-	133,125
				\$ 373,125	\$ -	\$ 373,125

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction	0.00%	#DIV/0!
Bond Counsel: % of Transaction	0.65%	#DIV/0!
Total Legal Costs: % of Transaction	1.35%	#DIV/0!
Rating Agencies: % of Transaction	0.00%	#DIV/0!

UW Comp: % of Transaction	0.00%	#DIV/0!
Other COI: % of Transaction	0.75%	#DIV/0!
Total COI: % of Transaction	2.10%	#DIV/0!

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

22 July 2022

Delbert H. Singleton, Esq.
Assistant Executive Director and Authority Secretary
State Fiscal Accountability Authority
Wade Hampton Office Building
1200 Senate Street, 6th Floor
Columbia, South Carolina 29201

Not to exceed \$17,750,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Note
(Dunbar Place), Series 2022

Dear Delbert:

My firm serves as bond counsel to Dunbar Place Apartments (the "Housing Sponsor"), with respect to the issuance of a multifamily housing revenue note (the "Note") by the South Carolina State Housing Finance and Development Authority (the "Housing Authority") to provide a portion of the financing for the acquisition and construction of an affordable housing development to be located in the City of Rock Hill and to be known as Dunbar Place.

The proceeds of the Note will be loaned to the Housing Sponsor to provide a portion of the construction and permanent financing for this project. Total project costs are at approximately \$28.6 million. Federal and State tax credit equity, in an amount of approximately \$19.8 million, is expected to be raised as the result of financing the project with a tax-exempt private activity bond loan.

The State Housing Finance and Development Authority has issued its 42(m) Letter and State Tax Credit Letter with respect to this project.

Enclosed is the agenda package for the August meeting of the State Fiscal Accountability Authority requesting State law approval for the issuance of the Note. I have enclosed the following documents:

Delbert H. Singleton, Esq.
22 July 2022
Page 2

1. Completed SFAA transmittal form;
2. Preliminary Bond Resolution of the Housing Authority;
3. Petition of the Housing Authority to the SFAA;
4. A form of the approving Resolution to be considered for adoption by the SFAA at its August meeting;
5. Bond Counsel opinion letter to SFAA;
6. Form of the Authority's final Bond Resolution;
7. A form of bond counsel's bond opinion letter; and
8. Private Participant Disclosure forms.


By copy of this letter, I am also providing the State Treasurer's office with the NDIF for this transaction.

The Note transaction will be structured as a tax-exempt bank construction loan from U.S. Bank Trust Company, National Association, an institutional lender for affordable housing finance, and a tax-exempt permanent loan from Berkadia Commercial Mortgage, another institutional lender for affordable housing finance.

The Note is intended to be issued as an exempt facility bond for qualified residential rental projects under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended. Volume cap for this financing is expected to be provided by the Housing Authority from carry-forward volume cap that has previously been allocated to the Housing Authority.

I will attend the SFAA's meeting to answer any questions which may arise at the meeting. In the meantime, should you have any questions or need any additional information, please give me a call. With kindest personal regards, I remain,

Very truly yours,

Sam Howell by 

Samuel W. Howell

SWH,IV/sls
Enclosures

cc: Mr Robert MacDonald
Mr Richard Hutto
Tasha Thompson, Esq.

BOND TRANSMITTAL FORM

TO: Delbert H. Singleton, Jr., Authority Secretary
 State Fiscal Accountability Authority
 600 Wade Hampton Building (29201)
 P.O. Box 12444
 Columbia, SC 29211

DATE: 7/22/2022

Submitted for SFAA Meeting on:
 8/30/2022

FROM: Howell Linkous & Nettles, LLC

106 Broad Street
 Charleston, SC 29401

RE: Not to exceed \$17,750,000 South Carolina State Housing Finance and Development Authority, Multifamily Housing Revenue Note (Dunbar Place), Series 2022

Project Issue Date: 12/15/2022

Project Name: Dunbar Place

Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Dunbar Place, in Rock Hill, South Carolina.

Employment as a result of the project: Click or tap here to enter text.

	YES	NO	AMOUNT
Ceiling Allocation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
Refunding Involved	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.
Project Approved Previously	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.

Documents enclosed (executed original and two copies of each):

(ALL documents required for state law approval; A and C only for ceiling allocation only.)

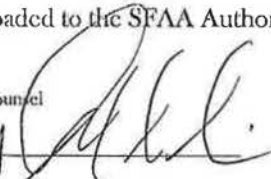
- A. Petition
- B. Resolution or Ordinance
- C. Inducement Resolution or comparable preliminary approval
- D. Department of Health and Environmental Control Certificate *if required*
- E. State Fiscal Accountability Authority Resolution and Public Notice *(original)*
 Plus 4 copies for certification and return to bond counsel
- F. Draft bond counsel opinion letter
- G. Processing Fee

Amount: \$Click or tap here to enter text. **Check No:** Click or tap here to enter text.

Payor: Click or tap here to enter text.

- H. No Private Participant will be known at the time the Authority considers this agenda item.
- J. This agenda item is accompanied by the applicable Private Party Disclosure form for each private participant.
- K. All documents have been uploaded to the SFAA Authority File Drop.

Bond Counsel: Samuel W. Howell
Type Name of Bond Counsel

By: Sam Howell by 
Signature

SFAA 06/19/2020

AN AMENDED RESOLUTION

MAKING PRELIMINARY PROVISION FOR THE ISSUANCE OF NOT TO EXCEED \$17,750,000 AGGREGATE PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REVENUE BONDS (DUNBAR PLACE) OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY AND OTHER MATTERS RELATED THERETO.

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977, Act No. 76 of the Acts and Joint Resolutions of the General Assembly of 1977, as amended, (the "Act"), provides that the South Carolina State Housing Finance and Development Authority (the "Authority"), upon making a determination that sufficient persons or families of either beneficiary class (as defined by the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing, that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor, and that a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to members of the Beneficiary Classes; and

WHEREAS, upon making such determination and upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the Authority may issue from time to time notes and bonds for the purpose of obtaining funds with which to make (1) construction and/or rehabilitation loans secured by mortgages of housing sponsors; and (2) permanent mortgage loans to housing sponsors who agree to and shall be required to provide construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class as defined by the Act, provided, however, with respect to any particular issue of notes or bonds one of the following conditions must be met: (a) if there is a public distribution of the notes or bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the notes or bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the notes or bonds are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgages or other security agreement in transactions with banks, institutional investors, or other non-registered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina, 1976, as amended, and the documents pursuant to which the notes or bonds are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the notes or bonds; and

WHEREAS, Dunbar Place Apartments, LLC, a limited liability company duly organized under the laws of the State of South Carolina (the "Sponsor") intends, with the assistance of the Authority, to acquire and construct (i) a 100-unit apartment development located in Rock Hill,

South Carolina, to be known as Dunbar Place (the "Project"), at an expected cost of approximately \$27,200,000; and

WHEREAS, the Sponsor has requested the assistance of the Authority by funding a mortgage loan (the "Mortgage Loan") through the issuance of its multifamily housing revenue bonds in the expected maximum principal amount of \$17,750,00 (the "Bonds") to finance a portion of the costs of the Project;

WHEREAS, the Bond Committee of the Authority has previously adopted a Preliminary Bond Resolution (the "Original Preliminary Bond Resolution") on May 19, 2021, with respect to the issuance of the Bonds to finance a portion of the costs of the Project; and

WHEREAS, the Original Preliminary Bond Resolution was approved with a term of one year from its adoption; and

WHEREAS, the Project features an ambitious design and the local regulatory process for this planned development with site specific zoning conditions was complicated, including upon completion of schematic design, additional site plan approvals were required before the Housing Sponsor could continue with design development, which has resulted in the Housing Sponsor being unable to close on the financing of the Project within one year of the date of the original approval of the Preliminary Bond Resolution; and

WHEREAS, design of the Project is nearing completion but the Housing Authority will be unable to close on the Bond transaction prior to May 19, 2022, the expiration date of the Original Preliminary Bond Resolution; and

WHEREAS, the Housing Sponsor has requested the renewal of the Bond authorization by the adoption of this Amended Preliminary Bond Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE BOND COMMITTEE OF THE BOARD OF COMMISSIONERS OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. Adoption of Premises. Each statement of fact set forth in the preamble hereto has been carefully examined and has been found to be in all respects true and correct.

Section 2. Undertakings of the Authority. In the event the Sponsor meets the requirements set forth herein and in order to provide the moneys required to finance the Mortgage Loan, to establish the necessary reserve funds, and to pay the costs and expenses of the Authority in connection therewith, the Authority will undertake to issue a series of bonds to be designated as "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Dunbar Place)" (with any appropriate series or subseries designation) in the aggregate principal amount of not to exceed \$17,750,000.

Any obligation of the Authority hereunder is subject to (a) the requirements that (i) the Project shall have received such local approval, if any, as is required under the Act, (ii) the

Authority approve the items which may be included in any required charges (rent plus any other mandatory payments) to occupants of the Project, and (iii) the issuance of the Bonds being approved by the SFAA and (b) the right of the Authority in its sole discretion, to rescind this resolution and to elect not to issue such Bonds at some future date.

Section 3. Obligation of Sponsor. If the plan proceeds as contemplated, the Sponsor agrees as follows:

(a) to make the Project available for occupancy by persons in the Beneficiary Classes for such period and subject to such conditions as the Authority may determine;

(b) to provide such security for any of its obligations or mortgages to the Authority, or of the obligations of any other person to the Authority, as the Authority may, in its sole discretion request which such security may include federal mortgage insurance or federal agreements to make payments adequate to pay amounts due by such Sponsor or such other person;

(c) to enter into a mortgage loan agreement with respect to the Project on such terms and conditions as the Authority may deem necessary or desirable;

(d) to pay all costs and expenses incurred by the Authority, including its reasonable counsel fees, in furtherance of the undertakings of the Authority hereunder, regardless of whether any bonds or notes are issued with respect to the Project;

(e) to provide the Authority with such information and material with respect to the Project, including financial statements and information, reports, tests, surveys, appraisals, plans, specifications, drawings, occupancy rates or rent rolls, studies or feasibility studies, legal opinions, descriptions, and access for inspection of the Project or any other such items as may be requested by the Authority; and

(f) to enter into such agreements including such disclosure agreements as may be required to meet the requirements of S.E.C. Rule 15c2-12(b)(5), execute such documents and provide such proofs or evidence as the Authority may, in its sole discretion, request in connection with its undertakings hereunder.

Section 4. Termination. The Authority or the Sponsor may elect not to proceed with the financing. The Authority shall not be obligated hereby to the Sponsor or any other person by virtue of the adoption of this resolution. Neither the Sponsor nor any other person shall have any rights hereunder and the Authority shall not be liable in any way to the Sponsor or any other person for any decision it makes not to proceed hereunder regardless of any action taken by the Sponsor or such other person whether known or unknown to the Authority.

Section 5. Sale of Bonds; Purchase Contract. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized to sell any or all series of the Bonds to Stifel, Nicolaus & Company, Incorporated or such other investment bank or institutional purchaser as designated by the Sponsor and approved by the Executive Director (the

“Purchaser”) pursuant to the terms and conditions of a Purchase Contract in substantially the form heretofore employed by the Authority in connection with the sale of its bonds. The authority hereby conferred may be exercised as long as the interest rate of the Bonds does not cause the interest rate on the Mortgage Loan to exceed five and no/100 per cent (5.00%) per annum and (a) if there is a public distribution of the Bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the Bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) the Bonds are to be sold only to institutional investors for investment. The purchase price of the Bonds shall be determined by the Chairman or Vice-Chairman and the Executive Director but in no event shall be less than 99% of par plus accrued interest on the Bonds from their date to the date of delivery thereof.

Section 6. Mortgage Loan. The Executive Director of the Authority is hereby authorized to execute a Mortgage Purchase Agreement or a Loan Agreement in substantially the form employed previously for the purchase of mortgage loans as may be appropriate at such time as she deems desirable at or before the delivery of the Bonds. The Executive Director is hereby authorized to alter any terms in such Agreement or Mortgage Loan to the extent necessary or desirable so long as such modification does not significantly alter the obligations of the Authority thereunder.

Section 7. Preliminary and Final Official Statements. There is hereby authorized the distribution of preliminary and final official statements or other offering documents in connection with the sale of the Bonds. Said official statements shall be in substantially the form heretofore used in connection with the distribution of the Authority’s multifamily revenue bonds and such changes, additions, deletions, or modifications as are consistent with the details of the Bonds or as are recommended by the Purchaser and accepted by bond counsel and the staff of the Authority. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized and directed to take such action as they deem appropriate or as is requested of either of them in connection with the distribution of preliminary or final official statements. The Authority hereby delegates to the Executive Director the power to deem any such Official Statement “Final” within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. Petition to SFAA. The Executive Director and the General Counsel of the Authority are hereby authorized and directed to prepare and present to the SFAA (i) a petition under Section 1-11-530 of the Code of Laws of South Carolina, 1976, as amended (the “Allocation Act”), for an allocation of private activity bond volume cap under the Allocation Act and Section 146 of the Internal Revenue Code of 1986, as amended (the “Code”), if necessary for the issuance of the Bonds as tax-exempt and (ii) a petition requesting approval of the Bonds by the SFAA as prescribed in Section 6 of the Act, which petitions (together, the “Petition”)

shall, among other things, set forth the pertinent provisions relating to the Bonds required by the Act or the Allocation Act, as the case may be.

Section 9. Designation of Fiduciaries. The trustee, paying agent, and registrar under any trust indenture to be entered into with respect to the Bonds shall be a corporate trustee as requested by the Sponsor and approved by the Authority.

Section 10. General Authority. The Commissioners of the Authority and its appropriate officers, attorneys, agents, and employees are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual, and complete performance of all the terms, covenants, and purposes contained in the Bonds and this Resolution, and each such Commissioner, officer, attorney, and employee is hereby authorized and directed to execute and deliver any and all papers and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated thereby.

Section 11. Expiration. This resolution, if not renewed, will expire on a date which is twelve (12) months from the date of its adoption by the Bond Committee of the Authority.

Section 12. Miscellaneous. All orders and resolutions or any parts thereof in conflict herewith are to the extent of such conflict hereby repealed. This resolution shall take effect and be in full force from and upon its adoption by the Bond Committee of the Authority.

Section 13. Non-Transferable. This resolution may not be transferred by the Sponsor except to a related party to the Sponsor. No other attempted sale or transfer of this resolution shall be valid or binding upon the Authority.

Section 14. Official Intent. The Sponsor has advised the Authority that it has advanced or will advance its own funds to pay Project costs on a temporary basis pending the issuance of the Bonds, and the Authority has been further advised that such funds do not consist of moneys that were otherwise earmarked or intended to be used by the Borrower to finance Project costs permanently. The Authority hereby declares its intent to reimburse expenditures for Project costs from the proceeds of the Bonds expected to be issued in the maximum amount of not to exceed \$17,750,000 to provide a portion of the financing for the Project. It is the intention of the Authority that the Original Preliminary Bond Resolution, as amended by this Resolution, shall constitute an official intent on the part of the Authority within the meaning of Treasury Regulation Sections 1.142-4(b) and 1.150-2(d). The Authority's reasonable expectations to apply the proceeds of the Bonds to reimburse or directly fund a portion of the costs of the Project are based on the Sponsor's representations regarding the Project, the expected sources of funds for the costs of the Project, and expected pre-development and development costs to be paid prior to the issuance of the Bonds.

**STATE OF SOUTH CAROLINA
COUNTY OF LEXINGTON**

I, the undersigned secretary of the South Carolina State Housing Finance and Development Authority (the "Authority"), do hereby certify that I am the duly qualified and acting Secretary to the Authority and as such further certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Commissioners of the Authority at a meeting duly called and held on the 14th day of July, 2022, at which meeting a quorum was present and acting throughout, and that said Resolution has not been modified, amended, or repealed and is in full force and effect on the date hereof.

I further certify that due notice of a meeting of the Board of Commissioners, called to be held in Columbia, South Carolina at 10:00 a.m. on July 14, 2022, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting was posted at the times and places required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Authority this 14th day of July, 2022.

**SOUTH CAROLINA STATE HOUSING
FINANCE AND DEVELOPMENT AUTHORITY**



By:

Bonita Shropshire

Bonita H. Shropshire
Secretary

funding of one or more mortgage loans (the "Mortgage Loan") through the issuance of its revenue bonds.

3. The Authority proposes to fund the Mortgage Loan to the Housing Sponsor by issuing its note pursuant to a Resolution to be adopted by the Authority (the "Resolution"), such bonds to be known as "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Note (Dunbar Place) (the "Note"), the proceeds of which will be used to fund the Mortgage Loan to the Housing Sponsor to provide construction and permanent financing for a portion of the costs of the Project and to qualify the Project for federal and South Carolina Low Income Housing Tax Credits (the "Tax Credits"). The Note is to be issued in the aggregate principal amount not to exceed \$17,750,000.

4. The Authority requested of the SFAA, and was granted, a carry-forward allocation of private activity bond volume cap under Section 146(f)(2) of the Code, a portion of which shall be allocated to the Note.

5. The Authority has determined that:

(a) (i) Sufficient persons or families of the Beneficiary Classes are unable to pay rent in the amounts at which private enterprise is providing decent, safe, and sanitary housing; (ii) through the exercise of one or more of the loan programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor; and (iii) a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to individuals of the Beneficiary Classes.

(b) In order to provide the moneys necessary to continue to implement the Authority's program, the Note must be issued.

(c) The Note will be issued and delivered to U.S. Bank Trust Company, National Association, an institutional lender, in evidence of the Funding Loan, or to such other institutional lender as is requested by the Housing Sponsor and approved by the Authority, which arrangement has been determined by the Authority to be sufficient for purposes of the Act, and that the revenues or other funds estimated to be available for the payment of debt service will provide moneys required for the repayment of the principal and interest on the bonds and notes of the Authority, including the Note.

6. The Authority will adopt the Resolution authorizing the issuance and delivery of the specific maximum amount of the Note and establishing the definitive terms thereof, including those revenues and assets to be pledged to the payment of the Note as described above. The Authority will take steps necessary to comply with the requirements of Sections 103 and 141-150 of the Code.

7. It is expected that the Note will be issued pursuant to a Funding Loan Agreement, Borrower Loan Agreement, and related documents, pursuant to which the proceeds of the Note will be used to finance a portion of the costs of acquisition and construction of the Project and

the costs of issuance of the Note. The net interest rates to be borne by the Note have not been determined. It is expected that the average interest rate on the Note during the construction period will be a floating rate of approximately 5.37% and during the permanent loan period will be a fixed rate of 5.5%.

8. The size, date, maturity schedule, payment dates, and repayment provisions with respect to the Note shall be finally determined prior to the date the Note is issued. As soon as these matters are finally determined, a precise schedule thereof shall be presented to the SFAA or its designee as provided by the Act. There are hereby filed with the SFAA pro forma schedules with respect to the Note based on current estimates and market conditions.

9. The Authority requests that the SFAA delegate to the State Treasurer the ability to approve the interest rates on the Note, and upon making determination that the funds anticipated to be available for the payment of the Authority's notes and bonds, including the Note, will be sufficient to provide for the payment of principal and interest thereon, to grant on behalf of the SFAA final approval for the issuance of the Note. Prior to the issuance of the Note, the Authority shall have provided to the State Treasurer, to the extent not previously provided herein or otherwise, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (a) the principal amount of the Note to be issued;
- (b) the maturity schedule of the Note to be issued;
- (c) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (d) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (c); and
- (e) the method to be employed in selling the Note.

Attached hereto in response to the requirements of Section 31-13-220 are the following schedules, certain of which are pro forma schedules because the Note have not been priced or sold as of the date of this Petition, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Note to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Note to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (iii) have previously been provided to the Office of the State Treasurer; and
- (v) the method to be employed in selling the Note.

10. The Note is a special obligation of the Authority secured by and payable solely from moneys, income, and receipts of the Authority pledged under the Resolution and the Funding Loan Agreement with respect thereto.

11. Schedules showing the annual debt service requirements of all outstanding bonds and notes of the Authority and the sources of revenues available for the payment of such debt service requirements have previously been provided to the Office of the State Treasurer by the Authority.

WHEREFORE, on the basis of the foregoing, the Authority prays the SFAA (i) to accept the filing of this Petition and the documents submitted herewith; (ii) to undertake such review as it deems necessary; and (iii) to give conditional approval of the issuance of the Note, in the aggregate principal amount of not to exceed \$17,750,000 for the purpose of financing the Mortgage Loan to pay a portion of the cost of the acquisition and construction of the Project, as set forth above, and for paying the costs of issuance in connection therewith.

Respectfully submitted,

**SOUTH CAROLINA STATE HOUSING FINANCE
AND DEVELOPMENT AUTHORITY**

By: _____

Tracy C. Easton

General Counsel

July 21, 2022

A RESOLUTION

GRANTING APPROVAL TO THE ISSUANCE BY THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY OF ITS MULTIFAMILY HOUSING REVENUE NOTE (DUNBAR PLACE)

WHEREAS, The South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act") provides that, upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the South Carolina State Housing Finance and Development Authority (the "Authority") may issue from time to time bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and shall be required to provide for construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Class"); provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of such loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional buyers, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes; and

WHEREAS, the Authority has presented to the SFAA its Petition (the "Petition"), which, together with the schedules thereto attached, sets forth certain information with respect to the Authority's Multifamily Housing Revenue Note (Dunbar Place), Series 2022 in the principal amount not to exceed \$17,750,000 (the "Note"); and

WHEREAS, the following have been submitted with the Petition in response to the requirements of Section 31-13-220 of the Act, certain of which are pro forma schedules because the Note have not been priced or sold as of the date of this Resolution, to wit:

- (a) a pro forma (in lieu of final schedules) of the principal amount of the Note to be issued;
- (b) a pro forma (in lieu of final schedules) of the maturity schedule of the Note to be issued;

- (c) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Housing Authority have previously been provided to the Office of the State Treasurer;
- (d) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii) have previously been provided to the Office of the State Treasurer;
- (e) the method to be employed in selling the Note.

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FISCAL ACCOUNTABILITY AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. The SFAA hereby finds and determines that the funds estimated to be available for the repayment of the Authority's notes and bonds on a pro forma basis, including the Note, will be sufficient to provide for the payment of the principal and interest thereon. Conditional approval is hereby granted by the SFAA to the execution and delivery by the Authority of the Note in the principal amount not to exceed \$17,750,000.

Section 2. The approval of the SFAA is hereby conditioned on the following:

(a) Following the pricing or sale of the Note, but prior to closing and issuance of the Note, the approval of the State Treasurer of the interest rate or rates on the Note and of the form and substance of such documents as he deems necessary therefor;

(b) Following the pricing or sale of the Note, but prior to the closing and issuance of the Note, the Authority shall have provided to the State Treasurer, to the extent not previously provided, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (i) the final principal amount of the Note to be issued;
- (ii) the final maturity schedule of the Note to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (iv) schedules showing the final amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii);
- (v) the method to be employed in selling the Note.

(c) Following the pricing or sale of the Note, but prior to the closing and issuance of the Note, the State Treasurer shall find and determine, based solely on his review of the documents described in clauses (i) through (v) above, that the funds estimated to be available for the repayment of the Authority's notes and bonds, including the Note, will be sufficient to provide for the payment of the principal and interest thereon;

(d) The documents pursuant to which the Note is being issued shall provide that all expenses, costs, and fees of the Authority in connection with the issuance of the Note, including

legal fees, printing, and all disbursements shall be paid by the Housing Sponsor (as defined in the Petition); and

(e) The final approval by the Governor as the elected official of the State of South Carolina for purposes of Section 142(f) of the Internal Revenue Code of 1986, as amended.

Section 3. This Resolution shall take effect immediately upon its adoption.

[FORM OF BOND COUNSEL OPINION]

_____, 2022

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina

Re: Not to exceed \$17,750,000 South Carolina State Housing Finance and
Development Authority Multifamily Housing Revenue Bonds (Dunbar Place),
Series 2022

Ladies and Gentlemen:

As bond counsel to Dunbar Place Apartments, LLC, a South Carolina limited liability company (the "Housing Sponsor"), we have examined a certified copy of the Transcript of Proceedings and other proofs submitted to us, including the Constitution and Statutes of the State of South Carolina, in relation to the issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer") of its \$ _____ South Carolina State Housing Finance and Development Authority Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEMS)(Dunbar Place), Series 2022A (FN) (the "Series A Bonds") and its \$ _____ Multifamily Housing Revenue Bonds (Dunbar Place), Series 2022B (the "Series B Bonds," and together with the Series A Bonds, individually or collectively as context may dictate, the "Bonds"). The Bonds are issued pursuant to the provisions of (i) Title 31, Chapters 3 and 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), (ii) a Financing Agreement, dated as of _____ 1, 2022 (the "Financing Agreement"), among the Issuer, [_____], and the Housing Sponsor, (iii) an Indenture of Trust, dated as of _____ 1, 2022 (the "Indenture"), between the Issuer and the Trustee, and (iv) a resolution (the "Resolution") adopted by the Board of Commissioners of the Issuer authorising the issuance and sale of the Bonds. Pursuant to the Financing Agreement, the Issuer will make a mortgage loan (the "Mortgage Loan") to the Housing Sponsor to be used to provide financing for the acquisition and construction of a multifamily rental housing development (the "Project") described in the Financing Agreement. Pursuant to the Financing Agreement, the Housing Sponsor has agreed to make the payments to or on behalf of the Issuer sufficient to pay, in the aggregate, the principal of, premium, if any, and

Board of Commissioners
South Carolina State Housing Finance
and Development Authority
_____, 2022

Page 2

interest on the Bonds, as well as other payments, property, and revenues pledged to the payment thereof under the Indenture (the "Trust Estate").

The Project is subject to an Agreement as to Restrictive Covenants, dated as of _____, 2022 (the "Regulatory Agreement"), between the Housing Sponsor and the Issuer, and the Federal Tax Agreement and Non-Arbitrage Certificate, dated the date hereof (the "Tax Agreement"), between the Housing Sponsor and the Issuer. The Financing Agreement, the Indenture, the Regulatory Agreement, and the Tax Agreement contain covenants that include requirements regarding the application and investment of the proceeds of the sale of the Bonds, the use and occupancy of the residential units of the Project, and the rebate of certain investment proceeds to the United States government.

With respect to the power of the Housing Sponsor to enter into and perform its obligations under the Financing Agreement and the other documents to which it is party, the due authorisation, execution, and delivery of the Financing Agreement and the other documents by the Housing Sponsor, and the validity and enforceability thereof against the Housing Sponsor, we refer you to the opinion of _____, _____, _____ as counsel to the Housing Sponsor of even date herewith addressed to you.

As to questions of fact material to our opinion, we have relied upon representations of and compliance with covenants by the Housing Sponsor and the Issuer contained in the Financing Agreement, the Indenture, the Regulatory Agreement, the Tax Agreement, certificates of public officials furnished to us, and certificates of representatives of the Housing Sponsor, the Issuer, and other parties, in each case, without undertaking any independent verification, although nothing has come to our attention to lead us to believe we are not justified in so relying. We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine; all documents, certificates, and instruments submitted to us as originals are authentic; and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and instruments relating to this financing have been duly authorised, executed, and delivered by all parties thereto other than the Issuer, and we have further assumed the due organisation, existence, and powers of such other parties other than the Issuer.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Preliminary Official Statement, the Official Statement or any other offering material relating to the Bonds and we express no opinion relating thereto.

Based on the foregoing, as of the date hereof we are of the opinion, under existing law, as follows:

1. The Issuer is validly existing as a body corporate and politic under the laws of the State of South Carolina with the corporate power to enter into and perform its obligations under the Financing Agreement and the Indenture and to issue the Bonds.

2. The Financing Agreement and the Indenture have been duly authorised, executed, and delivered by the Issuer, and (assuming due authorisation, execution, and delivery thereof by the other parties thereto) as the valid and binding agreements of the Issuer enforceable against the Issuer in accordance with their respective terms.

3. The Resolution has been duly adopted and the Bonds have been duly authorised and executed by the Issuer, and are valid and binding limited obligations of the Issuer, enforceable in accordance with their terms, and payable solely from the Trust Estate. The Bonds are not general obligations or an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation, and do not constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit, but is payable solely from the Trust Estate.

4. Interest on the Bonds is exempt from South Carolina income taxation; and (a) interest on the Bonds is excludable from gross income for federal income tax purposes, except for interest on any Bonds for any period during which such Bonds are held by a "substantial user" of the facilities financed by the Bonds or a "related person" within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and (b) is not a specific preference item for purposes of the federal alternative minimum tax. Furthermore, it should be note that Section 12-11-20 of the Code of Laws of South Carolina 1976, as amended, imposes upon every bank engaged in business in South Carolina a fee or franchise tax computed on the entire net income of such bank, which includes interest on the Bonds. The opinion set forth in this paragraph is subject to the condition that the Issuer and the Housing Sponsor comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excludable from gross income for federal and South Carolina income tax purposes. Failure to comply with certain of the requirements could cause the interest on the Bonds to be so included in gross income retroactively to the date of issuance of the Bonds. The Issuer and the Housing Sponsor have covenanted to comply with all such requirements.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds, the Indenture, and the Financing Agreement are limited by bankruptcy, insolvency, reorganisation, moratorium, and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity. Certain indemnity provisions may be unenforceable pursuant to court decisions invalidating such indemnity agreements on grounds of public policy.

Board of Commissioners
South Carolina State Housing Finance
and Development Authority

_____, 2022

Page 4

We express no opinion regarding the perfection or priority of the lien on the Trust Estate.

Except as expressly stated above, we express no opinion regarding any other federal or state income tax consequences of acquiring, carrying, owning, or disposing of the Bonds. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds, which may include original issue premium, purchase at market discount or at a premium, taxation upon sale, redemption, or other disposition, and various withholding requirements.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Our services as Bond Counsel have been limited to rendering the foregoing opinions based on our review of such legal proceedings as we deem necessary to make the statements contained in this letter with respect to the validity of the Bonds and the tax-exempt status of the interest on the Bonds. We have not examined any documents or other information concerning the business or financial resources of the Issuer or the Housing Sponsor, and we express no opinion as to the accuracy or completeness of any information with respect to the Issuer or the Housing Sponsor that may have been relied upon by the purchaser of the Bonds in making its decision to purchase the Bonds.

We have examined the executed Bond No. R-1 of each series of Bonds and, in our opinion, it is in due form of law.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

August 30, 2022

State Fiscal Accountability Authority
Columbia, South Carolina

Not to Exceed \$17,750,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Note (Dunbar Place), Series 2022

Ladies and Gentlemen:

We are acting as bond counsel in connection with the proposed issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer"), of the referenced note (the "Note"). At your request, we are delivering this opinion in connection with the Issuer's Petition ("Petition") to the State Fiscal Accountability Authority ("SFAA"), to receive the SFAA's approval of the issuance of the Note pursuant to Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to enable the Issuer to make a mortgage loan (the "Mortgage Loan") to Dunbar Place Apartments, LLC (the "Housing Sponsor") to be used to provide construction and permanent financing for a multifamily rental housing development (the "Project").

In that capacity, we have examined originals or copies of the Petition, the Preliminary Bond Resolution, and the Amended and Restated Preliminary Bond Resolution adopted by the Board of Commissioners of the Issuer (collectively, the "Bond Resolution"), and the forms of the Loan Agreements (collectively with the Bond Resolution and the Petition, the "Transaction Documents"), and other documents, certificates, and correspondence as we have deemed necessary for purposes of giving this opinion.

In rendering the opinion expressed below, we have relied solely on our examination of the Transaction Documents. We have not made any investigation as to any factual matter or as to the accuracy or completeness of any representation, warranty, data, or any other information, whether written or oral, that may have been made by or on behalf of the Issuer, the SFAA, Dunbar Place Apartments, LLC, or the other parties to the Transaction Documents. Further, in


rendering the opinion expressed below, we do not purport to be experts in or generally familiar with or qualified to express legal opinions based on the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of South Carolina, and the opinions are limited to the federal laws of the United States of America and the laws of the State of South Carolina.

Based on the stated examination and assumptions, and subject to the stated qualifications and limitations, we are of the opinion, under existing law, that all findings and conclusions appearing in the SFAA Resolution are supported by representations or statements of fact appearing in the Transaction Documents and the Transaction Documents comply with all requirements of the Act, contain all required facts, information, and findings by the respective authorities, and are legally sufficient to allow the SFAA to approve the issuance of the Note through the adoption of the SFAA Resolution.

Except as set forth above, we express no opinion in connection with the issuance and sale of the Note. The opinion expressed above is rendered solely for your benefit in considering the approval of the issuance of the Note under the Act. The opinion may neither be relied on by you for any other purpose nor be furnished to, used, circulated, quoted, or relied on by any other person or entity for any other purpose, without our prior written consent in each instance. We disclaim any obligation to update the opinion expressed above for events occurring or coming to our attention after the date of this letter.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC

Sam Howell by 
Samuel W. Howell



RBC Capital Markets

Project Financial Projections

Dunbar Place
Rock Hill, SC

Printed: 6/16/2022
Revised: 06/16/22

Contents	Page
General Information and Financing Assumptions	1
Sources and Uses Schedule	2
Credit Calculation Schedule	3
Summary of Operating Partnership Benefits	4
Rental Income & Other and Commercial Income	5
Lease up and Expenses	6
Projected Net Operating Income	7
Projected Cash Flow	8
Projected Taxable Income/(Loss)	9
Depreciation & Amortization Schedule	10
Cash Flow / Mortgage Amortization Schedules	11-14
Reserve Accounts	15
Capital Account Analysis	16
Flow of Funds	17-18
Construction Interest Schedule	19-20

OPM Version 5-4, February 5, 2021

V:\data\Common\Properties\Flanagan\Dunbar-SC\OPM\OPM V5-4 Dunbar Place 22-06-16.xlsm\TOC

Preliminary, subject to change. This communication was prepared exclusively for the benefit of and internal use by the recipient for the purpose of considering the transaction or transactions contemplated herein. This communication is confidential and proprietary to RBC Capital Markets, LLC ("RBC CM") and may not be disclosed, reproduced, distributed or used for any other purpose by the recipient without RBCCM's express written consent.

The information and any analyses contained in this communication are taken from, or based upon, information obtained from the recipient or from publicly available sources, the completeness and accuracy of which has not been independently verified, and cannot be assured by RBC CM. The information and any analyses in these materials reflect prevailing conditions and RBC CM's views as of this date, all of which are subject to change.

To the extent projections and financial analyses are set forth herein, they may be based on estimated financial performance prepared by or in consultation with the recipient and are intended only to suggest reasonable ranges of results. The printed communication is incomplete without reference to the oral communication or other written materials that supplement it.

IRS Circular 230 Disclosure: RBC CM and its affiliates do not provide tax advice and nothing contained herein should be construed as tax advice. Any discussion of U.S. tax matters contained herein (including any attachments) (i) was not intended or written to be used, and cannot be used, by you for the purpose of avoiding tax penalties; and (ii) was written in connection with the promotion or marketing of the matters addressed herein. Accordingly, you should seek advice based upon your particular circumstances from an independent tax advisor. To the fullest extent permitted by law neither RBC Capital Markets, nor any of its affiliates, nor any other person, accepts any liability whatsoever for any direct or consequential loss arising from any use of this communication or the information contained herein.

RBC Capital Markets is a registered trademark of Royal Bank of Canada. RBC Capital Markets is the global brand name for the capital markets business of Royal Bank of Canada and its affiliates, including RBC Capital Markets, LLC (member FINRA, NYSE and SIPC). © Registered trademark of Royal Bank of Canada. Used under license. © Copyright 2016. All rights reserved.

General Information and Financing Assumptions
Dunbar Place

Property Information

Project Name	Dunbar Place		
City	Rock Hill		
County	York		
State	SC		
Number of Total Units	100	Number of Rehabilitated Units	0
Number of Qualified Units	100	Number of Non-Qualified Units	0
Qualified Managers Unit	0	Number of Market Unit	0
Number of Buildings - LIHTC	1	Buildings - Other	0
Commercial Space - square footage	-		
New Construction/Rehabilitation	New Construction	Scattered Site	
Property Type	Mid-Rise	No	
Market Type	Suburban	Special Needs	
Targeted Tenants	Family	No	
Developer	DreamKey Partners		
LEED Certification	TBD		

Project Dates

Model Start Date	9/1/2022
L.T. Partnership Close	9/1/2022
Construction Start Date	9/1/2022
Construction Term (months)	18
Construction Completion Date - Final Bldg	3/1/2024
Construction Completion Date - First Bldg	3/1/2024
Operations Start Date	3/1/2024
Months in First Year of Operations	10
First Tax Credit Month	3/1/2024
Lease up Starts	3/1/2024
Lease up Period (months)	0
Leases per Month - Absorption	13
100% Qualified Occupancy	10/1/2024
Depreciation Start Date	3/1/2024
Permanent Loan Closing Date	1/1/2025

Base year DSCR & IER

Income net of Vacancy	1,232,428
Other Income Adjustments	-
Operating Expenses	(424,450)
Real Estate Tax Abatement	-
Management Fee	(61,621)
Other Expense Adjustments	-
Replacement Reserves	(10,000)
Base year NOI	716,357
Base year debt Service	592,008
Base year DCR	1.21
Income to Exp + Hard Debt Ratio	1.11

Tax Exempt Bond Proceeds	19,000,000
Less Non-Eligible Uses Funded by Bonds	-
Other Adjustments	-
Other Adjustments	-
Total Bond Proceeds	19,000,000
Aggregate Basis and Land	26,778,269
Other Adjustments	-
Total Aggregate Basis and Land	26,778,269
	70.95%

Base Interest Rate	Rate Index	Construction	Permanent
		Tax-Exempt	Taxable
		Variable	Fixed
		0.960%	0.000%
		10-day SOFR + 250 (assumed)	

Spread	2.500%
Liquidity Fee	
Bond Issuer Fee	
Remarketing Fee	
Trustee Fee	
Interest Rate Cap Escrow Fee	
LOC Fee	
Credit Enhancement Fee	
Servicing Fee	
Forward Premium	
Total Annual Ongoing Fees	2.500% 0.000%

Projected Note Rate	3.460% 0.000%
Underwriting Adjustment	1.6500%
Underwriting Interest Rate	5.110% 0.000%

Interest Rate Floor	
Interest Rate Ceiling	

OPERATING ENTITY STRUCTURE

Operating Partnership / LLC		Dunbar Place Apartments, LLC		Starting Percentages					
GP / Managing Members:		Tax Exempt	Income/(Loss)	LIHTC - Fed	Other Credits	LIHTC - State	Historic - State	Cash Flow	Residual
Managing GP	Dunbar Place Rock Hill, LLC	No	0.0000%	0.0000%				0.0000%	89.0000%
Other GP		No							
LP / Investing Members:									
RBC - Federal LP	RBC Community Investment, LLC	No	98.9900%	98.9900%	0.0000%	0.0000%	0.0000%	98.9900%	9.9900%
Special LP	RBC Community Investments Manager II, LLC	No	0.0010%	0.0010%				0.0010%	0.0010%
RBC - State LP	RBC Community Investment, LLC - State	No	1.0000%	1.0000%	0.0000%	100.0000%	0.0000%	1.0000%	1.0000%
Other LP		No							
		100.0000%	100.0000%	0.0000%	100.0000%	0.0000%	100.0000%	100.0000%	100.0000%

Construction Financing Assumptions

Financing Vehicle	Total	Interest Rate	Interest Rate Calculation	Loan Term (Months)
US Bank	19,000,000	5.110%	US Bank (assumed)	36
US Bank Taxable Tail	2,750,000	5.110%	US Bank (assumed)	36
RBC Loan				

Summary of Tax Credit Equity

	Tax Credits in Kind	\$ Credit	Capital Contribution
Low Income Housing Tax Credits	\$ 13,007,250	\$0.8500	\$ 11,056,159
Historic Tax Credits	-	\$0.0000	-
Other Credits	-	\$0.0000	-
Low Income Housing Tax Credits - State	-	\$0.6500	-
Historic Tax Credits - State	-	\$0.0000	-
Total Lower Tier Equity			\$ 11,056,159

Permanent Financing / Cash Flow Assumptions

Financing Vehicle	Type	Loan Priority	Total	Interest Rate	Amortization (Months)	Loan Term (Years)	Calculation Type	% of Cash Flow Used In Payment	Closing / Start Date	Payment Start Date	Servicing Fee / MIP	Percent of Cash Flow	Percent of EBF	Fiscal Amount	Inflation %	Excludable	Cumulative Release	Cash Basis Terminate	Nonrecourse for 704b
First Mortgage (Bankside)	Loan	1	9,453,697	5.250%	420	15.00	Hand-Accept	100.0%	1/1/2025	1/1/2025						Yes	Yes	No	Yes
Asset Management Fee	AMF		420	35.00	\$		100.0%	100.0%	9/1/2023	9/1/2023			7,500	103.00%	Yes	Yes	No	No	
STATE Asset Management Fee	AMF		420	35.00	\$		100.0%	100.0%	9/1/2023	9/1/2023			2,500	103.00%	Yes	Yes	No	No	
Cash Flow prior to Final Closing	Other		29	2.42	Soft-Other		100.0%	100.0%	9/1/2022	9/1/2022					No	Yes	No	No	
Replenish Operating Reserve	Reserve														No	No	No	No	
Deferred Developers Fee	DDF		462,999	0.000%	180	15.00	Soft-% CF	100.0%	4/1/2025	1/1/2025					Yes	Yes	Yes	No	
GP Asset Management Fee	Fee-GP		420	35.00	\$		100.0%	100.0%	9/1/2023	9/1/2023				103.00%	Yes	Yes	Yes	No	
Incentive Management Fee	IMF		360	30.00	% CF		100.0%	100.0%	1/1/2025	1/1/2025			80.000%		Yes	No	Yes	No	

Prime Interest Rate
 Applicable Federal Rate May-22 2.660%

Credit Calculation Schedule

Dunbar Place

Low Income Housing Tax Credits

Allocation Yr:	2022	DDA/QCT	Yes
Type of Deal:	4%	QCT #:	
LIHTC BIN's	1		
Non-Profit set-aside		TBD	
		Rehabilitation	Acquisition
Tax Credit Rate %		4.00%	
Date of Rate Used			
Rate Locked	Fixed 4%	Yes	

	Annual	Total
LIHTC Reservation	\$ 1,313,996	\$ 13,139,960
LIHTC Projected	1,313,996	13,139,960
Lesser of Projected or Reservation	1,313,996	13,139,960
Excess Basis/(Basis Shortfall)	-	-
SF Percentage	0.00%	100.00%
Unit Percentage		100.00%
Lesser of Unit/SF		100.00%

Historic Tax Credits

Federal Credits	No
Reduction to Capital Account	100%
Timing of Adjustment	Year of Credit

Other Tax Credits

Reduction to Capital Account	50%
------------------------------	-----

Low Income Housing Tax Credit Calculation

Item	Rehabilitation	Acquisition
Eligible Basis	\$ 25,628,269	
Less:		
Acquisition Cost	-	-
Residential Historic Tax Credits	-	-
Grants	-	-
Other Credit's adjustment	-	-
COI Bond Depreciable	(359,113)	-
	-	-
	-	-
	25,269,156	-
DDA/QCT Adjustment	Yes	130%
Eligible Basis	32,849,903	-
Basis Limitation	-	-
Total Eligible Basis	32,849,903	-
Low Income Percentage	100.00%	100.00%
Qualified LIHTC Basis	32,849,903	-
Tax Credit Percentage	4.00%	0.00%
LIHTC Calculated	1,313,996	-
LIHTC Reservation	1,313,996	-
Allowable LIHTC	1,313,996	-

Historic Tax Credit Calculation

Item	Federal Historic Rehab Credit		
	Residential	Commercial	Total
Depreciable Basis	\$ -	\$ -	
Less:			
Acquisition Cost	-	-	
Personal Property	-	-	
Sitework	-	-	
Bldg Additions/(Demo)	-	-	
Ineligible Interest	-	-	
Other Ineligible Costs	-	-	
Grants	-	-	
Historic Tax Credit Basis	-	-	
Historic Tax Credit %	0%	0%	
Total Historic Tax Credit	\$ -	\$ -	\$ -
Tax Credit Delivery			
2024	-	-	-
2025	-	-	-
2026	-	-	-
2027	-	-	-

State LIHTC	Yes
Eligible Basis	25,628,269
Adjustments	(25,628,269)
	-
Total Allocation	13,139,960
Total Basis	13,139,960
Credit Percentage	100%
Tax Credits	13,139,960
State Historic	No
Depreciable Basis	-
Adjustments	-
Adjustments	-
Adjustments	-
Total Basis	-
Credit Percentage	0%
Tax Credits	-
Other Credits	Type of Credit
Basis	-
Adjustments	-
Adjustments	-
Adjustments	-
Total Basis	-
Credit Percentage	0%
Tax Credits	-

Summary of Operating Partnership Benefits

Dunbar Place

Printed: 6/16/2022

2:54 PM

Page 4

Year	Equity Contribution	Projected Taxable Income (Loss)	Deduct Stressed Cash Flow 100.00%	Projected Tax Benefits 21.00%	Projected Federal Housing Tax Credits	Projected Historic Rehab Tax Credits	Projected Other Tax Credits	Projected State Tax Credits	Federal Tax Effect on State Credits Yes	Projected Total Tax Benefits	0.00% Projected Cash Flow	Total Investing L.P. Benefits
2022	\$ 1,658,424	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2023	-	(3,299)	-	693	-	-	-	-	-	693	-	693
2024	7,186,503	(3,019,827)	-	634,164	713,233	-	-	-	-	1,347,397	-	1,347,397
2025	2,211,232	(940,567)	-	197,519	1,300,725	-	-	-	-	1,498,244	-	1,498,244
2026	-	(930,461)	9,689	197,432	1,300,725	-	-	-	-	1,498,157	-	1,498,157
2027	-	(782,351)	14,427	167,323	1,300,725	-	-	-	-	1,468,048	-	1,468,048
2028	-	(745,296)	15,395	159,745	1,300,725	-	-	-	-	1,460,470	-	1,460,470
2029	-	(729,501)	16,367	156,632	1,300,725	-	-	-	-	1,457,357	-	1,457,357
2030	-	(703,370)	17,267	151,334	1,300,725	-	-	-	-	1,452,059	-	1,452,059
2031	-	(675,072)	18,247	145,597	1,300,725	-	-	-	-	1,446,322	-	1,446,322
2032	-	(654,196)	19,230	141,419	1,300,725	-	-	-	-	1,442,144	-	1,442,144
2033	-	(644,635)	20,216	139,619	1,300,725	-	-	-	-	1,440,344	-	1,440,344
2034	-	(662,395)	21,205	143,556	587,492	-	-	-	-	731,048	-	731,048
2035	-	(316,793)	22,103	71,168	-	-	-	-	-	71,168	-	71,168
2036	-	23,095	23,095	-	-	-	-	-	-	-	-	-
2037	-	24,088	24,088	-	-	-	-	-	-	-	-	-
2038	-	25,081	25,081	-	-	-	-	-	-	-	-	-
2039	-	-	-	-	-	-	-	-	-	-	-	-
2040	-	-	-	-	-	-	-	-	-	-	-	-
Totals	11,056,159	(10,735,499)	246,410	2,306,201	13,007,250	-	-	-	-	15,313,451	-	15,313,451
Disposition	N/A	(74,250)	N/A	15,593	N/A	N/A	N/A	N/A	N/A	15,593	-	15,593
Totals	\$ 11,056,159	\$(10,809,749)	\$ 246,410	\$ 2,321,794	\$ 13,007,250	\$ -	\$ -	\$ -	\$ -	\$ 15,329,044	\$ -	\$ 15,329,044

L.P. Income (Loss) % 98.99%
 L.P. Cash Flow % 98.99%
 L.P. Tax Credit % 98.99%

Other and Commercial Income

Dunbar Place

Printed: 6/16/2022 2:54 PM

Page 5a

Other Income

Type of Income	Category	# of Units	Monthly Rent per Unit	Monthly Gross	Annual Rent per Unit	Annual Gross	% Utilized	Annual Net	Monthly Net
Other	Other	100		-	50.00	5,000	93.00%	4,650	387.50
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		-	0.00%	-	-
				-		5,000		4,650	387.50
							Per Unit	46.50	3.88

Commercial Income

Tenant	Rentable Square Footage	Start Date	Gross Rent per Sq Ft	Landlord Expense per Sq Ft	Net Rent per Sq Ft	Annual Gross Rent	% Utilized	Annual	Monthly	Inflation
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
						-	0.00%	-	-	100.00%
	0					-		-	-	

Lease up and Expenses

Dunbar Place

Printed: 6/16/2022 2:54 PM

Page 6

LEASEUP

	2024					2025				
	Non-Q		Market		Percent Leased	Non-Q		Market		Percent Leased
	LI Units	Units	Units	Units		LI Units	Units	Units	Units	
January	-	-	-	-	0.00%	100	-	-	100	100.00%
February	-	-	-	-	0.00%	100	-	-	100	100.00%
March	13	-	-	13	13.00%	100	-	-	100	100.00%
April	26	-	-	26	26.00%	100	-	-	100	100.00%
May	39	-	-	39	39.00%	100	-	-	100	100.00%
June	52	-	-	52	52.00%	100	-	-	100	100.00%
July	64	-	-	64	64.00%	100	-	-	100	100.00%
August	76	-	-	76	76.00%	100	-	-	100	100.00%
September	88	-	-	88	88.00%	100	-	-	100	100.00%
October	100	-	-	100	100.00%	100	-	-	100	100.00%
November	100	-	-	100	100.00%	100	-	-	100	100.00%
December	100	-	-	100	100.00%	100	-	-	100	100.00%
Total	658			658		1,200			1,200	

	2026					2027				
	Non-Q		Market		Percent Leased	Non-Q		Market		Percent Leased
	LI Units	Units	Units	Units		LI Units	Units	Units	Units	
January	100	-	-	100	100.00%	100	-	-	100	100.00%
February	100	-	-	100	100.00%	100	-	-	100	100.00%
March	100	-	-	100	100.00%	100	-	-	100	100.00%
April	100	-	-	100	100.00%	100	-	-	100	100.00%
May	100	-	-	100	100.00%	100	-	-	100	100.00%
June	100	-	-	100	100.00%	100	-	-	100	100.00%
July	100	-	-	100	100.00%	100	-	-	100	100.00%
August	100	-	-	100	100.00%	100	-	-	100	100.00%
September	100	-	-	100	100.00%	100	-	-	100	100.00%
October	100	-	-	100	100.00%	100	-	-	100	100.00%
November	100	-	-	100	100.00%	100	-	-	100	100.00%
December	100	-	-	100	100.00%	100	-	-	100	100.00%
Total	1,200			1,200		1,200			1,200	

OPERATING EXPENSES

Expenses:		Expense	Per Unit	
Controllable Expenses				Per Unit/Month
Administrative	Monthly	\$ 77,000	\$ 770	\$ 64
Repairs and Maintenance	Per Unit	81,000	810	68
Payroll	Monthly	150,000	1,500	125
Other	Monthly	-	-	-
Subtotal Controllable Expenses		308,000	3,080	257
Non-Controllable Expenses:				
Insurance	Monthly	19,000	190	16
Utilities	Per Unit	27,000	270	23
Water and Sewer	Per Unit	63,450	635	53
Supportive Services	Monthly	-	-	-
Other	Monthly	-	-	-
Real Estate Taxes	Monthly	7,000	70	6
Subtotal Non-Controllable Expenses		116,450	1,165	97
Management Fee		61,621	616	51
Total Operating Expense		486,071	4,861	405
Replacement Reserve		30,000	300	25
Total Expenses & R.R.		\$ 516,071	\$ 5,161	\$ 430
Real Estate Tax Abatement		Yes		
Management Fee				
Percentage of EGI		5.000%	61,621	
Min Monthly Fee		\$ -	-	
Fee / unit / month		\$ -	-	
Inflation			103.00%	
Override - Base Year		\$ -	-	
Replacement Reserve				
	Start Date	Per Unit	Annual	Inflation
RBC	3/1/2024	\$ 250	\$ 25,000	103.00%
Lender		300	30,000	103.00%

Cash Flow / Mortgage Amortization Schedules

Schedules 6 to 10

Dunbar Place

Cash Flow prior to Final Closing

		Other	Soft-Other	override																
Loan Amount	\$ -	Commencement Dates																		
Interest Rate	0.0009% Compound	Interest		Payment	Closing															
Amort Term (mos)	29	Month (MM)		9	9	9 Cumulative	Yes													
Monthly Payment	N/A	Year (YYYY)		2022	2022	2022 Cash Basis	No													
Year	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	
Total Payments	\$ -	\$ -	\$ 298,490	\$ (298,490)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal Payment	-	-	298,490	(298,490)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding Balance	\$ -	\$ -	\$ (298,490)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

NOTE:

Replenish Operating Reserve

		Reserve	- calc																	
Loan Amount	\$ -	Commencement Dates																		
Interest Rate	0.0009% Compound	Interest		Payment	Cumulative	No														
Amort Term (mos)	0	Month (MM)				Cash Basis	No													
Monthly Payment	N/A	Year (YYYY)																		
Year	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	
Total Payment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal Payment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

NOTE:

		Reserve	- calc																	
Loan Amount	\$ -	Commencement Dates																		
Interest Rate	0.0009% Compound	Interest		Payment	Cumulative	-														
Amort Term (mos)	0	Month (MM)				Cash Basis	-													
Monthly Payment	N/A	Year (YYYY)					-													
Year	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	
Total Payment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal Payment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

NOTE:

		Reserve	- calc																	
Loan Amount	\$ -	Commencement Dates																		
Interest Rate	0.0009% Compound	Interest		Payment	Cumulative	-														
Amort Term (mos)	0	Month (MM)				Cash Basis	-													
Monthly Payment	N/A	Year (YYYY)					-													
Year	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	
Total Payment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal Payment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

NOTE:

		DDF	Sc0-1/4 CF																	
Loan Amount	\$ 462,999	Commencement Dates																		
Interest Rate	0.0009% Compound	Interest		Payment	Closing															
Amort Term (mos)	180	Month (MM)		4	1	4 Cumulative	Yes													
Monthly Payment	N/A	Year (YYYY)		2025	2025	2025 Cash Basis	Yes													
Year	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	
Total Payment	\$ -	\$ -	\$ -	\$ 424,854	\$ 38,145	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Principal Payment	-	-	-	424,854	38,145	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding Balance	\$ -	\$ -	\$ -	\$ 38,145	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Deferred expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

NOTE:

Construction Interest Schedule
Dunbar Place

Printed: 8/10/2022 2:54 PM Page: 19

Month	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22
Outstanding Loan Balance	\$ 1,158,477	\$ 2,208,135	\$ 3,257,119	\$ 4,311,660	\$ 5,380,635	\$ 6,460,139	\$ 7,548,870	\$ 8,646,500	\$ 9,752,778	\$ 10,867,301	\$ 11,990,000	\$ 13,120,800	\$ 14,259,750	\$ 15,406,800	\$ 16,561,900	\$ 17,725,100	\$ 18,896,450	\$ 20,074,900	\$ 21,260,500	\$ 22,453,300	\$ 23,653,300	\$ 24,860,500
US Bank																						
US Bank Totals Tot																						
RBC Loan																						
First Mortgage (Mortgage)																						
Deferral Development Fee																						
Total Interest	4,633	10,209	15,766	20,800	26,039	31,866	37,935	44,443	48,927	54,724	60,550	66,445	72,442	78,499	84,637	90,897	97,234	103,616	110,026	116,454	122,899	129,361

Rate	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%	5.100%
US Bank																						
US Bank Totals Tot																						
RBC Loan																						
First Mortgage (Mortgage)																						
Deferral Development Fee																						
Total Interest	4,633	10,209	15,766	20,800	26,039	31,866	37,935	44,443	48,927	54,724	60,550	66,445	72,442	78,499	84,637	90,897	97,234	103,616	110,026	116,454	122,899	129,361

Balance	Interest Expense	Principal	Total
2022	\$ 4,633	\$ 10,209	\$ 14,842
2023	\$ 10,209	\$ 15,766	\$ 25,975
2024	\$ 15,766	\$ 20,800	\$ 36,566
2025	\$ 20,800	\$ 26,039	\$ 46,839
2026	\$ 26,039	\$ 31,866	\$ 57,905
Total	\$ 77,447	\$ 94,680	\$ 172,127

Year	2022	2023	2024	2025	2026
Unpaid Interest - Cost / Benefit	\$ 4,633	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039
Unpaid Interest - Service / Acquisition	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039	\$ 31,866
Capitalized Interest - Cost / Benefit	\$ 4,633	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039
Capitalized Interest - Service / Acquisition	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039	\$ 31,866
Expensed Interest - Cost / Benefit	\$ 4,633	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039
Expensed Interest - Service / Acquisition	\$ 10,209	\$ 15,766	\$ 20,800	\$ 26,039	\$ 31,866
Total	\$ 35,719	\$ 77,780	\$ 108,938	\$ 143,478	\$ 181,810

Year	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
Beginning Principal Balance	\$ 17,750,000	\$ 17,750,000	\$ 10,335,000	\$ 10,262,119	\$ 10,185,127	\$ 10,103,793	\$ 10,017,870	\$ 9,927,101	\$ 9,831,211	\$ 9,729,913	\$ 9,622,900	\$ 9,509,851	\$ 9,390,426	\$ 9,264,264	\$ 9,130,985	\$ 8,990,188	\$ 8,841,450	\$ 8,684,321
Principal Payments	\$ -	\$ (7,415,000)	\$ (71,881)	\$ (76,992)	\$ (81,335)	\$ (85,923)	\$ (90,769)	\$ (95,889)	\$ (101,298)	\$ (107,012)	\$ (113,049)	\$ (119,426)	\$ (126,162)	\$ (133,279)	\$ (140,797)	\$ (148,739)	\$ (157,129)	\$ (8,684,321)
Interest Payments	\$ (976,250)	\$ (976,250)	\$ (566,778)	\$ (562,666)	\$ (558,324)	\$ (553,736)	\$ (548,889)	\$ (543,769)	\$ (538,360)	\$ (532,646)	\$ (526,610)	\$ (520,233)	\$ (513,496)	\$ (506,380)	\$ (498,852)	\$ (490,920)	\$ (482,530)	
Total Payments	\$ (976,250)	\$ (8,391,250)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)	\$ (639,658)
Ending Balance	\$ 17,750,000	\$ 10,335,000	\$ 10,262,119	\$ 10,185,127	\$ 10,103,793	\$ 10,017,870	\$ 9,927,101	\$ 9,831,211	\$ 9,729,913	\$ 9,622,900	\$ 9,509,851	\$ 9,390,426	\$ 9,264,264	\$ 9,130,985	\$ 8,990,188	\$ 8,841,450	\$ 8,684,321	\$ -

Assumptions

Interest only during construction Years 1 and 2

Large pay down at conversion due to tax credit equity year 2

Projected 5.5% Interest

15-year term permanent mortgage

40-year amortization

Refinance at end of permanent mortgage term

C.

State Housing Finance and
Development Authority

Dunean Mill Apartments

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

- a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy)
- b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds?
- c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected.

Yes No

	x
--	---

	x
--	---

Sq. Footage -	
Cost Estimate -	

Est. Expenditures - Through 6 Months
 Est. Expenditures - Through 24 Months
 Est. Expenditures - Through 48 Months
 - Estimated Expenditures: Thru FY:

	Bond Proceeds	FYE	Spend Down Schedule Notes
\$	7,811,850	2022'	
	8,188,150	2023'	
	-		
\$	16,000,000		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES: A Construction Financing / B. Permanent Financing

Sources	A. Est. Project Budget / Construction (Sources)	B. Est. Project Budget / Permanent (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par	\$ 16,000,000	\$ -	\$ -	Project Fund
(b) Premium/Accr. Int.	-	-	570,861	Capitalized Interest Fund
(2) Issuer/Borrower Contr.	-	-	360,931	Debt Service Reserve Fund
(3) Debt Service Fund Trans.	-	-	-	Redemption Price/Escrow Deposit
(4) Debt Service Reserve Fund Contribution	-	-	295,000	Cost of Issuance (Incl. UW Disc.)
(5) Other MFHRB Sources	-	-	660,000	Other (Contingency)
(a) LIHTC	2,392,652	7,597,383	2,384,500	Developer Fee
(a) State Housing TC	-	4,365,875	80,000	Reserves
(c) Owner's Equity/Other	-	493,351	1,450,000	Acquisition
(d) Mortgage Loan - Taxable	-	8,390,000	13,200,000	Renovation
			1,845,317	Third party reports/soft costs
Total Project Sources	\$ 18,392,652	\$ 20,846,609	\$ 20,846,609	Total Project Uses
Surplus/Deficit		\$ -		

9. TOTAL ESTIMATED BOND COI EXPENDITURES = 8A + 8B (Added COI entities beyond the following need an attached desc)**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor				\$ -	\$ -	\$ -
Bond Counsel	Howell Linkous & Nettles			75,000	-	75,000
Disclosure Counsel				-	-	-
Underwriter's Counsel				-	-	-
Legal Expenses	Horton Law Firm			70,000	-	70,000
Legal Expenses	Winthrop & Weinstine			75,000	-	75,000
Rating Agency - S&P				-	-	-
Rating Agency - Moody's				-	-	-
Rating Agency - Fitch				-	-	-
Underwriter's Compensation				-	-	-
Registrar / Paying Agent				-	-	-
Escrow Agent				-	-	-
Accountant				-	-	-
Verification Agent				-	-	-
Printing/Publishing/Advertising				-	-	-
Issuer's Fee	Authority Fees			75,000	-	75,000
				\$ 295,000	\$ -	\$ 295,000

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction
 Bond Counsel: % of Transaction
 Total Legal Costs: % of Transaction
 Rating Agencies: % of Transaction

0.00%	#DIV/0!
0.47%	#DIV/0!
1.38%	#DIV/0!
0.00%	#DIV/0!

UW Comp: % of Transaction
 Other COI: % of Transaction
 Total COI: % of Transaction

0.00%	#DIV/0!
0.47%	#DIV/0!
1.84%	#DIV/0!

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

21 July 2022

Delbert H. Singleton, Esq.
Assistant Executive Director and Authority Secretary
State Fiscal Accountability Authority
Wade Hampton Office Building
1200 Senate Street, 6th Floor
Columbia, South Carolina 29201

Not to exceed \$16,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Note
(Dunean Mill Apartments), Series 2022

Dear Delbert:

My firm serves as bond counsel to Lincoln Avenue Capital Management (the "Developer"), with respect to the issuance of a multifamily housing revenue note (the "Note") by the South Carolina State Housing Finance and Development Authority (the "Housing Authority") to provide a portion of the financing for the acquisition and construction of an affordable housing development to be located in Greenville County and to be known as Dunean Mill Apartments.

The proceeds of the Note will be loaned to Dunean Mill Apartments, LP, a South Carolina limited partnership (the "Housing Sponsor"), formed by the Developer for this project, to provide a portion of the construction and permanent financing for this project. Total project costs are at approximately \$20.85 million. Federal and State tax credit equity, in an amount of nearly \$12 million, is expected to be raised as the result of financing the project with a tax-exempt private activity bond loan.

The project consists of approximately 60 apartments to be located at 130 Prospect Street, Greenville, South Carolina.

The State Housing Finance and Development Authority has issued its 42(m) Letter and State Tax Credit Letter with respect to this project.

Delbert H. Singleton, Esq.
21 July 2022
Page 2

Enclosed is the agenda package for the August meeting of the State Fiscal Accountability Authority requesting State law approval for the issuance of the Note. I have enclosed the following documents:

1. Completed SFAA transmittal form;
2. Preliminary Bond Resolution of the Housing Authority;
3. Petition of the Housing Authority to the SFAA;
4. A form of the approving Resolution to be considered for adoption by the SFAA at its August meeting;
5. Bond Counsel opinion letter to SFAA;
6. Form of the Authority's final Bond Resolution;
7. A form of bond counsel's bond opinion letter; and
8. Private Participant Disclosure forms.

By copy of this letter, I am also providing the State Treasurer's office with the NDIF for this transaction.

The Note transaction will be structured as a tax-exempt bank loan with Citibank, N.A., an institutional lender for affordable housing finance.

The Note is intended to be issued as an exempt facility bond for qualified residential rental projects under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended. Volume cap for this financing is expected to be provided by the Housing Authority from carry-forward volume cap that has previously been allocated to the Housing Authority.

I will attend the SFAA's meeting to answer any questions which may arise at the meeting. In the meantime, should you have any questions or need any additional information, please give me a call. With kindest personal regards, I remain,

Very truly yours,


Samuel W. Howell

SWH,IV/sls
Enclosures

cc: Mr Robert MacDonald
Mr Richard Hutto
Tasha Thompson, Esq.

BOND TRANSMITTAL FORM

TO: Delbert H. Singleton, Jr., Authority Secretary
 State Fiscal Accountability Authority
 600 Wade Hampton Building (29201)
 P.O. Box 12444
 Columbia, SC 29211

DATE: 7/21/2022

Submitted for SFAA Meeting on:
 8/30/2022

FROM: Howell Linkous & Nettles, LLC

106 Broad Street
 Charleston, SC 29401

RE: Not to exceed \$16,000,000 South Carolina State Housing Finance and Development Authority, Multifamily Housing Revenue Note (Dunean Mill Apartments), Series 2022

Project Issue Date: 11/30/2022

Project Name: Dunean Mill Apartments

Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Dunean Mill Apartments, in Greenville, South Carolina

Employment as a result of the project: Click or tap here to enter text.

	YES	NO	AMOUNT
Ceiling Allocation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$
Refunding Involved	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.
Project Approved Previously	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.

Documents enclosed (executed original and two copies of each):

(ALL documents required for state law approval; A and C only for ceiling allocation only.)

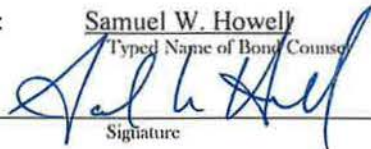
- A. Petition
- B. Resolution or Ordinance
- C. Inducement Resolution or comparable preliminary approval
- D. Department of Health and Environmental Control Certificate *if required*
- E. State Fiscal Accountability Authority Resolution and Public Notice *(original)*
 Plus 4 copies for certification and return to bond counsel
- F. Draft bond counsel opinion letter
- G. Processing Fee

Amount: \$Click or tap here to enter text. **Check No:** Click or tap here to enter text.

Payor: Click or tap here to enter text.

- H. No Private Participant will be known at the time the Authority considers this agenda item.
- J. This agenda item is accompanied by the applicable Private Party Disclosure form for each private participant.
- K. All documents have been uploaded to the SFAA Authority File Drop.

Bond Counsel: Samuel W. Howell
Typed Name of Bond Counsel

By: 
Signature

A RESOLUTION

MAKING PRELIMINARY PROVISION FOR THE ISSUANCE OF NOT TO EXCEED \$16,000,000 AGGREGATE PRINCIPAL AMOUNT OF MULTIFAMILY HOUSING REVENUE BONDS (DUNEAN MILL APARTMENTS) OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY AND OTHER MATTERS RELATED THERETO.

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977, Act No. 76 of the Acts and Joint Resolutions of the General Assembly of 1977, as amended, (the "Act"), provides that the South Carolina State Housing Finance and Development Authority (the "Authority"), upon making a determination that sufficient persons or families of either beneficiary class (as defined by the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing, that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor, and that a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to members of the Beneficiary Classes; and

WHEREAS, upon making such determination and upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the Authority may issue from time to time notes and bonds for the purpose of obtaining funds with which to make (1) construction and/or rehabilitation loans secured by mortgages of housing sponsors; and (2) permanent mortgage loans to housing sponsors who agree to and shall be required to provide construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class as defined by the Act, provided, however, with respect to any particular issue of notes or bonds one of the following conditions must be met: (a) if there is a public distribution of the notes or bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the notes or bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the notes or bonds are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgages or other security agreement in transactions with banks, institutional investors, or other non-registered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina, 1976, as amended, and the documents pursuant to which the notes or bonds are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the notes or bonds; and

WHEREAS, Dunean Mill Apartments, LP, a limited partnership duly organized under the laws of the State of South Carolina (the "Sponsor"), intends, with the assistance of the Authority, to acquire and construct (i) a 60-unit apartment development to be located in the

County of Greenville, South Carolina, to be known as Dunean Mill Apartments, at an expected cost of approximately \$20,850,000; and

WHEREAS, the Sponsor has requested the assistance of the Authority by funding a mortgage loan (the "Mortgage Loan") through the issuance of its multifamily housing revenue bonds in the expected maximum principal amount of \$16,000,000 (the "Bonds") to finance a portion of the costs of the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. Adoption of Premises. Each statement of fact set forth in the preamble hereto has been carefully examined and has been found to be in all respects true and correct.

Section 2. Undertakings of the Authority. In the event the Sponsor meets the requirements set forth herein and in order to provide the moneys required to finance the Mortgage Loan, to establish the necessary reserve funds, and to pay the costs and expenses of the Authority in connection therewith, the Authority will undertake to issue one or more series of bonds to be designated as "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Dunean Mill Apartments)" (with any appropriate series or subseries designation) in the aggregate principal amount of not to exceed \$16,000,000.

Any obligation of the Authority hereunder is subject to (a) the requirements that (i) the Project shall have received such local approval, if any, as is required under the Act, (ii) the Authority approve the items which may be included in any required charges (rent plus any other mandatory payments) to occupants of the Project, and (iii) the issuance of the Bonds being approved by the SFAA and (b) the right of the Authority in its sole discretion, to rescind this resolution and to elect not to issue such Bonds at some future date.

Section 3. Obligation of Sponsor. If the plan proceeds as contemplated, the Sponsor agrees as follows:

(a) to make the Project available for occupancy by persons in the Beneficiary Classes for such period and subject to such conditions as the Authority may determine;

(b) to provide such security for any of its obligations or mortgages to the Authority, or of the obligations of any other person to the Authority, as the Authority may, in its sole discretion request which such security may include federal mortgage insurance or federal agreements to make payments adequate to pay amounts due by such Sponsor or such other person;

(c) to enter into a mortgage loan agreement with respect to the Project on such terms and conditions as the Authority may deem necessary or desirable;

(d) to pay all costs and expenses incurred by the Authority, including its reasonable counsel fees, in furtherance of the undertakings of the Authority hereunder, regardless of whether any bonds or notes are issued with respect to the Project;

(e) to provide the Authority with such information and material with respect to the Project, including financial statements and information, reports, tests, surveys, appraisals, plans, specifications, drawings, occupancy rates or rent rolls, studies or feasibility studies, legal opinions, descriptions, and access for inspection of the Project or any other such items as may be requested by the Authority; and

(f) to enter into such agreements including such disclosure agreements as may be required to meet the requirements of S.E.C. Rule 15c2-12(b)(5), execute such documents and provide such proofs or evidence as the Authority may, in its sole discretion, request in connection with its undertakings hereunder.

Section 4. Termination. The Authority or the Sponsor may elect not to proceed with the financing. The Authority shall not be obligated hereby to the Sponsor or any other person by virtue of the adoption of this resolution. Neither the Sponsor nor any other person shall have any rights hereunder and the Authority shall not be liable in any way to the Sponsor or any other person for any decision it makes not to proceed hereunder regardless of any action taken by the Sponsor or such other person whether known or unknown to the Authority.

Section 5. Sale of Bonds; Purchase Contract. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized to sell any or all series of the Bonds to Citibank, N.A. or such other investment bank or institutional purchaser as designated by the Sponsor and approved by the Executive Director (the "Purchaser") pursuant to the terms and conditions of a Purchase Contract in substantially the form heretofore employed by the Authority in connection with the sale of its bonds. The authority hereby conferred may be exercised as long as the interest rate of the Bonds does not cause the interest rate on the Mortgage Loan to exceed six and no/100 per cent (6.00%) per annum and (a) if there is a public distribution of the Bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the Bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) the Bonds are to be sold only to institutional investors for investment. The purchase price of the Bonds shall be determined by the Chairman or Vice-Chairman and the Executive Director but in no event shall be less than 99% of par plus accrued interest on the Bonds from their date to the date of delivery thereof.

Section 6. Mortgage Loan. The Executive Director of the Authority is hereby authorized to execute a Mortgage Purchase Agreement or a Loan Agreement in substantially the form employed previously for the purchase of mortgage loans as may be appropriate at such time as she deems desirable at or before the delivery of the Bonds. The Executive Director is hereby

authorized to alter any terms in such Agreement or Mortgage Loan to the extent necessary or desirable so long as such modification does not significantly alter the obligations of the Authority thereunder.

Section 7. Preliminary and Final Official Statements. There is hereby authorized the distribution of preliminary and final official statements or other offering documents in connection with the sale of the Bonds. Said official statements shall be in substantially the form heretofore used in connection with the distribution of the Authority's multifamily revenue bonds and such changes, additions, deletions, or modifications as are consistent with the details of the Bonds or as are recommended by the Purchaser and accepted by bond counsel and the staff of the Authority. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized and directed to take such action as they deem appropriate or as is requested of either of them in connection with the distribution of preliminary or final official statements. The Authority hereby delegates to the Executive Director the power to deem any such Official Statement "Final" within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. Petition to SFAA. The Executive Director and the General Counsel of the Authority are hereby authorized and directed to prepare and present to the SFAA (i) a petition under Section 1-11-530 of the Code of Laws of South Carolina, 1976, as amended (the "Allocation Act"), for an allocation of private activity bond volume cap under the Allocation Act and Section 146 of the Internal Revenue Code of 1986, as amended (the "Code"), if necessary for the issuance of the Bonds as tax-exempt, and (ii) a petition requesting approval of the Bonds by the SFAA as prescribed in Section 6 of the Act, which petitions (together, the "Petition") shall, among other things, set forth the pertinent provisions relating to the Bonds required by the Act or the Allocation Act, as the case may be.

Section 9. Designation of Fiduciaries. The trustee, paying agent, and registrar under any trust indenture to be entered into with respect to the Bonds shall be a corporate trustee as requested by the Sponsor and approved by the Authority.

Section 10. General Authority. The Commissioners of the Authority and its appropriate officers, attorneys, agents, and employees are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual, and complete performance of all the terms, covenants, and purposes contained in the Bonds and this Resolution, and each such Commissioner, officer, attorney, and employee is hereby authorized and directed to execute and deliver any and all papers and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated thereby.

Section 11. Expiration. This resolution, if not renewed, will expire on a date which is twelve (12) months from the date of its adoption by the Authority.

Section 12. Miscellaneous. All orders and resolutions or any parts thereof in conflict herewith are to the extent of such conflict hereby repealed. This resolution shall take effect and be in full force from and upon its adoption by the Authority.

Section 13. Non-Transferable. This resolution may not be transferred by the Sponsor except to a related party to the Sponsor. No other attempted sale or transfer of this resolution shall be valid or binding upon the Authority.

Section 14. Official Intent. The Sponsor has advised the Authority that it has advanced or will advance its own funds to pay Project costs on a temporary basis pending the issuance of the Bonds, and the Authority has been further advised that such funds do not consist of moneys that were otherwise earmarked or intended to be used by the Borrower to finance Project costs permanently. The Authority hereby declares its intent to reimburse expenditures for Project costs from the proceeds of the Bonds expected to be issued in the maximum amount of not to exceed \$16,000,000 to provide a portion of the financing for the Project. It is the intention of the Authority that this Resolution shall constitute an official intent on the part of the Authority within the meaning of Treasury Regulation Sections 1.142-4(b) and 1.150-2(d). The Authority's reasonable expectations to apply the proceeds of the Bonds to reimburse or directly fund a portion of the costs of the Project are based on the Sponsor's representations regarding the Project, the expected sources of funds for the costs of the Project, and expected pre-development and development costs to be paid prior to the issuance of the Bonds.

**STATE OF SOUTH CAROLINA
COUNTY OF LEXINGTON**

I, the undersigned secretary of the South Carolina State Housing Finance and Development Authority (the "Authority"), do hereby certify that I am the duly qualified and acting Secretary to the Authority and as such further certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Commissioners of the Authority at a meeting duly called and held on the 14th day of July, 2022, at which meeting a quorum was present and acting throughout, and that said Resolution has not been modified, amended, or repealed and is in full force and effect on the date hereof.

I further certify that due notice of a meeting of the Board of Commissioners, called to be held in Columbia, South Carolina at 10:00 a.m. on July 14, 2022, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting was posted at the times and places required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Authority this 14th day of July, 2022.



**SOUTH CAROLINA STATE HOUSING
FINANCE AND DEVELOPMENT AUTHORITY**

By: Bonita Shropshire
Bonita H. Shropshire
Secretary

PETITION FOR APPROVAL

TO: THE STATE FISCAL ACCOUNTABILITY
AUTHORITY

)
) Dunean Mill Apartments
)
)

This Petition of the South Carolina State Housing Finance and Development Authority (the "Authority"), is submitted to the State Fiscal Accountability Authority (the "SFAA") pursuant to the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act"), and respectfully shows:

1. The Act, among other things, provides that whenever the Authority shall have determined by resolution that sufficient persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing and that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing will become available to members of the class in need therefor, then, upon obtaining the approval of the SFAA pursuant to the Act, and in order to provide funds for its corporate purposes, the Authority is authorized to issue from time to time its bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and are required to provide for construction of residential housing (as defined in the Act) for rental by persons or families of either Beneficiary Class; provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of the loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional investors, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, and the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes.

2. Dunean Mill Apartments, LP, a limited partnership duly organized under the laws of the State of South Carolina (the "Sponsor"), intends, with the assistance of the Authority, to acquire and construct (i) a 60-unit apartment development to be located in the County of Greenville, South Carolina, to be known as Dunean Mill Apartments (the "Project"), by the

funding of one or more mortgage loans (the "Mortgage Loan") through the issuance of its revenue note.

3. The Authority proposes to fund the Mortgage Loan to the Housing Sponsor by to be evidenced by a note to be issued by the Authority pursuant to a Resolution to be adopted by the Authority (the "Resolution"), such note to be designated "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Note (Dunean Mill Apartments) (the "Note"), the proceeds of which will be used to fund the Mortgage Loan to the Housing Sponsor to provide construction and permanent financing for a portion of the costs of the Project and to qualify the Project for federal and South Carolina Low Income Housing Tax Credits (the "Tax Credits"). The Note is to be issued in the aggregate principal amount not to exceed \$16,000,000.

4. The Authority requested of the SFAA, and was granted, a carry-forward allocation of private activity bond volume cap under Section 146(f)(2) of the Code, a portion of which shall be allocated to the Note.

5. The Authority has determined that:

(a) (i) Sufficient persons or families of the Beneficiary Classes are unable to pay rent in the amounts at which private enterprise is providing decent, safe, and sanitary housing; (ii) through the exercise of one or more of the loan programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor; and (iii) a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to individuals of the Beneficiary Classes.

(b) In order to provide the moneys necessary to continue to implement the Authority's program, the Note must be issued.

(c) The Note will be issued and delivered to Citibank, N.A., an institutional lender, in evidence of the Funding Loan, or to such other institutional lender as is requested by the Housing Sponsor and approved by the Authority, which arrangement has been determined by the Authority to be sufficient for purposes of the Act, and that the revenues or other funds estimated to be available for the payment of debt service will provide moneys required for the repayment of the principal and interest on the bonds and notes of the Authority, including the Note.

6. The Authority will adopt the Resolution authorizing the issuance and delivery of the specific maximum amount of the Note and establishing the definitive terms thereof, including those revenues and assets to be pledged to the payment of the Note as described above. The Authority will take steps necessary to comply with the requirements of Sections 103 and 141-150 of the Code.

7. It is expected that the Note will be issued pursuant to a Funding Loan Agreement, Borrower Loan Agreement, and related documents, pursuant to which the proceeds of the Note

will be used to finance a portion of the costs of acquisition and construction of the Project and the costs of issuance of the Note. The net interest rates to be borne by the Note have not been determined. It is expected that the average interest rate on the Note during the construction period will be a fixed rate of 4.12% and during the permanent loan period will be a fixed rate set of 5.32%.

8. The size, date, maturity schedule, payment dates, and repayment provisions with respect to the Note shall be finally determined prior to the date the Note is issued. As soon as these matters are finally determined, a precise schedule thereof shall be presented to the SFAA or its designee as provided by the Act. There are hereby filed with the SFAA pro forma schedules with respect to the Note based on current estimates and market conditions.

9. The Authority requests that the SFAA delegate to the State Treasurer the ability to approve the interest rates on the Note, and upon making determination that the funds anticipated to be available for the payment of the Authority's notes and bonds, including the Note, will be sufficient to provide for the payment of principal and interest thereon, to grant on behalf of the SFAA final approval for the issuance of the Note. Prior to the issuance of the Note, the Authority shall have provided to the State Treasurer, to the extent not previously provided herein or otherwise, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (a) the principal amount of the Note to be issued;
- (b) the maturity schedule of the Note to be issued;
- (c) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (d) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (c); and
- (e) the method to be employed in selling the Note.

Attached hereto in response to the requirements of Section 31-13-220 are the following schedules, certain of which are pro forma schedules because the Note has not been priced or sold as of the date of this Petition, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Note to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Note to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (iii) have previously been provided to the Office of the State Treasurer; and
- (v) the method to be employed in selling the Note;

10. The Note is a special obligation of the Authority secured by and payable solely from moneys, income, and receipts of the Authority pledged under the Resolution and the Funding Loan Agreement with respect thereto.

11. Schedules showing the annual debt service requirements of all outstanding bonds and notes of the Authority and the sources of revenues available for the payment of such debt service requirements have previously been provided to the Office of the State Treasurer by Authority.

WHEREFORE, on the basis of the foregoing, the Authority prays the SFAA (i) to accept the filing of this Petition and the documents submitted herewith; (ii) to undertake such review as its deems necessary; and (iii) to give conditional approval of the issuance of the Note, in the aggregate principal amount of not to exceed \$16,000,000 for the purpose of financing the Mortgage Loan to pay a portion of the cost of the acquisition and construction of the Project, as set forth above, and for paying the costs of issuance in connection therewith.

Respectfully submitted,

**SOUTH CAROLINA STATE HOUSING FINANCE
AND DEVELOPMENT AUTHORITY**

By: 
General Counsel

July 20, 2022

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

August 30, 2022

State Fiscal Accountability Authority
Columbia, South Carolina

Not to Exceed \$16,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Note (Dunean Mill Apartments) Series 2022

Ladies and Gentlemen:

We are acting as bond counsel in connection with the proposed issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer") of the referenced Note (the "Note"). At your request, we are delivering this opinion in connection with the Issuer's Petition ("Petition") to the State Fiscal Accountability Authority ("SFAA") to receive the SFAA's approval of the issuance of the Note pursuant to Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to enable the Issuer to make a mortgage loan (the "Mortgage Loan") to Dunean Mill Developer, LLC (the "Housing Sponsor"), to be used to provide construction and permanent financing for a multifamily rental housing development (the "Project").

In that capacity, we have examined originals or copies of the Petition and the Inducement Resolution adopted by the Board of Commissioners of the Issuer (the "Inducement Resolution"), and the forms of the Funding Loan Agreement and the Borrower Loan Agreement (collectively with the Inducement Resolution and the Petition, the "Transaction Documents"), and other schedules, documents, certificates, and correspondence as we have deemed necessary for purposes of giving this opinion.

In rendering the opinion expressed below, we have relied solely on our examination of the Transaction Documents. We have not made any investigation as to any factual matter or as to the accuracy or completeness of any representation, warranty, data, or any other information, whether written or oral, that may have been made by or on behalf of the Issuer, the SFAA, the Housing Sponsor, or the other parties to the Transaction Documents. Further, in rendering the

opinion expressed below, we do not purport to be experts in or generally familiar with or qualified to express legal opinions based on the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of South Carolina, and the opinions are limited to the federal laws of the United States of America and the laws of the State of South Carolina.

Based on the stated examination and assumptions, and subject to the stated qualifications and limitations, we are of the opinion, under existing law, that all findings and conclusions appearing in the SFAA Resolution are supported by representations or statements of fact appearing in the Transaction Documents and the Transaction Documents comply with all requirements of the Act, contain all required facts, information, and findings by the respective authorities, and are legally sufficient to allow the SFAA to approve the issuance of the Note through the adoption of the SFAA Resolution.

Except as set forth above, we express no opinion in connection with the issuance and sale of the Note. The opinion expressed above is rendered solely for your benefit in considering the approval of the issuance of the Note under the Act. The opinion may neither be relied on by you for any other purpose nor be furnished to, used, circulated, quoted, or relied on by any other person or entity for any other purpose, without our prior written consent in each instance. We disclaim any obligation to update the opinion expressed above for events occurring or coming to our attention after the date of this letter.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC


Samuel W. Howell

A RESOLUTION

GRANTING APPROVAL TO THE ISSUANCE BY THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY OF ITS MULTIFAMILY HOUSING REVENUE NOTE (DUNEAN MILL APARTMENTS)

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act") provides that, upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the South Carolina State Housing Finance and Development Authority (the "Authority") may issue from time to time bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and shall be required to provide for construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Class"); provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of such loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional buyers, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes; and

WHEREAS, the Authority has presented to the SFAA its Petition (the "Petition"), which, together with the schedules thereto attached, sets forth certain information with respect to the Authority's Multifamily Housing Revenue Note (Dunean Mill Apartments) in the principal amount not to exceed \$16,000,000 (the "Note"); and

WHEREAS, the following have been submitted with the Petition in response to the requirements of Section 31-13-220 of the Act, certain of which are pro forma schedules because the Note has not been priced or sold as of the date of this Resolution, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Note to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Note to be issued;

- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii) have previously been provided to the Office of the State Treasurer;
- (v) the method to be employed in selling the Note.

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FISCAL ACCOUNTABILITY AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. The SFAA hereby finds and determines that the funds estimated to be available for the repayment of the Authority's notes and bonds on a pro forma basis, including the Note, will be sufficient to provide for the payment of the principal and interest thereon. Conditional approval is hereby granted by the SFAA to the execution and delivery by the Authority of the Note in the principal amount not to exceed \$16,000,000.

Section 2. The approval of the SFAA is hereby conditioned on the following:

(a) Following the pricing or sale of the Note, but prior to closing and issuance of the Note, the approval of the State Treasurer of the interest rate or rates on the Note and of the form and substance of such documents as he deems necessary therefor;

(b) Following the pricing or sale of the Note, but prior to the closing and issuance of the Note, the Authority shall have provided to the State Treasurer, to the extent not previously provided, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (i) the final principal amount of the Note to be issued;
- (ii) the final maturity schedule of the Note to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (iv) schedules showing the final amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii);
- (v) the method to be employed in selling the Note.

(c) Following the pricing or sale of the Note, but prior to the closing and issuance of the Note, the State Treasurer shall find and determine, based solely on his review of the documents described in clauses (i) through (v) above, that the funds estimated to be available for the repayment of the Authority's notes and bonds, including the Note, will be sufficient to provide for the payment of the principal and interest thereon;

(d) The documents pursuant to which the Note is being issued shall provide that all expenses, costs, and fees of the Authority in connection with the issuance of the Note, including

legal fees, printing, and all disbursements shall be paid by the Housing Sponsor (as defined in the Petition); and

(e) The final approval by the Governor as the elected official of the State of South Carolina for purposes of Section 142(f) of the Internal Revenue Code of 1986, as amended.

Section 3. This Resolution shall take effect immediately upon its adoption.

[FORM OF BOND COUNSEL OPINION]

_____, 2022

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina

Re: \$ _____ South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Note (Dunean Mill Apartments), Series 2022

Ladies and Gentlemen:

As bond counsel to Dunean Mill Developer, LLC, a South Carolina limited liability company (the "Housing Sponsor"), we have examined a certified copy of the Transcript of Proceedings and other proofs submitted to us, including the Constitution and Statutes of the State of South Carolina, in relation to the issuance by the South Carolina State Housing Finance and Development Authority, a body corporate and politic under the laws of the State of South Carolina (the "Issuer") of its \$ _____ Multifamily Housing Revenue Note (Dunean Mill Apartments), Series 2022 (the "Note"). The Note is issued pursuant to the provisions of the South Carolina State Housing Finance and Development Authority Act of 1977, as amended (codified as Sections 31-13-160 through 31-13-330 of the Code of Laws of South Carolina 1976, as amended) (the "Act"), (ii) a Funding Loan Agreement, dated as of _____, 2022 (the "Funding Loan Agreement"), between the Issuer and [Citibank, N.A.] (the "Lender"), and the Housing Sponsor, and (iii) a resolution (the "Resolution") adopted by the Board of Commissioners of the Issuer authorising the issuance and sale of the Note. Pursuant to the Funding Loan Agreement, the Issuer will make a mortgage loan (the "Mortgage Loan") to the Housing Sponsor to be used to provide financing for the acquisition, construction, and renovation of reuse of a multifamily rental housing development (the "Project") described in the Funding Loan Agreement. Under the Borrower Loan Agreement, dated as of _____ 1, 2022, between the Housing Sponsor and the Issuer (the "Borrower Loan Agreement"), the Housing Sponsor has agreed to make the payments to or on behalf of the Issuer sufficient to pay, in the aggregate, the principal of, premium, if any, and interest on the Note, as well as other payments, property, and revenues pledged to the payment thereof under the Borrower Loan Agreement and related documents (collectively, the "Pledged Revenues").

The Project is subject to an Agreement as to Restrictive Covenants, dated as of _____ 1, 2022 (the "Regulatory Agreement"), between the Housing Sponsor and the Issuer, and the Federal Tax Agreement and Non-Arbitrage Certificate, dated the date hereof (the "Tax Agreement"), between the Housing Sponsor and the Issuer. The Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, and the Tax Agreement contain covenants that include requirements regarding the application and investment of the proceeds of the sale of the Bonds, the use and occupancy of the residential units of the Project, and the rebate of certain investment proceeds to the United States government.

With respect to the power of the Housing Sponsor to enter into and perform its obligations under the Funding Loan Agreement, the Borrower Loan Agreement, and the other documents to which it is party, the due authorisation, execution, and delivery of the Funding Loan Agreement, the Borrower Loan Agreement and the other documents by the Housing Sponsor, and the validity and enforceability thereof against the Housing Sponsor, we refer you to our opinion as counsel to the Housing Sponsor of even date herewith addressed to you.

As to questions of fact material to our opinion, we have relied upon representations of and compliance with covenants by the Housing Sponsor and the Issuer contained in the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Tax Agreement, certificates of public officials furnished to us, and certificates of representatives of the Housing Sponsor, the Issuer, and other parties, in each case, without undertaking any independent verification, although nothing has come to our attention to lead us to believe we are not justified in so relying. We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine; all documents, certificates, and instruments submitted to us as originals are authentic; and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and instruments relating to this financing have been duly authorised, executed, and delivered by all parties thereto other than the Issuer, and we have further assumed the due organisation, existence, and powers of such other parties other than the Issuer.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of any offering material relating to the Note and we express no opinion relating thereto.

Based on the foregoing, as of the date hereof we are of the opinion, under existing law, as follows:

1. The Issuer is validly existing as a body corporate and politic of the State of South Carolina with the corporate power to enter into and perform its obligations under the Funding Loan Agreement and the Borrower Loan Agreement and to issue the Note.

2. The Funding Loan Agreement and the Borrower Loan Agreement have been duly authorised, executed, and delivered by the Issuer, and (assuming due authorisation, execution, and delivery thereof by the other parties thereto) are the valid and binding agreements of the Issuer enforceable against the Issuer in accordance with their respective terms.

3. The Resolution has been duly adopted and the Note has been duly authorised and executed by the Issuer, and is a valid and binding limited obligation of the Issuer, payable solely from the Pledged Revenues. The Note is not a general obligation or an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation, and does not constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit, but is payable solely from the Pledged Revenues.

4. Interest on the Note (a) is excludable from gross income for federal income tax purposes and South Carolina income tax purposes, except for interest on the Note for any period during which the Note is held by a "substantial user" of the facilities financed by the Note or a "related person" within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the "Code") and (b) is not a specific preference item for purposes of the federal alternative minimum tax. Furthermore, it should be noted that Section 12-11-20 of the Code of Laws of South Carolina 1976, as amended, imposes upon every bank engaged in business in South Carolina a fee or franchise tax computed on the entire net income of such bank, which includes interest on the Note. The opinion set forth in this paragraph is subject to the condition that the Issuer and the Housing Sponsor comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Note in order that interest thereon be (or continue to be) excludable from gross income for federal and South Carolina income tax purposes. Failure to comply with certain of the requirements could cause the interest on the Note to be so included in gross income retroactively to the date of issuance of the Note. The Issuer and the Housing Sponsor have covenanted to comply with all such requirements.

It is to be understood that the rights of the owners of the Note and the enforceability of the Note, the Funding Loan Agreement, and the Borrower Loan Agreement are limited by bankruptcy, insolvency, reorganisation, moratorium, and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity. Certain indemnity provisions may be unenforceable pursuant to court decisions invalidating such indemnity agreements on grounds of public policy.

We express no opinion regarding the perfection or priority of the lien on the Pledged Revenues.

Except as expressly stated above, we express no opinion regarding any other federal or state income tax consequences of acquiring, carrying, owning, or disposing of the Note. Owners of the Note should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Note, which may include original issue premium, purchase at market

Board of Commissioners
South Carolina State Housing Finance
and Development Authority

_____, 2022

Page 4

discount or at a premium, taxation upon sale, redemption, or other disposition, and various withholding requirements.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Our services as Bond Counsel have been limited to rendering the foregoing opinions based on our review of such legal proceedings as we deem necessary to make the statements contained in this letter with respect to the validity of the Note and the tax-exempt status of the interest on the Note. We have not examined any documents or other information concerning the business or financial resources of the Issuer or the Housing Sponsor, and we express no opinion as to the accuracy or completeness of any information with respect to the Issuer or the Housing Sponsor that may have been relied upon by the purchaser of the Note in making its decision to purchase the Note.

Very truly yours,

Dunean Mill Apartments - Greenville, SC

All rights reserved. All content in this document is the property of Lincoln Avenue. It is prohibited to integrate or disseminate, in whole or in part, any of the content.

Amortization Schedule

Period	Date	Balance BOP	Total Payment	Interest	Principal	MIP	Balance EOP	Total Debt Service
0								
2024 1	11/1/2024	\$8,390,000	\$37,127	\$30,693	\$6,434	\$0	\$8,383,566	\$37,127
2024 2	12/1/2024	\$8,383,566	\$37,127	\$30,670	\$6,457	\$0	\$8,377,109	\$37,127
2025 3	1/1/2025	\$8,377,109	\$37,127	\$30,646	\$6,481	\$0	\$8,370,628	\$37,127
2025 4	2/1/2025	\$8,370,628	\$37,127	\$30,623	\$6,505	\$0	\$8,364,124	\$37,127
2025 5	3/1/2025	\$8,364,124	\$37,127	\$30,599	\$6,528	\$0	\$8,357,595	\$37,127
2025 6	4/1/2025	\$8,357,595	\$37,127	\$30,575	\$6,552	\$0	\$8,351,043	\$37,127
2025 7	5/1/2025	\$8,351,043	\$37,127	\$30,551	\$6,576	\$0	\$8,344,467	\$37,127
2025 8	6/1/2025	\$8,344,467	\$37,127	\$30,527	\$6,600	\$0	\$8,337,866	\$37,127
2025 9	7/1/2025	\$8,337,866	\$37,127	\$30,503	\$6,624	\$0	\$8,331,242	\$37,127
2025 10	8/1/2025	\$8,331,242	\$37,127	\$30,478	\$6,649	\$0	\$8,324,593	\$37,127
2025 11	9/1/2025	\$8,324,593	\$37,127	\$30,454	\$6,673	\$0	\$8,317,920	\$37,127
2025 12	10/1/2025	\$8,317,920	\$37,127	\$30,430	\$6,697	\$0	\$8,311,223	\$37,127
2025 13	11/1/2025	\$8,311,223	\$37,127	\$30,405	\$6,722	\$0	\$8,304,501	\$37,127
2025 14	12/1/2025	\$8,304,501	\$37,127	\$30,381	\$6,746	\$0	\$8,297,754	\$37,127
2026 15	1/1/2026	\$8,297,754	\$37,127	\$30,356	\$6,771	\$0	\$8,290,983	\$37,127
2026 16	2/1/2026	\$8,290,983	\$37,127	\$30,331	\$6,796	\$0	\$8,284,187	\$37,127
2026 17	3/1/2026	\$8,284,187	\$37,127	\$30,306	\$6,821	\$0	\$8,277,367	\$37,127
2026 18	4/1/2026	\$8,277,367	\$37,127	\$30,281	\$6,846	\$0	\$8,270,521	\$37,127
2026 19	5/1/2026	\$8,270,521	\$37,127	\$30,256	\$6,871	\$0	\$8,263,650	\$37,127
2026 20	6/1/2026	\$8,263,650	\$37,127	\$30,231	\$6,896	\$0	\$8,256,754	\$37,127
2026 21	7/1/2026	\$8,256,754	\$37,127	\$30,206	\$6,921	\$0	\$8,249,833	\$37,127
2026 22	8/1/2026	\$8,249,833	\$37,127	\$30,181	\$6,946	\$0	\$8,242,886	\$37,127
2026 23	9/1/2026	\$8,242,886	\$37,127	\$30,155	\$6,972	\$0	\$8,235,914	\$37,127
2026 24	10/1/2026	\$8,235,914	\$37,127	\$30,130	\$6,997	\$0	\$8,228,917	\$37,127
2026 25	11/1/2026	\$8,228,917	\$37,127	\$30,104	\$7,023	\$0	\$8,221,894	\$37,127
2026 26	12/1/2026	\$8,221,894	\$37,127	\$30,078	\$7,049	\$0	\$8,214,845	\$37,127
2027 27	1/1/2027	\$8,214,845	\$37,127	\$30,053	\$7,074	\$0	\$8,207,771	\$37,127
2027 28	2/1/2027	\$8,207,771	\$37,127	\$30,027	\$7,100	\$0	\$8,200,670	\$37,127
2027 29	3/1/2027	\$8,200,670	\$37,127	\$30,001	\$7,126	\$0	\$8,193,544	\$37,127
2027 30	4/1/2027	\$8,193,544	\$37,127	\$29,975	\$7,152	\$0	\$8,186,392	\$37,127
2027 31	5/1/2027	\$8,186,392	\$37,127	\$29,949	\$7,179	\$0	\$8,179,213	\$37,127
2027 32	6/1/2027	\$8,179,213	\$37,127	\$29,922	\$7,205	\$0	\$8,172,008	\$37,127
2027 33	7/1/2027	\$8,172,008	\$37,127	\$29,896	\$7,231	\$0	\$8,164,777	\$37,127
2027 34	8/1/2027	\$8,164,777	\$37,127	\$29,869	\$7,258	\$0	\$8,157,519	\$37,127
2027 35	9/1/2027	\$8,157,519	\$37,127	\$29,843	\$7,284	\$0	\$8,150,235	\$37,127
2027 36	10/1/2027	\$8,150,235	\$37,127	\$29,816	\$7,311	\$0	\$8,142,924	\$37,127
2027 37	11/1/2027	\$8,142,924	\$37,127	\$29,790	\$7,338	\$0	\$8,135,587	\$37,127
2027 38	12/1/2027	\$8,135,587	\$37,127	\$29,763	\$7,364	\$0	\$8,128,222	\$37,127
2028 39	1/1/2028	\$8,128,222	\$37,127	\$29,736	\$7,391	\$0	\$8,120,831	\$37,127
2028 40	2/1/2028	\$8,120,831	\$37,127	\$29,709	\$7,418	\$0	\$8,113,412	\$37,127
2028 41	3/1/2028	\$8,113,412	\$37,127	\$29,682	\$7,446	\$0	\$8,105,967	\$37,127

2028	42	4/1/2028	\$8,105,967	\$37,127	\$29,654	\$7,473	\$0	\$8,098,494	\$37,127
2028	43	5/1/2028	\$8,098,494	\$37,127	\$29,627	\$7,500	\$0	\$8,090,994	\$37,127
2028	44	6/1/2028	\$8,090,994	\$37,127	\$29,600	\$7,528	\$0	\$8,083,466	\$37,127
2028	45	7/1/2028	\$8,083,466	\$37,127	\$29,572	\$7,555	\$0	\$8,075,911	\$37,127
2028	46	8/1/2028	\$8,075,911	\$37,127	\$29,544	\$7,583	\$0	\$8,068,329	\$37,127
2028	47	9/1/2028	\$8,068,329	\$37,127	\$29,517	\$7,610	\$0	\$8,060,718	\$37,127
2028	48	10/1/2028	\$8,060,718	\$37,127	\$29,489	\$7,638	\$0	\$8,053,080	\$37,127
2028	49	11/1/2028	\$8,053,080	\$37,127	\$29,461	\$7,666	\$0	\$8,045,413	\$37,127
2028	50	12/1/2028	\$8,045,413	\$37,127	\$29,433	\$7,694	\$0	\$8,037,719	\$37,127
2029	51	1/1/2029	\$8,037,719	\$37,127	\$29,405	\$7,722	\$0	\$8,029,997	\$37,127
2029	52	2/1/2029	\$8,029,997	\$37,127	\$29,376	\$7,751	\$0	\$8,022,246	\$37,127
2029	53	3/1/2029	\$8,022,246	\$37,127	\$29,348	\$7,779	\$0	\$8,014,467	\$37,127
2029	54	4/1/2029	\$8,014,467	\$37,127	\$29,320	\$7,808	\$0	\$8,006,659	\$37,127
2029	55	5/1/2029	\$8,006,659	\$37,127	\$29,291	\$7,836	\$0	\$7,998,823	\$37,127
2029	56	6/1/2029	\$7,998,823	\$37,127	\$29,262	\$7,865	\$0	\$7,990,958	\$37,127
2029	57	7/1/2029	\$7,990,958	\$37,127	\$29,234	\$7,894	\$0	\$7,983,065	\$37,127
2029	58	8/1/2029	\$7,983,065	\$37,127	\$29,205	\$7,922	\$0	\$7,975,142	\$37,127
2029	59	9/1/2029	\$7,975,142	\$37,127	\$29,176	\$7,951	\$0	\$7,967,191	\$37,127
2029	60	10/1/2029	\$7,967,191	\$37,127	\$29,147	\$7,980	\$0	\$7,959,211	\$37,127
2029	61	11/1/2029	\$7,959,211	\$37,127	\$29,117	\$8,010	\$0	\$7,951,201	\$37,127
2029	62	12/1/2029	\$7,951,201	\$37,127	\$29,088	\$8,039	\$0	\$7,943,162	\$37,127
2030	63	1/1/2030	\$7,943,162	\$37,127	\$29,059	\$8,068	\$0	\$7,935,093	\$37,127
2030	64	2/1/2030	\$7,935,093	\$37,127	\$29,029	\$8,098	\$0	\$7,926,996	\$37,127
2030	65	3/1/2030	\$7,926,996	\$37,127	\$29,000	\$8,128	\$0	\$7,918,868	\$37,127
2030	66	4/1/2030	\$7,918,868	\$37,127	\$28,970	\$8,157	\$0	\$7,910,711	\$37,127
2030	67	5/1/2030	\$7,910,711	\$37,127	\$28,940	\$8,187	\$0	\$7,902,524	\$37,127
2030	68	6/1/2030	\$7,902,524	\$37,127	\$28,910	\$8,217	\$0	\$7,894,307	\$37,127
2030	69	7/1/2030	\$7,894,307	\$37,127	\$28,880	\$8,247	\$0	\$7,886,059	\$37,127
2030	70	8/1/2030	\$7,886,059	\$37,127	\$28,850	\$8,277	\$0	\$7,877,782	\$37,127
2030	71	9/1/2030	\$7,877,782	\$37,127	\$28,820	\$8,308	\$0	\$7,869,475	\$37,127
2030	72	10/1/2030	\$7,869,475	\$37,127	\$28,789	\$8,338	\$0	\$7,861,137	\$37,127
2030	73	11/1/2030	\$7,861,137	\$37,127	\$28,759	\$8,368	\$0	\$7,852,768	\$37,127
2030	74	12/1/2030	\$7,852,768	\$37,127	\$28,728	\$8,399	\$0	\$7,844,369	\$37,127
2031	75	1/1/2031	\$7,844,369	\$37,127	\$28,697	\$8,430	\$0	\$7,835,939	\$37,127
2031	76	2/1/2031	\$7,835,939	\$37,127	\$28,666	\$8,461	\$0	\$7,827,479	\$37,127
2031	77	3/1/2031	\$7,827,479	\$37,127	\$28,636	\$8,492	\$0	\$7,818,987	\$37,127
2031	78	4/1/2031	\$7,818,987	\$37,127	\$28,604	\$8,523	\$0	\$7,810,464	\$37,127
2031	79	5/1/2031	\$7,810,464	\$37,127	\$28,573	\$8,554	\$0	\$7,801,910	\$37,127
2031	80	6/1/2031	\$7,801,910	\$37,127	\$28,542	\$8,585	\$0	\$7,793,325	\$37,127
2031	81	7/1/2031	\$7,793,325	\$37,127	\$28,511	\$8,617	\$0	\$7,784,709	\$37,127
2031	82	8/1/2031	\$7,784,709	\$37,127	\$28,479	\$8,648	\$0	\$7,776,061	\$37,127
2031	83	9/1/2031	\$7,776,061	\$37,127	\$28,447	\$8,680	\$0	\$7,767,381	\$37,127
2031	84	10/1/2031	\$7,767,381	\$37,127	\$28,416	\$8,711	\$0	\$7,758,669	\$37,127
2031	85	11/1/2031	\$7,758,669	\$37,127	\$28,384	\$8,743	\$0	\$7,749,926	\$37,127
2031	86	12/1/2031	\$7,749,926	\$37,127	\$28,352	\$8,775	\$0	\$7,741,151	\$37,127
2032	87	1/1/2032	\$7,741,151	\$37,127	\$28,320	\$8,807	\$0	\$7,732,343	\$37,127
2032	88	2/1/2032	\$7,732,343	\$37,127	\$28,287	\$8,840	\$0	\$7,723,504	\$37,127
2032	89	3/1/2032	\$7,723,504	\$37,127	\$28,255	\$8,872	\$0	\$7,714,632	\$37,127
2032	90	4/1/2032	\$7,714,632	\$37,127	\$28,223	\$8,904	\$0	\$7,705,727	\$37,127
2032	91	5/1/2032	\$7,705,727	\$37,127	\$28,190	\$8,937	\$0	\$7,696,790	\$37,127
2032	92	6/1/2032	\$7,696,790	\$37,127	\$28,157	\$8,970	\$0	\$7,687,821	\$37,127
2032	93	7/1/2032	\$7,687,821	\$37,127	\$28,125	\$9,003	\$0	\$7,678,818	\$37,127
2032	94	8/1/2032	\$7,678,818	\$37,127	\$28,092	\$9,035	\$0	\$7,669,763	\$37,127

2032	95	9/1/2032	\$7,669,783	\$37,127	\$28,059	\$9,069	\$0	\$7,660,714	\$37,127
2032	96	10/1/2032	\$7,660,714	\$37,127	\$28,025	\$9,102	\$0	\$7,651,612	\$37,127
2032	97	11/1/2032	\$7,651,612	\$37,127	\$27,992	\$9,135	\$0	\$7,642,477	\$37,127
2032	98	12/1/2032	\$7,642,477	\$37,127	\$27,969	\$9,168	\$0	\$7,633,309	\$37,127
2033	99	1/1/2033	\$7,633,309	\$37,127	\$27,925	\$9,202	\$0	\$7,624,107	\$37,127
2033	100	2/1/2033	\$7,624,107	\$37,127	\$27,892	\$9,236	\$0	\$7,614,871	\$37,127
2033	101	3/1/2033	\$7,614,871	\$37,127	\$27,858	\$9,269	\$0	\$7,605,602	\$37,127
2033	102	4/1/2033	\$7,605,602	\$37,127	\$27,824	\$9,303	\$0	\$7,596,299	\$37,127
2033	103	5/1/2033	\$7,596,299	\$37,127	\$27,790	\$9,337	\$0	\$7,586,961	\$37,127
2033	104	6/1/2033	\$7,586,961	\$37,127	\$27,756	\$9,371	\$0	\$7,577,590	\$37,127
2033	105	7/1/2033	\$7,577,590	\$37,127	\$27,721	\$9,406	\$0	\$7,568,184	\$37,127
2033	106	8/1/2033	\$7,568,184	\$37,127	\$27,687	\$9,440	\$0	\$7,558,744	\$37,127
2033	107	9/1/2033	\$7,558,744	\$37,127	\$27,652	\$9,475	\$0	\$7,549,269	\$37,127
2033	108	10/1/2033	\$7,549,269	\$37,127	\$27,618	\$9,509	\$0	\$7,539,760	\$37,127
2033	109	11/1/2033	\$7,539,760	\$37,127	\$27,583	\$9,544	\$0	\$7,530,216	\$37,127
2033	110	12/1/2033	\$7,530,216	\$37,127	\$27,548	\$9,579	\$0	\$7,520,637	\$37,127
2034	111	1/1/2034	\$7,520,637	\$37,127	\$27,513	\$9,614	\$0	\$7,511,022	\$37,127
2034	112	2/1/2034	\$7,511,022	\$37,127	\$27,478	\$9,649	\$0	\$7,501,373	\$37,127
2034	113	3/1/2034	\$7,501,373	\$37,127	\$27,443	\$9,685	\$0	\$7,491,689	\$37,127
2034	114	4/1/2034	\$7,491,689	\$37,127	\$27,407	\$9,720	\$0	\$7,481,968	\$37,127
2034	115	5/1/2034	\$7,481,968	\$37,127	\$27,372	\$9,756	\$0	\$7,472,213	\$37,127
2034	116	6/1/2034	\$7,472,213	\$37,127	\$27,336	\$9,791	\$0	\$7,462,422	\$37,127
2034	117	7/1/2034	\$7,462,422	\$37,127	\$27,300	\$9,827	\$0	\$7,452,594	\$37,127
2034	118	8/1/2034	\$7,452,594	\$37,127	\$27,264	\$9,863	\$0	\$7,442,731	\$37,127
2034	119	9/1/2034	\$7,442,731	\$37,127	\$27,228	\$9,899	\$0	\$7,432,832	\$37,127
2034	120	10/1/2034	\$7,432,832	\$37,127	\$27,192	\$9,935	\$0	\$7,422,897	\$37,127
2034	121	11/1/2034	\$7,422,897	\$37,127	\$27,155	\$9,972	\$0	\$7,412,925	\$37,127
2034	122	12/1/2034	\$7,412,925	\$37,127	\$27,119	\$10,008	\$0	\$7,402,917	\$37,127
2035	123	1/1/2035	\$7,402,917	\$37,127	\$27,082	\$10,045	\$0	\$7,392,872	\$37,127
2035	124	2/1/2035	\$7,392,872	\$37,127	\$27,046	\$10,082	\$0	\$7,382,791	\$37,127
2035	125	3/1/2035	\$7,382,791	\$37,127	\$27,009	\$10,118	\$0	\$7,372,672	\$37,127
2035	126	4/1/2035	\$7,372,672	\$37,127	\$26,972	\$10,155	\$0	\$7,362,517	\$37,127
2035	127	5/1/2035	\$7,362,517	\$37,127	\$26,935	\$10,193	\$0	\$7,352,324	\$37,127
2035	128	6/1/2035	\$7,352,324	\$37,127	\$26,897	\$10,230	\$0	\$7,342,094	\$37,127
2035	129	7/1/2035	\$7,342,094	\$37,127	\$26,860	\$10,267	\$0	\$7,331,827	\$37,127
2035	130	8/1/2035	\$7,331,827	\$37,127	\$26,822	\$10,305	\$0	\$7,321,522	\$37,127
2035	131	9/1/2035	\$7,321,522	\$37,127	\$26,785	\$10,343	\$0	\$7,311,180	\$37,127
2035	132	10/1/2035	\$7,311,180	\$37,127	\$26,747	\$10,380	\$0	\$7,300,799	\$37,127
2035	133	11/1/2035	\$7,300,799	\$37,127	\$26,709	\$10,418	\$0	\$7,290,381	\$37,127
2035	134	12/1/2035	\$7,290,381	\$37,127	\$26,671	\$10,456	\$0	\$7,279,924	\$37,127
2036	135	1/1/2036	\$7,279,924	\$37,127	\$26,632	\$10,495	\$0	\$7,269,430	\$37,127
2036	136	2/1/2036	\$7,269,430	\$37,127	\$26,594	\$10,533	\$0	\$7,258,897	\$37,127
2036	137	3/1/2036	\$7,258,897	\$37,127	\$26,555	\$10,572	\$0	\$7,248,325	\$37,127
2036	138	4/1/2036	\$7,248,325	\$37,127	\$26,517	\$10,610	\$0	\$7,237,714	\$37,127
2036	139	5/1/2036	\$7,237,714	\$37,127	\$26,478	\$10,649	\$0	\$7,227,065	\$37,127
2036	140	6/1/2036	\$7,227,065	\$37,127	\$26,439	\$10,688	\$0	\$7,216,377	\$37,127
2036	141	7/1/2036	\$7,216,377	\$37,127	\$26,400	\$10,727	\$0	\$7,205,650	\$37,127
2036	142	8/1/2036	\$7,205,650	\$37,127	\$26,361	\$10,766	\$0	\$7,194,884	\$37,127
2036	143	9/1/2036	\$7,194,884	\$37,127	\$26,321	\$10,806	\$0	\$7,184,078	\$37,127
2036	144	10/1/2036	\$7,184,078	\$37,127	\$26,282	\$10,845	\$0	\$7,173,232	\$37,127
2036	145	11/1/2036	\$7,173,232	\$37,127	\$26,242	\$10,885	\$0	\$7,162,347	\$37,127
2036	146	12/1/2036	\$7,162,347	\$37,127	\$26,202	\$10,925	\$0	\$7,151,422	\$37,127
2037	147	1/1/2037	\$7,151,422	\$37,127	\$26,162	\$10,965	\$0	\$7,140,458	\$37,127

2037	148	2/1/2037	\$7,140,458	\$37,127	\$26,122	\$11,005	\$0	\$7,129,453	\$37,127
2037	149	3/1/2037	\$7,129,453	\$37,127	\$26,082	\$11,045	\$0	\$7,118,407	\$37,127
2037	150	4/1/2037	\$7,118,407	\$37,127	\$26,042	\$11,086	\$0	\$7,107,322	\$37,127
2037	151	5/1/2037	\$7,107,322	\$37,127	\$26,001	\$11,126	\$0	\$7,096,196	\$37,127
2037	152	6/1/2037	\$7,096,196	\$37,127	\$25,960	\$11,167	\$0	\$7,085,029	\$37,127
2037	153	7/1/2037	\$7,085,029	\$37,127	\$25,919	\$11,208	\$0	\$7,073,821	\$37,127
2037	154	8/1/2037	\$7,073,821	\$37,127	\$25,878	\$11,249	\$0	\$7,062,572	\$37,127
2037	155	9/1/2037	\$7,062,572	\$37,127	\$25,837	\$11,290	\$0	\$7,051,282	\$37,127
2037	156	10/1/2037	\$7,051,282	\$37,127	\$25,796	\$11,331	\$0	\$7,039,951	\$37,127
2037	157	11/1/2037	\$7,039,951	\$37,127	\$25,754	\$11,373	\$0	\$7,028,578	\$37,127
2037	158	12/1/2037	\$7,028,578	\$37,127	\$25,713	\$11,414	\$0	\$7,017,164	\$37,127
2038	159	1/1/2038	\$7,017,164	\$37,127	\$25,671	\$11,456	\$0	\$7,005,708	\$37,127
2038	160	2/1/2038	\$7,005,708	\$37,127	\$25,629	\$11,498	\$0	\$6,994,210	\$37,127
2038	161	3/1/2038	\$6,994,210	\$37,127	\$25,587	\$11,540	\$0	\$6,982,670	\$37,127
2038	162	4/1/2038	\$6,982,670	\$37,127	\$25,545	\$11,582	\$0	\$6,971,088	\$37,127
2038	163	5/1/2038	\$6,971,088	\$37,127	\$25,503	\$11,625	\$0	\$6,959,464	\$37,127
2038	164	6/1/2038	\$6,959,464	\$37,127	\$25,460	\$11,667	\$0	\$6,947,796	\$37,127
2038	165	7/1/2038	\$6,947,796	\$37,127	\$25,417	\$11,710	\$0	\$6,936,087	\$37,127
2038	166	8/1/2038	\$6,936,087	\$37,127	\$25,375	\$11,753	\$0	\$6,924,334	\$37,127
2038	167	9/1/2038	\$6,924,334	\$37,127	\$25,332	\$11,796	\$0	\$6,912,538	\$37,127
2038	168	10/1/2038	\$6,912,538	\$37,127	\$25,288	\$11,839	\$0	\$6,900,700	\$37,127
2038	169	11/1/2038	\$6,900,700	\$37,127	\$25,245	\$11,882	\$0	\$6,888,818	\$37,127
2038	170	12/1/2038	\$6,888,818	\$37,127	\$25,202	\$11,926	\$0	\$6,876,892	\$37,127
2039	171	1/1/2039	\$6,876,892	\$37,127	\$25,158	\$11,969	\$0	\$6,864,923	\$37,127
2039	172	2/1/2039	\$6,864,923	\$37,127	\$25,114	\$12,013	\$0	\$6,852,910	\$37,127
2039	173	3/1/2039	\$6,852,910	\$37,127	\$25,070	\$12,057	\$0	\$6,840,853	\$37,127
2039	174	4/1/2039	\$6,840,853	\$37,127	\$25,026	\$12,101	\$0	\$6,828,752	\$37,127
2039	175	5/1/2039	\$6,828,752	\$37,127	\$24,982	\$12,145	\$0	\$6,816,607	\$37,127
2039	176	6/1/2039	\$6,816,607	\$37,127	\$24,937	\$12,190	\$0	\$6,804,417	\$37,127
2039	177	7/1/2039	\$6,804,417	\$37,127	\$24,893	\$12,234	\$0	\$6,792,183	\$37,127
2039	178	8/1/2039	\$6,792,183	\$37,127	\$24,848	\$12,279	\$0	\$6,779,904	\$37,127
2039	179	9/1/2039	\$6,779,904	\$37,127	\$24,803	\$12,324	\$0	\$6,767,580	\$37,127
2039	180	10/1/2039	\$6,767,580	\$37,127	\$24,758	\$12,369	\$0	\$6,755,211	\$37,127
2039	181	11/1/2039	\$6,755,211	\$37,127	\$24,713	\$12,414	\$0	\$6,742,796	\$37,127
2039	182	12/1/2039	\$6,742,796	\$37,127	\$24,667	\$12,460	\$0	\$6,730,337	\$37,127
2040	183	1/1/2040	\$6,730,337	\$37,127	\$24,622	\$12,505	\$0	\$6,717,831	\$37,127
2040	184	2/1/2040	\$6,717,831	\$37,127	\$24,578	\$12,551	\$0	\$6,705,280	\$37,127
2040	185	3/1/2040	\$6,705,280	\$37,127	\$24,530	\$12,597	\$0	\$6,692,683	\$37,127
2040	186	4/1/2040	\$6,692,683	\$37,127	\$24,484	\$12,643	\$0	\$6,680,040	\$37,127
2040	187	5/1/2040	\$6,680,040	\$37,127	\$24,438	\$12,689	\$0	\$6,667,351	\$37,127
2040	188	6/1/2040	\$6,667,351	\$37,127	\$24,391	\$12,736	\$0	\$6,654,615	\$37,127
2040	189	7/1/2040	\$6,654,615	\$37,127	\$24,345	\$12,782	\$0	\$6,641,833	\$37,127
2040	190	8/1/2040	\$6,641,833	\$37,127	\$24,298	\$12,829	\$0	\$6,629,004	\$37,127
2040	191	9/1/2040	\$6,629,004	\$37,127	\$24,251	\$12,876	\$0	\$6,616,128	\$37,127
2040	192	10/1/2040	\$6,616,128	\$37,127	\$24,204	\$12,923	\$0	\$6,603,204	\$37,127
2040	193	11/1/2040	\$6,603,204	\$37,127	\$24,157	\$12,970	\$0	\$6,590,234	\$37,127
2040	194	12/1/2040	\$6,590,234	\$37,127	\$24,109	\$13,018	\$0	\$6,577,216	\$37,127
2041	195	1/1/2041	\$6,577,216	\$37,127	\$24,062	\$13,065	\$0	\$6,564,151	\$37,127
2041	196	2/1/2041	\$6,564,151	\$37,127	\$24,014	\$13,113	\$0	\$6,551,037	\$37,127
2041	197	3/1/2041	\$6,551,037	\$37,127	\$23,966	\$13,161	\$0	\$6,537,876	\$37,127
2041	198	4/1/2041	\$6,537,876	\$37,127	\$23,918	\$13,209	\$0	\$6,524,667	\$37,127
2041	199	5/1/2041	\$6,524,667	\$37,127	\$23,869	\$13,258	\$0	\$6,511,409	\$37,127
2041	200	6/1/2041	\$6,511,409	\$37,127	\$23,821	\$13,306	\$0	\$6,498,103	\$37,127

2041	201	7/1/2041	\$6,498,103	\$37,127	\$23,772	\$13,355	\$0	\$6,484,748	\$37,127
2041	202	8/1/2041	\$6,484,748	\$37,127	\$23,723	\$13,404	\$0	\$6,471,344	\$37,127
2041	203	9/1/2041	\$6,471,344	\$37,127	\$23,674	\$13,453	\$0	\$6,457,891	\$37,127
2041	204	10/1/2041	\$6,457,891	\$37,127	\$23,625	\$13,502	\$0	\$6,444,389	\$37,127

Dunean Mill Apartments - Greenville, SC

All rights reserved. All costs in this document are the property of Unicorn Avenue Capital Management LLC ("UAC") and may not be used without the express written permission of UAC. Where the expense is not a cost of UAC, it is provided for information only and is not a cost of UAC.

Category	Item	Value	Rate	Amount
Construction	Construction	1,481,000	0%	0
	Permit	6,250	0%	0
	Land	24,120	0%	0
	Land	1,481,000	0%	0
	Land	1,481,000	0%	0
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0
Other	150,000	0%	0	

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Category	Item	Value	Rate	Amount
Professional Fees	Architect	150,000	0%	0
	Engineer	150,000	0%	0
	Interior Designer	150,000	0%	0
	Land Use Authority	150,000	0%	0
	Legal	150,000	0%	0
	Marketing	150,000	0%	0
	Real Estate	150,000	0%	0
	Survey	150,000	0%	0
	Utility	150,000	0%	0
	Other	150,000	0%	0

Assumed Tap Fee

\$ 2,500

Residential Fee	15	160.00	15	18.00	18.00	220.00	15	1,800.00	15	2,250.00
Commercial Fee	15	120.00	15	18.00	18.00	1,500.00	15	1,500.00	15	2,250.00

SERVICE LINE AND METER INSTALLATION CHARGES

(Refundable Pursuant to A.A.C. R14-2-405)

RATES EFFECTIVE AS OF MARCH 1, 2014

	Service Line Charge	Meter Installation	Total
5/8" x 3/4" Meter	445.00	155.00	600.00
3/4" Meter	445.00	255.00	700.00
1" Meter	495.00	315.00	810.00
1-1/2" Meter	550.00	525.00	1,075.00
2" Turbine Meter	830.00	1,045.00	1,875.00
2" Compound Meter	830.00	1,890.00	2,720.00
3" Meter	1,045.00	1,670.00	2,715.00
3" Compound Meter	1,165.00	2,545.00	3,710.00
4" Turbine Meter	1,490.00	2,670.00	4,160.00
4" Compound Meter	1,670.00	3,645.00	5,315.00
6" Turbine Meter	2,210.00	5,025.00	7,235.00
6" Compound Meter	2,330.00	6,920.00	9,250.00
8" and Larger Meters	Cost	Cost	Cost

Turbine meters can be less accurate than displacement or multi-jet meters, but provide a benefit in that they do not significantly impede the flow of water within a pipe. For higher flow rates, this means less pressure is lost based on the need to negotiate the meter. Often, the turbine meter is ideal for large commercial operations, as well as fire protection. They are also used as master meters within larger water distribution systems.

Compound meters are designed to meet situations with highly variable needs, such as fluctuations in high flow rates and low rates of flow, but where accuracy is required in all circumstances. Often, these meters feature traits of other meters that can be switched between based on need. During times of high flow, a turbine portion can be in use; then, when flow decreases, water can be diverted to a multi-jet or positive displacement portion for improved accuracy.

Source:

Meter Size	Max Factor	Total Fee
5/8" x 3/4"	1	\$1,750
3/4"	1.5	\$1,875
1"	2	\$2,100
1 1/2"	3	\$2,625
2"	4	\$3,150
3"	6	\$4,200
4"	8	\$5,250
6" and larger	15	\$8,750

Service Lateral Size	Factor	Fee
8 inch	1	\$1,250.00
10 inch	1.25	\$1,562.50
12 inch	1.5	\$1,875.00
18 inch	2.25	\$2,812.50

Dunean Mill Apartments - Greenville, SC

All rights reserved. All content in this document is the property of Lincoln Avenue Capital Management LLC ("LAC") and may not be used without the explicit written permission of LAC. Without the express written consent of LAC, it is prohibited to integrate or disseminate, in whole or in part, any of the content contained herein.

Period		1	2	3	4	5	6	7	8	9	10	11	12	13	14
Year		2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Date		11/30/2022	11/30/2023	11/30/2024	11/30/2025	11/30/2026	11/30/2027	11/30/2028	11/30/2029	11/30/2030	11/30/2031	11/30/2032	11/30/2033	11/30/2034	11/30/2035
Revenues															
Gross Potential Rent	2.0%	\$839,845	\$856,642	\$873,775	\$891,250	\$909,075	\$927,257	\$945,802	\$964,718	\$984,013	\$1,003,692	\$1,023,767	\$1,044,242	\$1,065,127	\$1,086,423
% growth	2.0%	--	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Loss to Lease	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
% Vacancy	0.0%	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Total Gross Income		\$839,845	\$856,642	\$873,775	\$891,250	\$909,075	\$927,257	\$945,802	\$964,718	\$984,013	\$1,003,692	\$1,023,767	\$1,044,242	\$1,065,127	\$1,086,423
Vacancy		(\$839,845)	(\$839,975)	(\$43,689)	(\$82,508)	(\$63,635)	(\$64,908)	(\$66,206)	(\$67,500)	(\$68,861)	(\$70,256)	(\$71,664)	(\$73,097)	(\$74,559)	(\$76,050)
Vacancy %	7.0%	100.0%	98.7%	5.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%
Bad Debt	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Vacancy %	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Months/Employee	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Vacancy %	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Concessions	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Vacancy %	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Total Vacancy %	7.0%	100.0%	98.7%	5.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%
Total Rental Income		--	\$516,667	\$930,064	\$828,863	\$845,440	\$862,349	\$879,596	\$897,188	\$915,132	\$932,434	\$950,103	\$967,145	\$984,568	\$1,001,373
Other Income	2.0%	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Total Revenue		--	\$516,667	\$930,064	\$828,863	\$845,440	\$862,349	\$879,596	\$897,188	\$915,132	\$932,434	\$950,103	\$967,145	\$984,568	\$1,001,373
Expenses															
G&A	2.0%	--	\$23,175	\$31,750	\$32,782	\$33,765	\$34,778	\$35,822	\$36,896	\$38,003	\$39,143	\$40,317	\$41,527	\$42,773	\$44,056
Payroll	2.0%	--	\$55,620	\$76,159	\$78,676	\$81,037	\$83,458	\$85,972	\$88,551	\$91,207	\$93,944	\$96,762	\$99,665	\$102,655	\$105,734
Electricity	2.0%	--	\$5,562	\$7,620	\$7,868	\$8,104	\$8,347	\$8,597	\$8,856	\$9,121	\$9,394	\$9,676	\$9,968	\$10,265	\$10,573
Gas	2.0%	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Water & Sewer	2.0%	--	\$23,175	\$31,750	\$32,782	\$33,765	\$34,778	\$35,822	\$36,896	\$38,003	\$39,143	\$40,317	\$41,527	\$42,773	\$44,056
Trash	2.0%	--	\$9,270	\$12,700	\$13,113	\$13,506	\$13,911	\$14,329	\$14,759	\$15,201	\$15,657	\$16,127	\$16,611	\$17,109	\$17,622
Contract Services	2.0%	--	\$11,588	\$15,875	\$16,391	\$16,883	\$17,389	\$17,911	\$18,448	\$19,002	\$19,572	\$20,159	\$20,764	\$21,386	\$22,028
Repairs & Maintenance	2.0%	--	\$15,986	\$15,875	\$16,391	\$16,883	\$17,389	\$17,911	\$18,448	\$19,002	\$19,572	\$20,159	\$20,764	\$21,386	\$22,028
Turnover	2.0%	--	\$6,833	\$8,525	\$8,833	\$9,130	\$9,433	\$9,748	\$10,069	\$10,401	\$10,743	\$11,095	\$11,458	\$11,832	\$12,217
Marketing	2.0%	--	\$4,350	\$6,350	\$6,956	\$7,353	\$7,753	\$8,164	\$8,596	\$9,041	\$9,501	\$9,976	\$10,465	\$10,968	\$11,485
Management Fee	2.0%	--	\$15,509	\$24,903	\$24,896	\$25,363	\$25,870	\$26,418	\$26,996	\$27,604	\$28,242	\$28,910	\$29,608	\$30,336	\$31,094
Insurance	2.0%	--	\$27,819	\$38,100	\$39,336	\$40,518	\$41,734	\$42,986	\$44,275	\$45,604	\$46,972	\$48,381	\$49,832	\$51,327	\$52,867
Scott Estate Tax	2.0%	--	\$1,759	\$2,225	\$2,318	\$2,395	\$2,474	\$2,557	\$2,644	\$2,736	\$2,831	\$2,929	\$3,031	\$3,137	\$3,247
Issuer Fee	0.0%	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Total Expenses (Pre-RR)		\$1,769	\$197,099	\$273,664	\$281,912	\$299,121	\$308,571	\$320,269	\$334,223	\$349,441	\$365,829	\$383,467	\$402,353	\$422,504	\$443,934
Replacement Reserves	3.0%	\$0	--	\$18,000	\$18,640	\$19,096	\$19,668	\$20,259	\$20,877	\$21,523	\$22,198	\$22,902	\$23,636	\$24,400	\$25,194
Total Expenses (Including RR)		\$1,769	\$197,099	\$291,664	\$300,552	\$318,217	\$328,239	\$340,528	\$355,100	\$371,364	\$388,027	\$406,169	\$425,889	\$447,198	\$470,128
Net Operating Income		(\$1,769)	\$319,568	\$638,400	\$527,351	\$526,319	\$548,780	\$539,068	\$542,018	\$543,708	\$544,234	\$547,231	\$549,958	\$552,370	\$554,245
Debt Service		--	(\$11,531)	(\$15,525)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)	(\$15,526)
DSCR		--	(4.47)	4.21	3.39	3.40	3.41	3.42	3.43	3.44	3.45	3.46	3.47	3.48	3.49
Cash Flow After Debt Service		(\$1,769)	\$308,037	\$622,875	\$511,825	\$510,793	\$533,254	\$523,542	\$526,492	\$528,182	\$528,708	\$531,705	\$534,432	\$536,844	\$538,719
Lease-Up Reserve	\$	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Net Cash Flow		(\$1,769)	\$308,037	\$622,875	\$511,825	\$510,793	\$533,254	\$523,542	\$526,492	\$528,182	\$528,708	\$531,705	\$534,432	\$536,844	\$538,719

15	16	17	18	19	20	21	22	23	24
2028	2037	2039	2039	2040	2041	2042	2043	2044	2045
11/30/2036	11/30/2037	11/30/2038	11/30/2039	11/30/2040	11/30/2041	11/30/2042	11/30/2043	11/30/2044	11/30/2045
\$1,108,158	\$1,130,321	\$1,152,527	\$1,175,966	\$1,199,506	\$1,223,496	\$1,247,906	\$1,272,825	\$1,298,384	\$1,324,351
2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
--	--	--	--	--	--	--	--	--	--
\$1,108,158	\$1,130,321	\$1,152,527	\$1,175,966	\$1,199,506	\$1,223,496	\$1,247,906	\$1,272,825	\$1,298,384	\$1,324,351
(\$77,971)	(\$79,122)	(\$80,705)	(\$82,319)	(\$83,965)	(\$85,645)	(\$87,359)	(\$89,105)	(\$90,887)	(\$92,705)
7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%
--	--	--	--	--	--	--	--	--	--
--	--	--	--	--	--	--	--	--	--
--	--	--	--	--	--	--	--	--	--
7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%	7.0%
\$1,030,687	\$1,051,189	\$1,072,223	\$1,093,667	\$1,115,540	\$1,137,851	\$1,160,608	\$1,183,820	\$1,207,497	\$1,231,647
\$1,030,687	\$1,051,189	\$1,072,223	\$1,093,667	\$1,115,540	\$1,137,851	\$1,160,608	\$1,183,820	\$1,207,497	\$1,231,647
\$45,378	\$48,739	\$48,141	\$49,585	\$51,079	\$52,605	\$54,163	\$55,809	\$57,483	\$59,208
\$108,906	\$112,174	\$115,539	\$118,005	\$122,575	\$126,262	\$130,040	\$133,941	\$137,969	\$142,098
\$10,891	\$11,217	\$11,554	\$11,901	\$12,258	\$12,625	\$13,004	\$13,394	\$13,796	\$14,210
--	--	--	--	--	--	--	--	--	--
\$45,378	\$48,739	\$48,141	\$49,585	\$51,079	\$52,605	\$54,163	\$55,809	\$57,483	\$59,208
\$18,151	\$18,806	\$19,256	\$19,834	\$20,429	\$21,042	\$21,673	\$22,324	\$22,993	\$23,683
\$22,689	\$23,370	\$24,071	\$24,793	\$25,536	\$26,303	\$27,092	\$27,904	\$28,742	\$29,604
\$29,889	\$30,370	\$30,871	\$31,393	\$31,936	\$32,503	\$32,992	\$33,504	\$34,042	\$34,604
\$13,613	\$14,022	\$14,442	\$14,876	\$15,322	\$15,780	\$16,255	\$16,743	\$17,245	\$17,762
\$6,076	\$6,348	\$6,628	\$6,917	\$7,215	\$7,521	\$7,837	\$8,162	\$8,497	\$8,842
\$30,918	\$31,536	\$32,167	\$32,810	\$33,466	\$34,136	\$34,818	\$35,510	\$36,223	\$36,949
\$54,433	\$56,007	\$57,709	\$59,543	\$61,518	\$63,635	\$65,800	\$68,121	\$70,600	\$73,149
\$4,529	\$4,726	\$4,928	\$5,134	\$5,344	\$5,558	\$5,776	\$6,000	\$6,229	\$6,463
--	--	--	--	--	--	--	--	--	--
\$186,729	\$188,622	\$189,847	\$191,615	\$193,536	\$195,619	\$197,876	\$199,318	\$200,957	\$202,703
\$26,664	\$26,434	\$27,227	\$28,043	\$28,885	\$29,761	\$30,644	\$31,563	\$32,510	\$33,485
\$412,333	\$424,456	\$436,874	\$449,659	\$462,829	\$476,370	\$490,320	\$504,681	\$519,467	\$534,688
\$618,134	\$626,743	\$635,348	\$644,058	\$652,770	\$661,481	\$670,288	\$679,129	\$688,030	\$696,956
\$449,526	\$449,526	\$449,526	\$449,526	\$449,526	\$449,526	\$449,526	\$449,526	\$449,526	\$449,526
1.39	1.41	1.42	1.43	1.47	1.48	1.50	1.52	1.54	1.56
\$172,658	\$181,217	\$189,822	\$198,483	\$207,194	\$216,955	\$224,763	\$233,613	\$242,504	\$251,433
\$172,658	\$181,217	\$189,822	\$198,483	\$207,194	\$216,955	\$224,763	\$233,613	\$242,504	\$251,433

Green Mill Apartments - Greenville, SC

All rights reserved. All content in this document is the property of Lincoln Avenue Capital Management LLC ("LAC") and may not be used without the explicit written permission. All content is prohibited to integrate or disseminate, in whole or in part, any of the content contained herein.

		1	2	3	4	5	6	7	8
		2022	2023	2024	2025	2026	2027	2028	2029
		11/30/2022	11/30/2023	11/30/2024	11/30/2025	11/30/2026	11/30/2027	11/30/2028	11/30/2029
Use									
Potential Rent	2.0%	\$839,845	\$856,642	\$873,775	\$891,250	\$909,075	\$927,257	\$945,802	\$964,718
Growth	2.0%		2.0%	2.0%	2.0%	2.0%	2.0%	2.0%	2.0%
Cost of Lease		-	-	-	-	-	-	-	-
Vacancy	0.0%	-	-	-	-	-	-	-	-
Gross Income		\$839,845	\$856,642	\$873,775	\$891,250	\$909,075	\$927,257	\$945,802	\$964,718
Property		(\$839,845)	(\$339,975)	(\$43,689)	(\$62,388)	(\$63,635)	(\$64,908)	(\$66,206)	(\$67,530)
Operating %	7.0%	100.0%	39.7%	5.0%	7.0%	7.0%	7.0%	7.0%	7.0%
Depreciation		-	-	-	-	-	-	-	-
Operating %	-	-	-	-	-	-	-	-	-
Per Employee		-	-	-	-	-	-	-	-
Operating %	-	-	-	-	-	-	-	-	-
Commissions		-	-	-	-	-	-	-	-
Operating %	-	-	-	-	-	-	-	-	-
Vacancy %	7.0%	100.0%	39.7%	5.0%	7.0%	7.0%	7.0%	7.0%	7.0%
Rental Income		-	\$516,667	\$830,086	\$828,863	\$845,440	\$862,349	\$879,596	\$897,188
Income	2.0%	-	-	-	-	-	-	-	-
Revenue		-	\$516,667	\$830,086	\$828,863	\$845,440	\$862,349	\$879,596	\$897,188
Expenses	% growth								
Utilities	3.0%	-	\$23,175	\$31,750	\$32,782	\$33,765	\$34,778	\$35,822	\$36,896
Electricity	3.0%	-	\$55,620	\$76,199	\$78,676	\$81,037	\$83,468	\$85,972	\$88,551
Water	3.0%	-	\$5,562	\$7,620	\$7,868	\$8,104	\$8,347	\$8,597	\$8,855
Gas & Sewer	3.0%	-	-	-	-	-	-	-	-
Trash	3.0%	-	\$23,175	\$31,750	\$32,782	\$33,765	\$34,778	\$35,822	\$36,896
Janitorial	3.0%	-	\$9,270	\$12,700	\$13,113	\$13,506	\$13,911	\$14,329	\$14,758
Contract Services	3.0%	-	\$11,588	\$15,875	\$16,391	\$16,883	\$17,389	\$17,911	\$18,448
Repairs & Maintenance	3.0%	-	\$11,588	\$15,875	\$16,391	\$16,883	\$17,389	\$17,911	\$18,448
Insurance	3.0%	-	\$6,953	\$9,525	\$9,835	\$10,130	\$10,433	\$10,746	\$11,069
Marketing	3.0%	-	\$4,635	\$6,350	\$6,556	\$6,753	\$6,956	\$7,164	\$7,379
Management Fee	3.0%	-	\$15,500	\$24,903	\$24,866	\$25,363	\$25,870	\$26,388	\$26,916
Property Tax	3.0%	-	\$27,810	\$38,100	\$39,338	\$40,518	\$41,734	\$42,986	\$44,275
State Tax	3.0%	\$1,759	\$2,225	\$3,218	\$3,315	\$3,414	\$3,517	\$3,622	\$3,731
Other Fee	0.0%	-	-	-	-	-	-	-	-
Expenses (Pre-RR)		\$1,759	\$197,099	\$273,864	\$281,912	\$290,121	\$298,571	\$307,269	\$316,223
Reserve Reserves	3.0%	\$0	-	\$18,000	\$18,540	\$19,096	\$19,669	\$20,259	\$20,867
Expenses (Including RR)		\$1,759	\$197,099	\$291,864	\$300,452	\$309,217	\$318,240	\$327,528	\$337,090
Operating Income		(\$1,759)	\$319,568	\$538,222	\$528,411	\$536,223	\$544,109	\$552,068	\$560,098
Service		-	(\$71,531)	\$445,526	\$445,526	\$445,526	\$445,526	\$445,526	\$445,526
RR		-	(4.47)	1.21	1.19	1.20	1.22	1.24	1.26
Flow After Debt Service		(\$1,759)	\$391,098	\$92,697	\$82,885	\$90,698	\$98,584	\$106,542	\$114,572
Up Reserve	\$	-	-	-	-	-	-	-	-
Cash Flow		(\$1,759)	\$391,098	\$92,697	\$82,885	\$90,698	\$98,584	\$106,542	\$114,572

tion of LAC. Without the express written consent of LAC, it is

9 2030 11/30/2030	10 2031 11/30/2031	11 2032 11/30/2032	12 2033 11/30/2033	13 2034 11/30/2034	14 2035 11/30/2035	15 2036 11/30/2036	16 2037 11/30/2037	17 2038 11/30/2038	18 2039 11/30/2039	19 2040 11/30/2040	20 2041 11/30/2041	21 2042 11/30/2042
\$984,013 2.0%	\$1,003,693 2.0%	\$1,023,767 2.0%	\$1,044,242 2.0%	\$1,065,127 2.0%	\$1,086,429 2.0%	\$1,108,158 2.0%	\$1,130,321 2.0%	\$1,152,927 2.0%	\$1,175,986 2.0%	\$1,199,506 2.0%	\$1,223,496 2.0%	\$1,247,966 2.0%
-\$984,013	-\$1,003,693	-\$1,023,767	-\$1,044,242	-\$1,065,127	-\$1,086,429	-\$1,108,158	-\$1,130,321	-\$1,152,927	-\$1,175,986	-\$1,199,506	-\$1,223,496	-\$1,247,966
(\$68,881) 7.0%	(\$70,258) 7.0%	(\$71,664) 7.0%	(\$73,097) 7.0%	(\$74,559) 7.0%	(\$76,050) 7.0%	(\$77,571) 7.0%	(\$79,122) 7.0%	(\$80,705) 7.0%	(\$82,319) 7.0%	(\$83,965) 7.0%	(\$85,645) 7.0%	(\$87,358) 7.0%
-\$915,132	-\$933,434	-\$952,103	-\$971,145	-\$990,568	-\$1,010,379	-\$1,030,587	-\$1,051,199	-\$1,072,223	-\$1,093,667	-\$1,115,540	-\$1,137,851	-\$1,160,608
\$915,132	\$933,434	\$952,103	\$971,145	\$990,568	\$1,010,379	\$1,030,587	\$1,051,199	\$1,072,223	\$1,093,667	\$1,115,540	\$1,137,851	\$1,160,608
\$38,003	\$39,143	\$40,317	\$41,527	\$42,773	\$44,056	\$45,378	\$46,739	\$48,141	\$49,585	\$51,073	\$52,605	\$54,183
\$91,207	\$93,944	\$96,762	\$99,665	\$102,655	\$105,734	\$108,906	\$112,174	\$115,539	\$119,005	\$122,575	\$126,252	\$130,040
\$9,121	\$9,394	\$9,676	\$9,966	\$10,265	\$10,573	\$10,891	\$11,217	\$11,554	\$11,901	\$12,258	\$12,625	\$13,004
-\$38,003	-\$39,143	-\$40,317	-\$41,527	-\$42,773	-\$44,056	-\$45,378	-\$46,739	-\$48,141	-\$49,585	-\$51,073	-\$52,605	-\$54,183
\$15,201	\$15,657	\$16,127	\$16,611	\$17,109	\$17,622	\$18,151	\$18,696	\$19,256	\$19,834	\$20,429	\$21,042	\$21,673
\$19,002	\$19,572	\$20,159	\$20,764	\$21,386	\$22,028	\$22,689	\$23,370	\$24,071	\$24,793	\$25,536	\$26,303	\$27,092
\$19,002	\$19,572	\$20,159	\$20,764	\$21,386	\$22,028	\$22,689	\$23,370	\$24,071	\$24,793	\$25,536	\$26,303	\$27,092
\$11,401	\$11,743	\$12,095	\$12,458	\$12,832	\$13,217	\$13,613	\$14,022	\$14,442	\$14,876	\$15,322	\$15,782	\$16,255
\$7,601	\$7,829	\$8,063	\$8,305	\$8,555	\$8,811	\$9,076	\$9,348	\$9,628	\$9,917	\$10,215	\$10,521	\$10,837
\$27,454	\$28,003	\$28,563	\$29,134	\$29,717	\$30,311	\$30,918	\$31,536	\$32,167	\$32,810	\$33,466	\$34,136	\$34,818
\$45,604	\$46,972	\$48,381	\$49,832	\$51,327	\$52,867	\$54,453	\$56,087	\$57,769	\$59,503	\$61,288	\$63,126	\$65,020
\$3,843	\$3,958	\$4,077	\$4,199	\$4,325	\$4,455	\$4,589	\$4,726	\$4,868	\$5,014	\$5,164	\$5,319	\$5,479
-\$325,441	-\$334,929	-\$344,697	-\$354,753	-\$365,104	-\$375,760	-\$386,729	-\$398,022	-\$409,647	-\$421,615	-\$433,936	-\$446,619	-\$459,676
\$21,493	\$22,138	\$22,802	\$23,486	\$24,190	\$24,916	\$25,664	\$26,434	\$27,227	\$28,043	\$28,885	\$29,751	\$30,644
\$346,934	\$357,067	\$367,499	\$378,239	\$389,294	\$400,676	\$412,393	\$424,456	\$436,874	\$449,659	\$462,820	\$476,370	\$490,320
\$568,198	\$576,367	\$584,604	\$592,906	\$601,274	\$609,703	\$618,194	\$626,743	\$635,348	\$644,008	\$652,720	\$661,481	\$670,288
\$445,526 1.28	\$445,526 1.29	\$445,526 1.31	\$445,526 1.33	\$445,526 1.35	\$445,526 1.37	\$445,526 1.39	\$445,526 1.41	\$445,526 1.43	\$445,526 1.45	\$445,526 1.47	\$445,526 1.48	\$445,526 1.50
\$122,672	\$130,841	\$139,078	\$147,381	\$155,748	\$164,178	\$172,668	\$181,217	\$189,823	\$198,483	\$207,194	\$215,955	\$224,763
\$122,672	\$130,841	\$139,078	\$147,381	\$155,748	\$164,178	\$172,668	\$181,217	\$189,823	\$198,483	\$207,194	\$215,955	\$224,763

22	23	24
2043	2044	2045
1/30/2043	11/30/2044	11/30/2045
1,272,925	\$1,298,384	\$1,324,351
2.0%	2.0%	2.0%
-	-	-
-	-	-
1,272,925	\$1,298,384	\$1,324,351
(\$89,105)	(\$90,887)	(\$92,705)
7.0%	7.0%	7.0%
-	-	-
-	-	-
-	-	-
-	-	-
-	-	-
7.0%	7.0%	7.0%
1,183,820	\$1,207,497	\$1,231,647
-	-	-
1,183,820	\$1,207,497	\$1,231,647
\$55,809	\$57,483	\$59,208
\$133,941	\$137,959	\$142,098
\$13,394	\$13,796	\$14,210
-	-	-
\$55,809	\$57,483	\$59,208
\$22,324	\$22,993	\$23,683
\$27,904	\$28,742	\$29,604
\$27,904	\$28,742	\$29,604
\$16,743	\$17,245	\$17,762
\$11,162	\$11,497	\$11,842
\$35,515	\$36,225	\$36,949
\$66,971	\$68,980	\$71,049
\$5,643	\$5,813	\$5,987
-	-	-
\$473,118	\$486,957	\$501,203
\$31,583	\$32,510	\$33,485
\$504,681	\$519,467	\$534,688
\$679,139	\$688,030	\$696,958
\$445,526	\$445,526	\$445,526
1.52	1.54	1.56
\$233,613	\$242,504	\$251,433
\$233,613	\$242,504	\$251,433

EXIT TEST YEAR 2039	
Exit Date	7/30/2039
Net Operating Income	#N/A
Cap Rate	6.50%
Sale Price	#N/A
Debt Payoff	\$ -
Net Proceeds (GP I)	#N/A

D.

State Housing Finance and
Development Authority

Magnolia Branch Apartments



OFFICE OF STATE TREASURER

New Debt Information Form (NDIF) / Multifamily Housing - **Initial Form**

SFAA Approval Date: **08/30/22**

Final Version Date: **00/00/00**

1. AGENCY/ISSUER & FINANCING INFORMATION

Agency #: _____ Issuer: South Carolina State Housing Finance and Development Series: 2022A and 2022B
 Borrower (if not Issuer): Magnolia Branch SC LLC
 Bond Caption: Multifamily Family Housing Revenue Bonds (Magnolia Branch Apartments)
 Bond Resolution Amount: \$ 22,000,000 Est. Production/Par Amt: \$ 22,000,000

(Used to calculate initial COI percentages: 8A + 8B)*

Final Production/Par Amt: \$ -

Submitted By:

ENTITY: Magnolia Branch SC LLC
 BY: Hollis M. Fitch
 ITS: Manager
 Tel: 704-315-8933
 Email: hollis@fitchirick.com

Transaction Type/Method of Sale:

Public Offering: Competitive: _____ Negotiated:
 Direct Placement: Competitive: _____ Negotiated: _____
 Governmental Loan/Governmental Purchaser
 Other: _____

MSRB (EMMA) Continuing Disclosure Requirement (Y/N): Y
 MSRB (EMMA) Continuing Disclosure Responsible Party: _____

Magnolia Branch SC LLC

2. FINANCING (NEW PORTION)

Project #: _____ Project Name: Magnolia Branch Apartments
 Project Address/Location: 3715 Ingleside Boulevard, Ladson, SC Amount: \$ 22,000,000
 Project Type: Multifamily Housing County: Charleston
 Projected Avg Interest Rate: 2.05% Series A and 1.25% Series B Final Maturity: 3/1/2041 (Series A) & 3/1/2025 (Series B)
 Projected Cost per Unit: \$ 347,256 LIHTC/SCTC: \$ 28,445,549

3. FINANCING (REFUNDED PORTION)

Series to be Refunded	Refunded Maturities	Principal Refunded	IR of Refunded Bds	Est. Yield of Refunding Bds	Est NPV Svgs. (\$)	Est NPV Svgs. (% of Ref. Bds)
		\$ -			\$ -	
		-			-	
		-			-	
		-			-	
Total		\$ -	*****	*****	\$ -	

4. FINANCING WORKING GROUP

Financial Advisor: None Disclosure Counsel: Tiber Hudson
 Bond Counsel: Howell Linkous & Nettles, LLC Issuer's Counsel: Tasha Thompson, Esq.
 Underwriter: Stifel Nicolaus Incorporated Trustee: TBD
 Paying Agent: TBD Underwriters Counsel: TiberHudson

5. FINANCING/PROJECT DESCRIPTION: (Briefly, explain the multifamily development project, the justification for the SC Housing Tax Credit, the anticipated costs, & the basis for these cost estimates ... if needed, please attach supplemental page for this)

Magnolia Branch will provide 162 units of high quality and energy efficient affordable housing in North Charleston, SC. The community will include 39 1-BR units, 81 2-BR units, and 42 3-BR units and will target individuals and families earning up to 60% of the Area Median Income. This area of North Charleston has a multitude of market rate housing options, but the supply of affordable housing is limited. The closest affordable housing community is over 3.5 miles from the proposed community. Demand is very strong with our market study concluding there is demand for 2,343 affordable housing units in the primary market area. The average vacancy rate for affordable housing communities in the area is 2.5%, which is well below the national and state average. Amenities will include a swimming pool, business center, fitness center, on-site laundry facility, large clubhouse and gathering area, and on-site management and maintenance. The community is designed to qualify for the Home Innovation Research Lab's National Green Building Standard for a Bronze level certification. The plans and specifications have been completed and we have we have a construction contract from a reputable third party South Carolina General Contractor. All major design contracts have been executed and the financing for this community is in place. The developer, general contractor, civil engineer, and landscape architect are based in South Carolina. The architect is based in North Carolina.

6. FINANCING/PROJECT APPROVAL DATES

Financing Approvals		Notes:
Authority Approval:	11/15/21	
JBRC Approval:	00/00/00	N/A
SFAA Approval:	08/30/22	

Project Approvals - Phase II (State Entities Only)		Notes:
SCHFDA Approval:	00/00/00	
JBRC Approval:	00/00/00	
SFAA Approval:	00/00/00	

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

Yes No

a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy)

	x
--	---

b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds?

	x
--	---

c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected.

Sq. Footage -
Cost Estimate -

Est. Expenditures - Through 6 Months
Est. Expenditures - Through 24 Months
Est. Expenditures - Through 48 Months
- Estimated Expenditures: Thru FY:

	Bond Proceeds	FYE	Spend Down Schedule Notes
\$	4,790,023	12/31/2022	
	17,209,977	12/31/2023	
	-		
\$	22,000,000		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES: A Construction Financing / B. Permanent Financing

Sources	A. Est. Project Budget / Construction (Sources)	B. Est. Project Budget / Permanent (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par (b) Premium/Accr. Int.	\$ 22,000,000	\$ 13,905,000	\$ -	Project Fund
(2) Issuer/Borrower Contr.	-	-	603,812	Negative Arbitrage Deposit
(3) Debt Service Fund Trans.	-	-	2,334,740	Financing Fees
(4) Debt Service Reserve Fund Contribution	-	-	13,905,000	Redemption Price/Escrow Deposit
(5) Other MFHRB Sources			520,500	Cost of Issuance (Incl. UW Disc.)
(a) LIHTC	2,639,964	17,599,759	1,647,048	Other (Contingency)
(a) State Housing TC	1,626,868	10,845,790	3,000,000	Developer Fee
(c) Owner's Equity/Other			646,000	Reserves
(d) Mortgage Loan (BTO)	29,988,717	13,905,000	2,169,000	Acquisition
Total Project Sources	\$ 56,255,549	\$ 56,255,549	\$ 56,255,549	Total Project Uses
Surplus/Deficit		\$ -		

9. TOTAL ESTIMATED BOND COI EXPENDITURES = 8A + 8B (Added COI entities beyond the following need an attached descriptive**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor				\$ -	\$ -	\$ -
Bond Counsel	Howell Linkous & Nettles			95,000	-	95,000
Disclosure Counsel				-	-	-
Issuer's Counsel				-	-	-
Underwriter's Counsel	Tiber Hudson			60,000	-	60,000
Transaction Counsel				-	-	-
Legal Expenses				-	-	-
Rating Agency - S&P				-	-	-
Rating Agency - Moody's	Moody's			16,500	-	16,500
Rating Agency - Fitch				-	-	-
Underwriter's Compensation	Stifel			170,000	-	170,000
Registrar / Paying Agent	US Bank			11,500	-	11,500
Escrow Agent				-	-	-
Accountant				-	-	-
Verification Agent	Causey			2,500	-	2,500
Printing/Publishing/Advertising				-	-	-
Issuer's Fee	Authority Fees			165,000	-	165,000
				\$ 520,500	\$ -	\$ 520,500

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction
Bond Counsel: % of Transaction
Total Legal Costs: % of Transaction
Rating Agencies: % of Transaction

0.00%	#DIV/0!
0.43%	#DIV/0!
0.70%	#DIV/0!
0.08%	#DIV/0!

UW Comp: % of Transaction
Other COI: % of Transaction
Total COI: % of Transaction

0.77%	#DIV/0!
0.81%	#DIV/0!
2.37%	#DIV/0!

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

Samuel W. Howell, IV
Writer's Direct No. 843.266.3801
E-mail samhowell@bond-law.com

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

July 25, 2022

Delbert H. Singleton, Esq.
Assistant Executive Director and Board Secretary
State Fiscal Accountability Authority
Wade Hampton Office Building
1200 Senate Street, 6th Floor
Columbia, South Carolina 29201

Not to exceed \$22,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Tax-Exempt Mortgage-Backed Bonds
(M TEMS) (Magnolia Branch Apartments) (FN), Series 2022

Dear Delbert:

My firm serves as bond counsel to Magnolia Branch SC LLC, a South Carolina limited liability company (the "Housing Sponsor"), with respect to the issuance of multifamily housing revenue bonds by the State Housing Finance and Development Authority (the "Authority") to provide a portion of the financing for the acquisition and construction of an affordable housing development to be located in the City of North Charleston to be known as Magnolia Branch Apartments.

The bonds will be issued in two series to provide construction and permanent financing for this project. Total project costs are at approximately \$50.445 million. Federal and State tax credit equity, in an amount of approximately \$28.455 million, is also expected to be raised as the result of financing the project with tax-exempt private activity bonds.

Delbert H. Singleton, Esq.
July 25, 2022
Page 2

Enclosed is the agenda package for the August meeting of the State Fiscal Accountability Authority requesting State law approval for the issuance of the bonds. I have enclosed the following documents:

1. Completed SFAA transmittal form;
2. Amended and Restated Preliminary Bond Resolution adopted by the Board of Commissioners of the Authority on November 17, 2021;
3. Petition of the Authority to the SFAA;
4. A form of the approving Resolution to be considered for adoption by the SFAA at its meeting;
5. Form of the Authority's Bond Resolution;
6. Bond Counsel opinion letter to SFAA;
7. A form of bond counsel's bond opinion letter; and
8. Private Participant Disclosure form.

By copy of this letter, I am also providing the State Treasurer's office with the NDIF for this transaction.

Also enclosed are (i) a schedule of estimated Sources and Uses of funds relating to the project; (ii) Pro Forma Bond Debt Service schedules showing the debt service schedule for both Series of Bonds; (iii) Bond Cash Flows showing the payment of debt service on the Bonds from the cash collateral and Fannie Mae payments made under the mortgage backed security described below; and (iv) Project Summary, including pro forma Project Revenue and Expenses (including debt service on the Bonds), with the annual Debt Service Coverage Ratios. I understand that Tracey Easton will provide the State Treasurer's office with schedules of debt service on the State Housing Authority's outstanding bonds as well as the revenues available to pay such debt service.

It is anticipated that the Bonds will receive an investment grade rating based on the (i) cash collateralization of the Bonds during construction and (ii) the Fannie Mae guarantee of the bonds after the conversion date. Until the conversion date upon completion at construction, the bonds will be cash collateralized from bond proceeds. After conversion, the bond proceeds will be used to purchase a mortgage backed security (MBS) guaranteed by Fannie Mae. Payments from the MBS (as shown in the attached Bond Cash Flows) will fully pay debt service on the bonds through their final maturity. Stifel Nicolaus & Company, Incorporated will serve as underwriter for the Bonds. The Bonds are intended to be issued as exempt facility bonds for qualified residential rental projects under Section 142(a)(7) of the Internal Revenue Code of 1986, as amended. Volume cap for this financing is expected to be provided by the State Housing Authority from carry-forward volume cap that has previously been allocated to the State Housing Authority.

Delbert H. Singleton, Esq.
July 25, 2022
Page 3

I will attend the Authority's meeting to answer any questions which may arise at the meeting. In the meantime, should you have any questions or concerns, please give me a call.

With kindest personal regards, I remain,

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Samuel W. Howell', written over the typed name below.

Samuel W. Howell

SWH,IV/sls
Enclosures

cc: Tracey C. Easton, Esq.
Tasha Thompson, Esq.

BOND TRANSMITTAL FORM

TO: Delbert H. Singleton, Jr., Authority Secretary
 State Fiscal Accountability Authority
 600 Wade Hampton Building (29201)
 P.O. Box 12444
 Columbia, SC 29211

DATE: 7/25/2022

Submitted for SFAA Meeting on:
 8/30/2022

FROM: Howell Linkous & Nettles, LLC

106 Broad Street
 Charleston, SC 29401

RE: Not to Exceed \$22,000,000 South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Magnolia Branch), Series 2022

Project Issue Date: 11/30/2022

Project Name: Magnolia Branch Apartments

Project Description: to provide construction and permanent financing for a portion of the costs of acquisition and construction of multifamily housing to be known as Magnolia Branch Apartments, in the City of North Charleston, South Carolina

Employment as a result of the project: Click or tap here to enter text.

	YES	NO	AMOUNT
Ceiling Allocation	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
Refunding Involved	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.
Project Approved Previously	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$ Click or tap here to enter text.

Documents enclosed (executed original and two copies of each):

(ALL documents required for state law approval; A and C only for ceiling allocation only.)


- A. Petition
- B. Resolution or Ordinance
- C. Inducement Resolution or comparable preliminary approval
- D. Department of Health and Environmental Control Certificate *if required*
- E. State Fiscal Accountability Authority Resolution and Public Notice *(original)*
Plus 4 copies for certification and return to bond counsel
- F. Draft bond counsel opinion letter
- G. Processing Fee

Amount: Click or tap here to enter text. **Check No:** Click or tap here to enter text.

Payor: Click or tap here to enter text.

- H. No Private Participant will be known at the time the Authority considers this agenda item.
- J. This agenda item is accompanied by the applicable Private Party Disclosure form for each private participant.
- K. All documents have been uploaded to the SFAA Authority File Drop.

Bond Counsel: Samuel W. Howell
Typed Name of Bond Counsel

By: 
Signature

A RESOLUTION

AMENDING AND RESTATING A RESOLUTION MAKING PRELIMINARY PROVISION FOR THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE BONDS (MAGNOLIA BRANCH APARTMENTS) OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY AND OTHER MATTERS RELATED THERETO.

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977, Act No. 76 of the Acts and Joint Resolutions of the General Assembly of 1977, as amended, (the "Act"), provides that the South Carolina State Housing Finance and Development Authority (the "Authority"), upon making a determination that sufficient persons or families of either beneficiary class (as defined by the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing, that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor, and that a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to members of the Beneficiary Classes; and

WHEREAS, upon making such determination and upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the Authority may issue from time to time notes and bonds for the purpose of obtaining funds with which to make (1) construction and/or rehabilitation loans secured by mortgages of housing sponsors; and (2) permanent mortgage loans to housing sponsors who agree to and shall be required to provide construction and/or rehabilitation of residential housing for rental by persons or families of either beneficiary class as defined by the Act, provided, however, with respect to any particular issue of notes or bonds one of the following conditions must be met: (a) if there is a public distribution of the notes or bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the notes or bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the notes or bonds are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgages or other security agreement in transactions with banks, institutional investors, or other non-registered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina, 1976, as amended, and the documents pursuant to which the notes or bonds are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the notes or bonds; and

WHEREAS, Magnolia Branch SC LLC, a limited liability company duly organized under the laws of the State of South Carolina (the "Sponsor") intends, with the assistance of the Authority, to acquire and construct (i) a 162-unit apartment development located in the City of

North Charleston, Charleston County, South Carolina, to be known as Magnolia Branch Apartments, at an expected cost of approximately \$34,642,580; and

WHEREAS, the Sponsor has previously requested the assistance of the Authority by funding a mortgage loan (the "Mortgage Loan") through the issuance of its multifamily housing revenue bonds in the expected maximum principal amount of \$18,300,000 (the "Bonds") to finance a portion of the costs of the Project; and

WHEREAS, by resolution adopted on January 26, 2021, the Bond Committee of the Authority gave preliminary approval on behalf of the Authority to the Sponsor's request by adopting a Preliminary Bond Resolution on that day (the "Preliminary Bond Resolution"); and

WHEREAS, the Sponsor has advised the Authority as the result of increased costs of materials and other construction costs, the expected costs of the Project have increased to \$42,282,576; and

WHEREAS, the Authority has determined to further assist the Sponsor to finance the Project by increasing the expected maximum amount of the Bonds to \$22,000,000; and

WHEREAS, the Preliminary Bond Resolution is scheduled to expire on January 26, 2022; and

WHEREAS, the Authority desires to extend the term of the Preliminary Bond Resolution by one year from the date of adoption of this resolution;

NOW, THEREFORE, BE IT RESOLVED THAT THE PRELIMINARY BOND RESOLUTION BE AND IS HEREBY AMENDED AND RESTATED BY THE BOARD OF COMMISSIONERS OF THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY IN MEETING DULY ASSEMBLED AS FOLLOWS:

Section 1. Adoption of Premises. Each statement of fact set forth in the preamble hereto has been carefully examined and has been found to be in all respects true and correct.

Section 2. Undertakings of the Authority. In the event the Sponsor meets the requirements set forth herein and in order to provide the moneys required to finance the Mortgage Loan, to establish the necessary reserve funds, and to pay the costs and expenses of the Authority in connection therewith, the Authority will undertake to issue a series of bonds to be designated as "South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Magnolia Branch Apartments)" (with any appropriate series or subseries designation) in the aggregate principal amount of not to exceed \$22,000,000.

Any obligation of the Authority hereunder is subject to (a) the requirements that (i) the Project shall have received such local approval, if any, as is required under the Act, (ii) the Authority approve the items which may be included in any required charges (rent plus any other mandatory payments) to occupants of the Project, and (iii) the issuance of the Bonds being

approved by the SFAA and (b) the right of the Authority in its sole discretion, to rescind this resolution and to elect not to issue such Bonds at some future date.

Section 3. Obligation of Sponsor. If the plan proceeds as contemplated, the Sponsor agrees as follows:

(a) to make the Project available for occupancy by persons in the Beneficiary Classes for such period and subject to such conditions as the Authority may determine;

(b) to provide such security for any of its obligations or mortgages to the Authority, or of the obligations of any other person to the Authority, as the Authority may, in its sole discretion request which such security may include federal mortgage insurance or federal agreements to make payments adequate to pay amounts due by such Sponsor or such other person;

(c) to enter into a mortgage loan agreement with respect to the Project on such terms and conditions as the Authority may deem necessary or desirable;

(d) to pay all costs and expenses incurred by the Authority, including its reasonable counsel fees, in furtherance of the undertakings of the Authority hereunder, regardless of whether any bonds or notes are issued with respect to the Project;

(e) to provide the Authority with such information and material with respect to the Project, including financial statements and information, reports, tests, surveys, appraisals, plans, specifications, drawings, occupancy rates or rent rolls, studies or feasibility studies, legal opinions, descriptions, and access for inspection of the Project or any other such items as may be requested by the Authority; and

(f) to enter into such agreements including such disclosure agreements as may be required to meet the requirements of S.E.C. Rule 15c2-12(b)(5), execute such documents and provide such proofs or evidence as the Authority may, in its sole discretion, request in connection with its undertakings hereunder.

Section 4. Termination. The Authority or the Sponsor may elect not to proceed with the financing. The Authority shall not be obligated hereby to the Sponsor or any other person by virtue of the adoption of this resolution. Neither the Sponsor nor any other person shall have any rights hereunder and the Authority shall not be liable in any way to the Sponsor or any other person for any decision it makes not to proceed hereunder regardless of any action taken by the Sponsor or such other person whether known or unknown to the Authority.

Section 5. Sale of Bonds; Purchase Contract. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized to sell any or all series of the Bonds to Stifel, Nicolaus & Company, Incorporated or such other investment bank or institutional purchaser as designated by the Sponsor and approved by the Executive Director (the "Purchaser") pursuant to the terms and conditions of a Purchase Contract in substantially the form heretofore employed by the Authority in connection with the sale of its bonds. The

authority hereby conferred may be exercised as long as the interest rate of the Bonds does not cause the interest rate on the Mortgage Loan to exceed five and no/100 per cent (5.00%) per annum and (a) if there is a public distribution of the Bonds, the issue must be rated by one or more of the national rating agencies and one or more of the following conditions must be met: (i) that there is in effect a federal program providing assistance in the payment of such loans made by the Authority; (ii) the proceeds must be used to acquire either federally insured mortgages or mortgages insured by a private mortgage insurance company authorized to do business in the State of South Carolina; or (iii) the payment of the Bonds to the purchasers of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) the Bonds are to be sold only to institutional investors for investment. The purchase price of the Bonds shall be determined by the Chairman or Vice-Chairman and the Executive Director but in no event shall be less than 99% of par plus accrued interest on the Bonds from their date to the date of delivery thereof.

Section 6. Mortgage Loan. The Executive Director of the Authority is hereby authorized to execute a Mortgage Purchase Agreement or a Loan Agreement in substantially the form employed previously for the purchase of mortgage loans as may be appropriate at such time as she deems desirable at or before the delivery of the Bonds. The Executive Director is hereby authorized to alter any terms in such Agreement or Mortgage Loan to the extent necessary or desirable so long as such modification does not significantly alter the obligations of the Authority thereunder.

Section 7. Preliminary and Final Official Statements. There is hereby authorized the distribution of preliminary and final official statements or other offering documents in connection with the sale of the Bonds. Said official statements shall be in substantially the form heretofore used in connection with the distribution of the Authority's multifamily revenue bonds and such changes, additions, deletions, or modifications as are consistent with the details of the Bonds or as are recommended by the Purchaser and accepted by bond counsel and the staff of the Authority. The Chairman or Vice-Chairman and the Executive Director of the Authority are hereby authorized and directed to take such action as they deem appropriate or as is requested of either of them in connection with the distribution of preliminary or final official statements. The Authority hereby delegates to the Executive Director the power to deem any such Official Statement "Final" within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

Section 8. Petition to SFAA. The Executive Director and the General Counsel of the Authority are hereby authorized and directed to prepare and present to the SFAA (i) a petition under Section 1-11-530 of the Code of Laws of South Carolina, 1976, as amended (the "Allocation Act"), for an allocation of private activity bond volume cap under the Allocation Act and Section 146 of the Internal Revenue Code of 1986, as amended (the "Code"), if necessary for the issuance of the Bonds as tax-exempt and (ii) a petition requesting approval of the Bonds by the SFAA as prescribed in Section 6 of the Act, which petitions (together, the "Petition") shall, among other things, set forth the pertinent provisions relating to the Bonds required by the Act or the Allocation Act, as the case may be.

Section 9. Designation of Fiduciaries. The trustee, paying agent, and registrar under any trust indenture to be entered into with respect to the Bonds shall be a corporate trustee as requested by the Sponsor and approved by the Authority.

Section 10. General Authority. The Commissioners of the Authority and its appropriate officers, attorneys, agents, and employees are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual, and complete performance of all the terms, covenants, and purposes contained in the Bonds and this Resolution, and each such Commissioner, officer, attorney, and employee is hereby authorized and directed to execute and deliver any and all papers and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated thereby.

Section 11. Expiration. This resolution, if not renewed, will expire on a date which is twelve (12) months from the date of its adoption by the Bond Committee of the Authority.

Section 12. Miscellaneous. All orders and resolutions or any parts thereof in conflict herewith are to the extent of such conflict hereby repealed. This resolution shall take effect and be in full force from and upon its adoption by the Bond Committee of the Authority.

Section 13. Non-Transferable. This resolution may not be transferred by the Sponsor except to a related party to the Sponsor. No other attempted sale or transfer of this resolution shall be valid or binding upon the Authority.

Section 14. Official Intent. When the Preliminary Bond Resolution was adopted, the Sponsor had advised the Authority that it has advanced or would advance its own funds to pay Project costs on a temporary basis pending the issuance of the Bonds, and the Authority has been further advised that such funds do not consist of moneys that were otherwise earmarked or intended to be used by the Borrower to finance Project costs permanently. The Authority hereby declares its intent to reimburse expenditures for Project costs from the proceeds of the Bonds expected to be issued in the maximum amount of not to exceed \$22,000,000 to provide a portion of the financing for the Project. It is the intention of the Authority that the Preliminary Bond Resolution shall constitute an official intent on the part of the Authority within the meaning of Treasury Regulation Sections 1.142-4(b) and 1.150-2(d). The Authority's reasonable expectations to apply the proceeds of the Bonds to reimburse or directly fund a portion of the costs of the Project are based on the Sponsor's representations regarding the Project, the expected sources of funds for the costs of the Project, and expected pre-development and development costs to be paid prior to the issuance of the Bonds.

**STATE OF SOUTH CAROLINA
COUNTY OF LEXINGTON**

I, the undersigned secretary of the South Carolina State Housing Finance and Development Authority (the "Authority"), do hereby certify that I am the duly qualified and acting Secretary to the Authority and as such further certify that attached hereto is a true and correct copy of the Resolution adopted by the Board of Commissioners of the Authority at a meeting duly called and held on the 15th day of November, 2021, at which meeting a quorum was present and acting throughout, and that said Resolution has not been modified, amended, or repealed and is in full force and effect on the date hereof.

I further certify that due notice of a meeting of the Board of Commissioners, called to be held in Columbia, South Carolina on November 15, 2021, was given to all members prior to the meeting and that, in compliance with the Freedom of Information Act, public notice of and the agenda index for this meeting was posted at the times and places required by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Authority this 15th day of November, 2021.

**SOUTH CAROLINA STATE HOUSING
FINANCE AND DEVELOPMENT AUTHORITY**

By: Bonita Shropshire
Bonita H. Shropshire
Secretary

PETITION FOR APPROVAL

_____))
TO: THE STATE FISCAL ACCOUNTABILITY) Magnolia Branch Apartments
AUTHORITY)
_____))

This Petition of the South Carolina State Housing Finance and Development Authority (the "Authority"), is submitted to the State Fiscal Accountability Authority (the "SFAA") pursuant to the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act"), and respectfully shows:

1. The Act, among other things, provides that whenever the Authority shall have determined by resolution that sufficient persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Classes") are unable to pay the amounts at which private enterprise is providing decent, safe, and sanitary housing and that through the exercise of one or more of the programs authorized by the Act, decent, safe, and sanitary housing will become available to members of the class in need therefor, then, upon obtaining the approval of the SFAA pursuant to the Act, and in order to provide funds for its corporate purposes, the Authority is authorized to issue from time to time its bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and are required to provide for construction of residential housing (as defined in the Act) for rental by persons or families of either Beneficiary Class; provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of the loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional investors, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, and the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes.

2. Magnolia Branch SC LLC (the "Housing Sponsor"), a South Carolina limited liability company, has requested that the Authority provide a mortgage loan (the "Mortgage Loan") to provide construction and permanent financing for the acquisition and construction of a 162-unit apartment development in the City of North Charleston, South Carolina, to be known as

Magnolia Branch Apartments (the "Project") by the funding of a mortgage loan (the "Mortgage Loan") through the issuance of its revenue bonds.

3. The Authority proposes to fund the Mortgage Loan to the Housing Sponsor by issuing its bonds pursuant to a Resolution to be adopted by the Authority (the "Resolution"), such bonds to be known as "South Carolina State Housing Finance and Development Authority Multifamily Tax-Exempt Mortgage-Backed Bonds (Magnolia Branch Apartments)" (the "Bonds"), the proceeds of which will be used to fund the Mortgage Loan to the Housing Sponsor to provide construction and permanent financing for a portion of the costs of the Project and to qualify the Project for federal and South Carolina Low Income Housing Tax Credits (the "Tax Credits"). The Bonds are to be issued in the aggregate principal amount not to exceed \$22,000,000.

4. The Authority requested of the SFAA, and was granted, a carry-forward allocation of private activity bond volume cap under Section 146(f)(2) of the Code, a portion of which shall be allocated to the Bonds.

5. The Authority has determined that:

(a) (i) Sufficient persons or families of the Beneficiary Classes are unable to pay rent in the amounts at which private enterprise is providing decent, safe, and sanitary housing; (ii) through the exercise of one or more of the loan programs authorized by the Act, decent, safe, and sanitary housing would become available to members of the Beneficiary Classes in need therefor; and (iii) a series of bonds or notes must be sold in order to alleviate the lack of decent, safe, and sanitary housing available to individuals of the Beneficiary Classes.

(b) In order to provide the moneys necessary to continue to implement the Authority's program, the Bonds must be issued.

(c) The Bonds will be secured by cash collateral reserves during the construction period and afterwards by a mortgage-backed security issued by Fannie Mae, which arrangement is expected to result in an acceptable investment grade rating from a national rating agency, which arrangement has been determined by the Authority to be sufficient for purposes of the Act, and that the revenues or other funds estimated to be available for the payment of debt service will provide moneys required for the repayment of the principal and interest on the bonds and notes of the Authority, including the Bonds.

6. The Authority will adopt the Resolution authorizing the issuance and delivery of the specific maximum amount of the Bonds and establishing the definitive terms thereof, including those revenues and assets to be pledged to the payment of the Bonds as described above. The Authority will take steps necessary to comply with the requirements of Sections 103 and 141-150 of the Code.

7. It is expected that the Bonds will be issued pursuant to a Trust Indenture (the "Indenture") between the Authority and a corporate trustee to be approved by the Authority

pursuant to which the proceeds of the Bonds will be paid to the Trustee for deposit as provided in the Indenture and used to finance a portion of the costs of acquisition and construction of the Project and the costs of issuance of the Bonds. The net interest rate to be borne by the Bonds has not been determined. It is expected that the average interest rate on the Series A Bonds will be approximately two and 05/100 per centum (2.05%) per annum; the average interest rate on the Series B Bonds will be approximately one and 25/100 per centum (1.25%) per annum

8. The size, date, maturity schedule, payment dates, and repayment provisions with respect to the Bonds shall be finally determined prior to the date the Bonds are issued. As soon as these matters are finally determined, a precise schedule thereof shall be presented to the SFAA or its designee as provided by the Act. There are hereby filed with the SFAA pro forma schedules with respect to the Bonds based on current estimates and market conditions.

9. The Authority requests that the SFAA delegate to the State Treasurer the ability to approve the interest rates on the Bonds, and upon making determination that the funds anticipated to be available for the payment of the Authority's notes and bonds, including the Bonds, will be sufficient to provide for the payment of principal and interest thereon, to grant on behalf of the SFAA final approval for the issuance of the Bonds. Prior to the issuance of the Bonds, the Authority shall have provided to the State Treasurer, to the extent not previously provided herein or otherwise, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (a) the principal amount of the Bonds to be issued;
- (b) the maturity schedule of the Bonds to be issued;
- (c) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (d) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (c); and
- (e) the method to be employed in selling the Bonds.

Attached hereto in response to the requirements of Section 31-13-220 are the following schedules, certain of which are pro forma schedules because the Bonds have not been priced or sold as of the date of this Petition, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Bonds to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Bonds to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority have previously been provided to the Office of the State Treasurer;
- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedules referenced in item (iii) have previously been provided to the Office of the State Treasurer; and

(v) the method to be employed in selling the Bonds.

10. The Bonds are special obligations of the Authority secured by and payable solely from moneys, income, and receipts of the Authority pledged under the Resolution and the Indenture with respect thereto.

11. Schedules showing the annual debt service requirements of all outstanding bonds and notes of the Authority and the sources of revenues available for the payment of such debt service requirements have previously been provided to the Office of the State Treasurer by Authority.

WHEREFORE, on the basis of the foregoing, the Authority prays the SFAA (i) to accept the filing of this Petition and the documents submitted herewith; (ii) to undertake such review as it deems necessary; and (iii) to give conditional approval of the issuance of the Bonds, in the aggregate principal amount of not to exceed \$22,000,000 for the purpose of financing the Mortgage Loan to pay a portion of the cost of the acquisition and construction of the Project, as set forth above, and for paying the costs of issuance in connection therewith.

Respectfully submitted,

**SOUTH CAROLINA STATE HOUSING FINANCE
AND DEVELOPMENT AUTHORITY**

By: 
General Counsel

November 30, 2021

A RESOLUTION

GRANTING APPROVAL TO THE ISSUANCE BY THE SOUTH CAROLINA STATE HOUSING FINANCE AND DEVELOPMENT AUTHORITY OF ITS MULTIFAMILY HOUSING REVENUE BONDS (MAGNOLIA BRANCH APARTMENTS)

WHEREAS, the South Carolina State Housing Finance and Development Authority Act of 1977 (Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended) (the "Act") provides that, upon the approval of the State Fiscal Accountability Authority (the "SFAA"), the South Carolina State Housing Finance and Development Authority (the "Authority") may issue from time to time bonds or notes for the purpose of obtaining funds with which to make construction and permanent mortgage loans to housing sponsors who agree to and shall be required to provide for construction of residential housing for rental by persons or families of either beneficiary class (as defined in the Act) (the "Beneficiary Class"); provided, however, that with respect to any particular issue of bonds or notes, one of the following conditions must be met: (a) if there is a public distribution of the bonds or notes, the issue must be rated by one or more of the national rating agencies, and one or more of the following conditions must be met: (i) there must be in effect a federal program providing assistance in repayment of such loans; or (ii) the proceeds must be used to acquire either federally insured mortgage loans or mortgage loans insured by a private mortgage insurer authorized to do business in the State of South Carolina; or (iii) the payment of the bonds or notes to the purchasers and holders of them must be assured by the maintenance of adequate reserves or insurance or a guaranty from a responsible entity which has been determined to be sufficient by the Authority and the SFAA; or (b) if the bonds or notes are secured by a mortgage or other security agreement and are offered and sold as a unit with such mortgage or other security agreement in transactions with banks, institutional buyers, or other nonregistered persons as provided in Section 35-1-202(11)(A) of the Code of Laws of South Carolina 1976, as amended, the documents pursuant to which the bonds or notes are issued must permit the Authority to avoid any default by it by completing an assignment of, or foregoing its rights with respect to, any collateral or security pledged to secure the bonds or notes; and

WHEREAS, the Authority has presented to the SFAA its Petition dated November 30, 2021 (the "Petition"), which, together with the schedules thereto attached, sets forth certain information with respect to the Authority's Multifamily Housing Revenue Bonds (Magnolia Branch Apartments) in the principal amount not to exceed \$22,000,000 (the "Bonds"); and

WHEREAS, the following have been submitted with the Petition in response to the requirements of Section 31-13-220 of the Act, certain of which are pro forma schedules because the Bonds have not been priced or sold as of the date of this Resolution, to wit:

- (i) a pro forma (in lieu of final schedules) of the principal amount of the Bonds to be issued;
- (ii) a pro forma (in lieu of final schedules) of the maturity schedule of the Bonds to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Housing Authority have previously been provided to the Office of the State Treasurer;

- (iv) schedules showing the amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii) have previously been provided to the Office of the State Treasurer;
- (v) the method to be employed in selling the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE STATE FISCAL ACCOUNTABILITY AUTHORITY IN MEETING DULY ASSEMBLED:

Section 1. The SFAA hereby finds and determines that the funds estimated to be available for the repayment of the Authority's notes and bonds on a pro forma basis, including the Bonds, will be sufficient to provide for the payment of the principal and interest thereon. Conditional approval is hereby granted by the SFAA to the execution and delivery by the Authority of the Bonds in the principal amount not to exceed \$22,000,000.

Section 2. The approval of the SFAA is hereby conditioned on the following:

(a) Following the pricing or sale of the Bonds, but prior to closing and issuance of the Bonds, the approval of the State Treasurer of the interest rate or rates on the Bonds and of the form and substance of such documents as he deems necessary therefor;

(b) Following the pricing or sale of the Bonds, but prior to the closing and issuance of the Bonds, the Authority shall have provided to the State Treasurer, to the extent not previously provided, the information required to be submitted to the SFAA by the provisions of Section 31-13-220, to wit:

- (i) the final principal amount of the Bonds to be issued;
- (ii) the final maturity schedule of the Bonds to be issued;
- (iii) schedules showing the annual debt service requirements on all outstanding notes and bonds of the Authority;
- (iv) schedules showing the final amount and source of revenues available for the payment of the debt service requirements established by the schedule referenced in item (iii); and
- (v) the method to be employed in selling the Bonds.

(c) Following the pricing or sale of the Bonds, but prior to the closing and issuance of the Bonds, the State Treasurer shall find and determine, based solely on his review of the documents described in clauses (i) through (v) above, that the funds estimated to be available for the repayment of the Authority's notes and bonds, including the Bonds, will be sufficient to provide for the payment of the principal and interest thereon;

(d) The documents pursuant to which the Bonds are being issued shall provide that all expenses, costs, and fees of the Authority in connection with the issuance of the Bonds, including legal fees, printing, and all disbursements shall be paid by the Housing Sponsor (as defined in the Petition); and

(e) The final approval by the Governor as the elected official of the State of South Carolina for purposes of Section 142(f) of the Internal Revenue Code of 1986, as amended.

Section 3. This Resolution shall take effect immediately upon its adoption.

[FORM OF BOND COUNSEL OPINION]

_____, 2022

Board of Commissioners
South Carolina State Housing
Finance and Development Authority
Columbia, South Carolina

Re: \$22,000,000 South Carolina State Housing Finance and Development Authority
Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEMS) (Magnolia Branch
Apartments), Series 2022 (FN)

Ladies and Gentlemen:

As bond counsel to Magnolia Branch SC LLC, a South Carolina limited liability company (the "Housing Sponsor"), we have examined a certified copy of the Transcript of Proceedings and other proofs submitted to us, including the Constitution and Statutes of the State of South Carolina, in relation to the issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer") of its \$22,000,000 Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEMS) (Magnolia Branch Apartments), Series 2022 (FN) (the "Bonds"). The Bonds are issued pursuant to the provisions of (i) Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), (ii) a Financing Agreement, dated as of [_____, ____] (the "Financing Agreement"), among the Issuer, [Trustee], as trustee (the "Trustee"), and the Housing Sponsor, (iii) an Indenture of Trust, dated as of [_____, ____] (the "Indenture"), between the Issuer and the Trustee, and (iv) a resolution (the "Resolution") adopted by the Board of Commissioners of the Issuer authorising the issuance and sale of the Bonds. Pursuant to the Financing Agreement, the Issuer will make a mortgage loan (the "Mortgage Loan") to the Housing Sponsor to be used to provide construction and permanent financing for the acquisition and construction of a multifamily rental housing development (the "Project") described in the Financing Agreement and Indenture. Under the Financing Agreement, the Housing Sponsor has agreed to make the payments to or on behalf of the Issuer sufficient to pay, in the aggregate, the principal of, premium, if any, and interest on the Bonds, as well as other payments, property, and revenues pledged to the payment thereof under the Indenture (collectively, the "Trust Estate").

The Project is subject to an Agreement as to Restrictive Covenants, dated as of [_____, ____] (the "Regulatory Agreement"), between the Housing Sponsor and the Issuer, and the Federal Tax Agreement and Non-Arbitrage Certificate, dated the date hereof (the "Tax Agreement"), between the Housing Sponsor and the Issuer. The Financing Agreement, the Indenture, the Regulatory Agreement, and the Tax Agreement contain covenants that include requirements regarding the application and investment of the proceeds of the sale of the Bonds, the use and occupancy of the residential units of the Project, and the rebate of certain investment proceeds to the United States government.

With respect to the power of the Housing Sponsor to enter into and perform its obligations under the Financing Agreement and the other documents to which it is party, the due authorisation, execution, and delivery of the Financing Agreement and the other documents by the Housing Sponsor, and the validity and enforceability thereof against the Housing Sponsor, we refer you to our opinion as counsel to the Housing Sponsor of even date herewith addressed to you.

As to questions of fact material to our opinion, we have relied upon representations of and compliance with covenants by the Housing Sponsor and the Issuer contained in the Financing Agreement, the Indenture, the Regulatory Agreement, the Tax Agreement, certificates of public officials furnished to us, and certificates of representatives of the Housing Sponsor, the Issuer, and other parties, in each case, without undertaking any independent verification, although nothing has come to our attention to lead us to believe we are not justified in so relying. We have assumed that all signatures on documents, certificates, and instruments examined by us are genuine; all documents, certificates, and instruments submitted to us as originals are authentic; and all documents, certificates, and instruments submitted to us as copies conform to the originals. In addition, we have assumed that all documents, certificates, and instruments relating to this financing have been duly authorised, executed, and delivered by all parties thereto other than the Issuer, and we have further assumed the due organisation, existence, and powers of such other parties other than the Issuer.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Preliminary Official Statement, the Official Statement or any offering material relating to the Bonds and we express no opinion relating thereto.

Based on the foregoing, as of the date hereof we are of the opinion, under existing law, as follows:

1. The Issuer is validly existing as a body corporate and politic of the State of South Carolina with the corporate power to enter into and perform its obligations under the Financing Agreement and the Indenture and to issue the Bonds.

2. The Financing Agreement and the Indenture have been duly authorised, executed, and delivered by the Issuer, and (assuming due authorisation, execution, and delivery thereof by

the other parties thereto) are valid and binding agreements of the Issuer enforceable against the Issuer in accordance with their terms.

3. The Resolution has been duly adopted and the Bonds have been duly authorised and executed by the Issuer, and are valid and binding limited obligations of the Issuer, payable solely from the Trust Estate. The Bonds are not general obligations or an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation, and do not constitute or give rise to a pecuniary liability of the Issuer or a charge against its general credit, but are payable solely from the Trust Estate.

4. Interest on the Bonds is exempt from South Carolina income taxation; and (a) interest on the Bonds is excludable from gross income for federal income tax purposes, except for interest on any Bond for any period during which such Bond is held by a "substantial user" of the facilities financed by the Bonds or a "related person" within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the "Code") and (b) is not a an item of tax preference item for purposes of the federal alternative minimum tax. Furthermore, it should be noted that Section 12-11-20 of the Code of Laws of South Carolina 1976, as amended, imposes upon every bank engaged in business in South Carolina a fee or franchise tax computed on the entire net income of such bank, which includes interest on the Bonds. The opinion set forth in this paragraph is subject to the condition that the Issuer and the Housing Sponsor comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excludable from gross income for federal and South Carolina income tax purposes. Failure to comply with certain of the requirements could cause the interest on the Bonds to be so included in gross income retroactively to the date of issuance of the Bonds. The Issuer and the Housing Sponsor have covenanted to comply with all such requirements.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds, the Indenture, and the Financing Agreement are limited by bankruptcy, insolvency, reorganisation, moratorium, and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity. Certain indemnity provisions may be unenforceable pursuant to court decisions invalidating such indemnity agreements on grounds of public policy.

We express no opinion regarding the perfection or priority of the lien on the Trust Estate under the Indenture.

Board of Commissioners
South Carolina State Housing Finance
and Development Authority

_____, 2022

Page 4

Except as expressly stated above, we express no opinion regarding any other federal or state income tax consequences of acquiring, carrying, owning, or disposing of the Bonds. Owners of the Bonds should consult their tax advisors regarding the applicability of any collateral tax consequences of owning the Bonds, which may include original issue premium, purchase at market discount or at a premium, taxation upon sale, redemption, or other disposition, and various withholding requirements.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Our services as Bond Counsel have been limited to rendering the foregoing opinions based on our review of such legal proceedings as we deem necessary to make the statements contained in this letter with respect to the validity of the Bonds and the tax-exempt status of the interest on the Bonds. We have not examined any documents or other information concerning the business or financial resources of the Issuer or the Housing Sponsor, and we express no opinion as to the accuracy or completeness of any information with respect to the Issuer or the Housing Sponsor that may have been relied upon by the purchaser of the Bonds in making its decision to purchase the Bonds.

We have examined executed Bond R-1 of the issue and, in our opinion, it is in due form of law.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC
Bond Attorneys & Counsellors at Law

The Lining House
106 Broad Street
Charleston, South Carolina 29401

Post Office Box 1768
Charleston, South Carolina 29402

Telephone 843.266.3800
Fax 843.266.3805

Concentrating in Municipal Bonds,
Local Government Law, Economic
Development Incentives,
Affordable Housing Development

August 30, 2022

State Fiscal Accountability Authority
Columbia, South Carolina

Not to Exceed \$22,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Housing Revenue Bonds (Magnolia Branch Apartments), Series 2022

Ladies and Gentlemen:

We are acting as bond counsel in connection with the proposed issuance by the South Carolina State Housing Finance and Development Authority (the "Issuer"), of the referenced bonds (the "Bonds"). At your request, we are delivering this opinion in connection with the Issuer's Petition ("Petition") to the State Fiscal Accountability Authority ("SFAA"), to receive the SFAA's approval of the issuance of the Bonds pursuant to Title 31, Chapter 13 of the Code of Laws of South Carolina 1976, as amended (the "Act"), to enable the Issuer to make a mortgage loan (the "Mortgage Loan") to Magnolia Branch SC LLC (the "Housing Sponsor") to be used to provide construction and permanent financing for a multifamily rental housing development (the "Project").

In that capacity, we have examined originals or copies of the Petition and the Amended and Restated Preliminary Bond Resolution adopted by the Board of Commissioners of the Issuer (the "Preliminary Bond Resolution") and the form of the Loan Agreement and the Indenture of Trust (collectively with the Preliminary Bond Resolution, and the Petition, the "Transaction Documents"), and other documents, certificates, and correspondence as we have deemed necessary for purposes of giving this opinion.

In rendering the opinion expressed below, we have relied solely on our examination of the Transaction Documents. We have not made any investigation as to any factual matter or as to the accuracy or completeness of any representation, warranty, data, or any other information, whether written or oral, that may have been made by or on behalf of the Issuer, the SFAA, the Housing Sponsor, or the other parties to the Transaction Documents. Further, in rendering the

opinion expressed below, we do not purport to be experts in or generally familiar with or qualified to express legal opinions based on the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of South Carolina, and the opinions are limited to the federal laws of the United States of America and the laws of the State of South Carolina.

Based on the stated examination and assumptions, and subject to the stated qualifications and limitations, we are of the opinion, under existing law, that all findings and conclusions appearing in the SFAA Resolution are supported by representations or statements of fact appearing in the Transaction Documents and the Transaction Documents comply with all requirements of the Act, contain all required facts, information, and findings by the respective authorities, and are legally sufficient to allow the SFAA to approve the issuance of the Bonds through the adoption of the SFAA Resolution.

Except as set forth above, we express no opinion in connection with the issuance and sale of the Bonds. The opinion expressed above is rendered solely for your benefit in considering the approval of the issuance of the Bonds under the Act. The opinion may neither be relied on by you for any other purpose nor be furnished to, used, circulated, quoted, or relied on by any other person or entity for any other purpose, without our prior written consent in each instance. We disclaim any obligation to update the opinion expressed above for events occurring or coming to our attention after the date of this letter.

Very truly yours,

HOWELL LINKOUS & NETTLES, LLC


Samuel W. Howell

**Magnolia Branch Apartments
Sources and Uses**

Sources of Funds

Bonds	\$13,905,000
Series B Bonds	\$8,095,000
Federal Tax Credit Equity	\$17,599,759
State Tax Credit Equity	\$10,845,790
Total	\$50,445,549

Uses of Funds

Acquisition	\$2,169,000
Construction	\$31,102,949
Hard Cost Contingency	\$1,647,048
Developer Fee	\$3,000,000
Soft Costs	\$326,500
Financing Costs	\$2,334,740
Negative Arbitrage Deposit	\$603,812
Reserves	\$646,000
Repayment of Series B Bonds	\$8,095,000
Bond Cost of Issuance	\$520,500
Total	\$50,445,549

7. Project Summary

Magnolia Branch 11.11.2021

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Average Yearly Occupancy										
Potential Gross Rental Income	\$ -	\$ -	\$ 559,533	\$ 1,979,189	\$ 2,020,832	\$ 2,061,269	\$ 2,102,495	\$ 2,144,544	\$ 2,187,435	\$ 2,231,184
Potential Gross Other Income	\$ -	\$ -	\$ 7,202	\$ 25,474	\$ 26,010	\$ 26,330	\$ 27,061	\$ 27,602	\$ 28,154	\$ 28,717
Potential Total Commercial Income	\$ -	\$ -	\$ 566,735	\$ 2,004,663	\$ 2,046,842	\$ 2,087,600	\$ 2,129,556	\$ 2,172,146	\$ 2,215,589	\$ 2,259,901
Less Vacancy	\$ -	\$ -	\$ (38,255)	\$ (140,326)	\$ (143,280)	\$ (146,146)	\$ (149,009)	\$ (151,950)	\$ (155,991)	\$ (158,193)
Effective Gross Income	\$ -	\$ -	\$ 528,480	\$ 1,864,337	\$ 1,903,562	\$ 1,941,454	\$ 1,980,547	\$ 2,020,196	\$ 2,060,498	\$ 2,101,708
Operating Expenses	\$ -	\$ -	\$ (502,500)	\$ (887,272)	\$ (913,890)	\$ (941,307)	\$ (969,546)	\$ (998,633)	\$ (1,028,591)	\$ (1,059,649)
Replacement Reserves	\$ -	\$ -	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)
Net Operating Income	\$ -	\$ -	\$ (22,620)	\$ 928,465	\$ 941,072	\$ 951,747	\$ 962,340	\$ 972,864	\$ 983,307	\$ 993,659
Total Debt Service	\$ -	\$ -	\$ (30,498)	\$ (738,223)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)
After Debt Service Cash Flow	\$ -	\$ -	\$ (8,168)	\$ 190,242	\$ 251,425	\$ 262,060	\$ 272,654	\$ 283,178	\$ 293,621	\$ 303,973
Debt Service Coverage Ratio		Project Not Stabilized	Project Not Stabilized	Project Not Stabilized	1.26	1.35	1.38	1.40	1.41	1.43
LIHTC Delivered	\$ -	\$ -	\$ -	\$ 1,807,813	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139

	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
	93%	93%	93%	93%	93%	93%	93%	93%	93%	93%
Average Yearly Occupancy										
Potential Gross Rental Income	\$ 2,775,808	\$ 2,721,324	\$ 2,707,750	\$ 2,415,105	\$ 2,463,407	\$ 2,512,676	\$ 2,562,929	\$ 2,614,188	\$ 2,666,471	\$ 2,719,801
Potential Gross Other Income	\$ 29,291	\$ 29,877	\$ 30,473	\$ 31,084	\$ 31,706	\$ 32,340	\$ 32,987	\$ 33,647	\$ 34,320	\$ 35,006
Potential Total Commercial Income	\$ 2,805,099	\$ 2,751,201	\$ 2,738,223	\$ 2,446,189	\$ 2,495,113	\$ 2,545,016	\$ 2,595,916	\$ 2,647,835	\$ 2,700,791	\$ 2,754,807
Less Vacancy	\$ (161,357)	\$ (164,394)	\$ (167,876)	\$ (171,233)	\$ (174,658)	\$ (178,151)	\$ (181,714)	\$ (185,348)	\$ (189,055)	\$ (192,836)
Effective Gross Income	\$ 2,643,742	\$ 2,586,807	\$ 2,570,347	\$ 2,274,956	\$ 2,320,455	\$ 2,366,865	\$ 2,414,202	\$ 2,462,486	\$ 2,511,735	\$ 2,561,970
Operating Expenses	\$ (1,092,233)	\$ (1,123,970)	\$ (1,157,689)	\$ (1,192,419)	\$ (1,228,192)	\$ (1,265,036)	\$ (1,302,989)	\$ (1,342,079)	\$ (1,382,341)	\$ (1,423,811)
Replacement Reserves	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)	\$ (48,600)
Net Operating Income	\$ 1,002,910	\$ 1,014,047	\$ 1,024,061	\$ 1,033,937	\$ 1,043,664	\$ 1,053,227	\$ 1,062,613	\$ 1,071,807	\$ 1,080,795	\$ 1,089,559
Total Debt Service	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)	\$ (689,686)
After Debt Service Cash Flow	\$ 314,223	\$ 324,361	\$ 334,375	\$ 344,251	\$ 353,977	\$ 363,541	\$ 372,927	\$ 382,121	\$ 391,109	\$ 1,009,559
Debt Service Coverage Ratio	1.46	1.47	1.48	1.50	1.51	1.53	1.54	1.55	1.57	Project Not Stabilized
LIHTC Delivered	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139	\$ 1,972,139

Assumptions Summary	Years 1-3	Years 4-10	Years 11-15	Years 16-30
Rent Increase at:	2.00%	2.00%	2.00%	2.00%
Other Income Increase at:	2.00%	2.00%	2.00%	2.00%
Stabilized Vacancy Rate:	7.00%	7.00%	7.00%	7.00%
Operating Expenses Increase at:	3.00%	3.00%	3.00%	3.00%
Replacement Reserves Increase at:	0.00%	0.00%	0.00%	0.00%

Development Cost Summary	Total Costs	70% Basis	30% Basis
1.0 - Permits	\$ 2,102,000.00	\$ -	\$ 250,000.00
2.0 - Construction Contract	\$ 29,349,671.74	\$ -	\$ 29,349,671.74
3.0 - Construction Costs Outside of Contract	\$ 1,148,277.00	\$ -	\$ 1,061,777.00
4.0 - Design	\$ 610,000.00	\$ -	\$ 610,000.00
5.0 - Soft Costs	\$ 326,500.00	\$ -	\$ 310,500.00
6.0 - Construction Financing	\$ 1,835,500.00	\$ -	\$ 1,461,500.00
7.0 - Permanent Financing	\$ 425,500.00	\$ -	\$ -
8.0 - Tax Credit Fees	\$ 71,840.00	\$ -	\$ -
9.0 - Reserve	\$ 616,000.00	\$ -	\$ -
10.0 - Developer	\$ 3,000,000.00	\$ -	\$ 3,000,000.00
11.0 - Tax Exempt Bond Costs	\$ 1,231,903.00	\$ -	\$ 522,694.20
12.0 - Contingency	\$ 1,540,856.25	\$ -	\$ 1,460,800.00
Total Development Cost	\$ 42,351,948.00	\$ -	\$ 37,928,142.94

Development Financing Summary		Ass'd Debt Service
13.0 - LIHTC Equity	\$ 24,443,579.00	\$ -
14.01 - Permanent Loan 1st Mortgage	\$ 13,906,399.00	\$ (689,686.14)
14.02 - Permanent Loan 2nd Mortgage	\$ -	\$ -
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -
15.01 - Return of HUD Initial Operating Deficit Reserve	\$ -	\$ -
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -
15.03 - Return of Other Reserves	\$ -	\$ -
16.01 - Deferred Developer Fee	\$ -	\$ -
Total Development Permanent Sources	\$ 42,351,948.00	\$ (689,686.14)

Construction Contract Summary	Total Costs	Per Unit	Per Rental SQFT
2.01 - Onsite Improvements	\$ 4,967,404.00	\$ 92,443.70	\$ 29.59
2.02 - Offsite Improvements	\$ -	\$ -	\$ -
2.03 - New Building Hard Costs	\$ 21,389,551.74	\$ 132,034.27	\$ 131.79
2.04 - Rehabilitation Hard Costs	\$ -	\$ -	\$ -
2.05 - Contractor General Requirements	\$ 1,133,390.00	\$ 6,996.23	\$ 6.88
2.06 - Contractor Overhead	\$ 519,335.00	\$ 2,205.72	\$ 3.20
2.07 - Contractor Profit	\$ 1,440,000.00	\$ 8,888.89	\$ 8.87
2.08 - Contractor Insurance	\$ -	\$ -	\$ -
2.09 - Contractor Bonding	\$ -	\$ -	\$ -
2.10 - Other Construction Contract (Provide in Budget Detail)	\$ -	\$ -	\$ -
2.0 - Construction Contract	\$ 29,349,671.74	\$ 181,170.81	\$ 180.83

Rent Schedule Summary	Targeting	Unit Type	Rent Limit	Utility Allowance	Proposed Rent
39 Units	60% AMI	1 Bedroom	\$ 934.00	\$ 63.00	\$ 835.00
81 Units	60% AMI	2 Bedroom	\$ 1,108.00	\$ 82.00	\$ 1,000.00
32 Units	60% AMI	3 Bedroom	\$ 1,281.00	\$ 100.00	\$ 1,150.00
10 Units	60% AMI	3 Bedroom	\$ 1,281.00	\$ 100.00	\$ 1,150.00

Operating Expense Summary	Per Unit	Total	% of EGI
1.0 - Administrative	\$ 167.75	\$ 27,176.00	1%
2.0 - Repair and Maintenance	\$ 670.00	\$ 103,540.00	5%
3.0 - Utilities	\$ 975.00	\$ 1,575,900.00	9%
4.0 - Payroll	\$ 1,440.00	\$ 233,280.00	13%
5.0 - Insurance	\$ <0.00	\$ 64,800.00	4%
6.0 - Management Fee	\$ 364.71	\$ 91,483.17	5%
7.0 - Real Estate Taxes	\$ 1,100.00	\$ 175,200.00	10%
8.0 - Reserve	\$ 300.00	\$ 48,600.00	3%
Total	\$ 5,617.46	\$ 910,029.17	30%

B. Flow of Funds Summary

Magnolia Branch 11.11.2021

Line	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
Date	9/30/2021	10/31/2021	11/30/2021	12/31/2021	1/31/2022	2/28/2022	3/31/2022	4/30/2022	5/31/2022	6/30/2022	7/31/2022	8/31/2022
Construction Completion Current	1%	1%	1%	2%	2%	2%	3%	4%	5%	6%	7%	8%
Construction Completion Cumulative	1%	2%	3%	5%	7%	9%	11%	15%	20%	27%	33%	41%
Total Occupancy	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Potential Gross Rental Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potential Gross Other Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Effective Gross Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Operating Expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Replacement Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Operating Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
1.0 - Purchase	\$ 2,169,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.0 - Construction Contract	\$ -	\$ 278,822	\$ 278,822	\$ 278,822	\$ 557,644	\$ 557,644	\$ 557,644	\$ 836,466	\$ 1,115,288	\$ 1,394,109	\$ 1,672,931	\$ 1,951,753
3.0 - Construction Costs Outside of Contract	\$ 635,087	\$ 345,554	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864
4.0 - Design	\$ 590,000	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909
5.0 - Soft Costs	\$ 125,500	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545
6.0 - Construction Financing	\$ 312,500	\$ 1,091	\$ 6,974	\$ 8,815	\$ 9,871	\$ 10,932	\$ 12,969	\$ 15,010	\$ 17,058	\$ 20,084	\$ 23,090	\$ 26,077
7.0 - Permanent Financing	\$ 395,906	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
8.0 - Tax Credit Fees	\$ 71,840	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
9.0 - Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
10.0 - Developer	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
11.0 - Tax Exempt Bond Costs	\$ 1,231,923	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
12.0 - Contingency	\$ -	\$ 21,300	\$ 21,500	\$ 21,500	\$ 34,325	\$ 34,325	\$ 34,325	\$ 47,150	\$ 59,975	\$ 72,800	\$ 85,625	\$ 98,450
Total Development Uses	\$ 6,031,730	\$ 552,421	\$ 316,614	\$ 318,456	\$ 611,158	\$ 612,219	\$ 614,257	\$ 907,944	\$ 1,201,639	\$ 1,496,312	\$ 2,083,611	\$ 2,088,599
Carried Forward Development Permanent Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.01 - LHFC Equity 1st Installment	\$ 4,266,832	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.02 - LHFC Equity 2nd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.03 - LHFC Equity 3rd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.04 - LHFC Equity 4th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.05 - LHFC Equity 5th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.06 - LHFC Equity 6th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.07 - LHFC Equity 7th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.01 - Permanent Loan 1st Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.02 - Permanent Loan 2nd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.01 - Return of HUD Initial Operating Deficit Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.03 - Return of Other Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
16.01 - Deferred Developer Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Development Permanent Sources Available	\$ 4,266,832	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Development Interim Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
17.01 - Construction Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Balance	\$ 1,764,898	\$ 1,764,898	\$ 2,317,319	\$ 2,633,933	\$ 2,522,389	\$ 3,563,547	\$ 4,175,766	\$ 4,790,023	\$ 5,697,967	\$ 6,899,606	\$ 8,395,918	\$ 10,479,529
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Balance	\$ 1,764,898	\$ 2,317,319	\$ 2,633,933	\$ 2,952,389	\$ 3,563,547	\$ 4,175,766	\$ 4,790,023	\$ 5,697,967	\$ 6,899,606	\$ 8,395,918	\$ 10,479,529	\$ 12,568,128
18.01 - Bridge Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Credits Delivered	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

	Month 13	Month 14	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20	Month 21	Month 22	Month 23	Month 24	
Date	9/30/2022	10/31/2022	11/30/2022	12/31/2022	1/31/2023	2/28/2023	3/31/2023	4/30/2023	5/31/2023	6/30/2023	7/31/2023	8/31/2023	
Construction Completion Current	8%	8%	8%	8%	8%	8%	5%	2%	1%	1%	5%	0%	
Construction Completion Cumulative	48%	56%	64%	71%	79%	86%	91%	93%	94%	95%	102%	100%	
Total Occupancy	0%	0%	0%	0%	0%	0%	0%	0%	0%	12%	25%	37%	
Potential Gross Rental Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,983	\$ 39,967	\$ 59,950
Potential Gross Other Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 257	\$ 514	\$ 772
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (2,834)	\$ (4,251)
Effective Gross Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,241	\$ 37,647	\$ 56,471
Operating Expenses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (71,786)	\$ (71,786)	\$ (71,786)
Replacement Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (4,050)	\$ (4,050)	\$ (4,050)
Net Operating Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (55,595)	\$ (38,189)	\$ (19,365)
1.0 - Purchase	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.0 - Construction Contract	\$ 2,230,575	\$ 2,230,575	\$ 2,230,575	\$ 2,230,575	\$ 2,230,575	\$ 2,230,575	\$ 1,394,109	\$ 557,644	\$ 278,822	\$ 278,822	\$ 1,467,484	\$ -	
3.0 - Construction Costs Outside of Contract	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,864	\$ 3,861	\$ 103,861	\$ 3,864	\$ 3,864	\$ -	\$ -	
4.0 - Design	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ 909	\$ -	\$ -	
5.0 - Soft Costs	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ 4,545	\$ -	\$ 10,000	
6.0 - Construction Financing	\$ -	\$ 59,912	\$ 58,922	\$ 66,830	\$ 74,963	\$ 83,023	\$ 91,111	\$ 99,225	\$ 104,649	\$ 107,117	\$ 107,407	\$ 110,463	
7.0 - Permanent Financing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
8.0 - Tax Credit Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
9.0 - Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
10.0 - Developer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ -	
11.0 - Tax Exempt Bond Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
12.0 - Contingency	\$ 111,275	\$ 111,275	\$ 111,275	\$ 111,275	\$ 111,275	\$ 111,275	\$ 72,800	\$ 34,225	\$ 21,500	\$ 21,500	\$ 67,500	\$ -	
Total Development Uses	\$ 552,421	\$ 2,402,111	\$ 2,410,091	\$ 2,418,098	\$ 2,426,132	\$ 2,434,192	\$ 1,567,338	\$ 800,512	\$ 414,089	\$ 916,758	\$ 1,642,350	\$ 120,463	
Current Forward Development Permanent Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
12.01 - LHFC Equity 1st Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
13.02 - LHFC Equity 2nd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,911,884	\$ -	
13.03 - LHFC Equity 3rd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
13.04 - LHFC Equity 4th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
13.05 - LHFC Equity 5th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
13.06 - LHFC Equity 6th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
13.07 - LHFC Equity 7th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
14.01 - Permanent Loan 1st Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
14.02 - Permanent Loan 2nd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
15.01 - Return of HUD Initial Operating Deficit Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
15.03 - Return of Other Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
16.01 - Deferred Developer Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Development Permanent Sources Available	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,911,884	\$ -	
Development Interim Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
17.01 - Construction Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Beginning Balance	\$ 14,955,319	\$ 17,349,472	\$ 19,751,583	\$ 22,161,674	\$ 24,579,772	\$ 27,025,904	\$ 29,440,096	\$ 31,007,434	\$ 31,807,946	\$ 32,222,035	\$ 33,138,793	\$ 34,869,299	
Advance	\$ 2,394,153	\$ 2,402,111	\$ 2,410,091	\$ 2,418,098	\$ 2,426,132	\$ 2,434,192	\$ 1,567,338	\$ 800,512	\$ 414,089	\$ 916,758	\$ -	\$ 120,463	
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Ending Balance	\$ 17,349,472	\$ 19,751,583	\$ 22,161,674	\$ 24,579,772	\$ 27,025,904	\$ 29,440,096	\$ 31,007,434	\$ 31,807,946	\$ 32,222,035	\$ 33,138,793	\$ 34,869,299	\$ 34,989,762	
18.01 - Bridge Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Ending Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Total Credits Delivered	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

	Month 25	Month 26	Month 27	Month 28	Month 29	Month 30	Month 31	Month 32	Month 33	Month 34	Month 35	Month 36
Date	9/30/2023	10/31/2023	11/30/2023	12/31/2023	1/31/2024	2/29/2024	3/31/2024	4/30/2024	5/31/2024	6/30/2024	7/31/2024	8/31/2024
Construction Completion Current	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Construction Completion Cumulative	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Total Occupancy	69%	62%	74%	86%	99%	100%	100%	100%	100%	100%	100%	100%
Potential Gross Rental Income	\$ 79,913	\$ 99,917	\$ 119,900	\$ 139,883	\$ 162,064	\$ 165,102	\$ 165,102	\$ 165,102	\$ 165,102	\$ 165,102	\$ 165,102	\$ 165,102
Potential Gross Other Income	\$ 1,029	\$ 1,266	\$ 1,543	\$ 1,800	\$ 2,099	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,125
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ (5,667)	\$ (7,984)	\$ (8,501)	\$ (9,918)	\$ (11,561)	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,706)
Effective Gross Income	\$ 75,295	\$ 94,118	\$ 112,942	\$ 131,766	\$ 153,601	\$ 155,521	\$ 155,521	\$ 155,521	\$ 155,521	\$ 155,521	\$ 155,521	\$ 155,521
Operating Expenses	\$ (71,786)	\$ (71,786)	\$ (71,786)	\$ (71,786)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)
Replacement Reserves	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)
Net Operating Income	\$ (541)	\$ 18,283	\$ 37,106	\$ 55,930	\$ 75,612	\$ 77,532	\$ 77,532	\$ 77,532	\$ 77,532	\$ 77,532	\$ 77,532	\$ 77,532
1.0 - Purchase	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.0 - Construction Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3.0 - Construction Costs Outside of Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
4.0 - Design	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
5.0 - Soft Costs	\$ -	\$ 10,000	\$ -	\$ -	\$ -	\$ 81,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
6.0 - Construction Financing	\$ 49,564	\$ 49,566	\$ 50,131	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 13,335
7.0 - Permanent Financing	\$ -	\$ -	\$ -	\$ -	\$ 10,500	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
8.0 - Tax Credit Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
9.0 - Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 646,000	\$ -	\$ -	\$ -
10.0 - Developer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,000,000	\$ -	\$ -	\$ -
11.0 - Tax Exempt Bond Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
12.0 - Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Development Uses	\$ 49,564	\$ 59,566	\$ 50,131	\$ -	\$ 10,500	\$ 101,000	\$ -	\$ -	\$ 2,646,000	\$ -	\$ -	\$ 13,335
Carried Forward Development Permanent Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 266,308
13.01 - LHFC Equity 1st Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.02 - LHFC Equity 2nd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.03 - LHFC Equity 3rd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,982,377
13.04 - LHFC Equity 4th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 284,455
13.05 - LHFC Equity 5th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.06 - LHFC Equity 6th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.07 - LHFC Equity 7th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.01 - Permanent Loan 1st Mortgage	\$ -	\$ -	\$ -	\$ 13,906,399	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.02 - Permanent Loan 2nd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.01 - Return of HUD Initial Operating Deficit Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.03 - Return of Other Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
16.01 - Deferred Developer Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Development Permanent Sources Available	\$ -	\$ -	\$ -	\$ 13,906,399	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,266,832	\$ 266,308
Development Interim Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
17.01 - Construction Loan	\$ 14,989,762	\$ 15,099,292	\$ 15,099,292	\$ 15,149,423	\$ 1,243,024	\$ 1,253,524	\$ 1,354,524	\$ 1,354,524	\$ 1,354,524	\$ 4,000,524	\$ 4,000,524	\$ -
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Advance	\$ 49,564	\$ 59,566	\$ 50,131	\$ -	\$ 10,500	\$ 101,000	\$ -	\$ -	\$ 2,646,000	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ 13,906,399	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,000,524
Ending Balance	\$ 15,039,326	\$ 15,099,292	\$ 15,149,423	\$ 1,243,024	\$ 1,253,524	\$ 1,354,524	\$ 1,354,524	\$ 1,354,524	\$ 4,000,524	\$ 4,000,524	\$ -	\$ -
18.01 - Bridge Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Credits Delivered	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347

Date	Month 37	Month 38	Month 39	Month 40	Month 41	Month 42	Month 43	Month 44	Month 45	Month 46	Month 47	Month 48
	9/30/2024	10/31/2024	11/30/2024	12/31/2024	1/31/2025	2/28/2025	3/31/2025	4/30/2025	5/31/2025	6/30/2025	7/31/2025	8/31/2025
Construction Completion Current	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Construction Completion Cumulative	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Total Occupancy	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Potential Gross Rental Income	\$ 165,102	\$ 165,102	\$ 165,102	\$ 165,102	\$ 168,404	\$ 168,404	\$ 168,404	\$ 168,404	\$ 168,404	\$ 168,404	\$ 168,404	\$ 168,404
Potential Gross Other Income	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,125	\$ 2,188	\$ 2,188	\$ 2,188	\$ 2,188	\$ 2,188	\$ 2,188	\$ 2,188	\$ 2,188
Potential Total Commercial Income	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Less Vacancy	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,706)	\$ (11,940)	\$ (11,940)	\$ (11,940)	\$ (11,940)	\$ (11,940)	\$ (11,940)	\$ (11,940)	\$ (11,940)
Effective Gross Income	\$ 155,521	\$ 155,521	\$ 155,521	\$ 155,521	\$ 158,632	\$ 158,632	\$ 158,632	\$ 158,632	\$ 158,632	\$ 158,632	\$ 158,632	\$ 158,632
Operating Expenses	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (73,939)	\$ (76,158)	\$ (76,158)	\$ (76,158)	\$ (76,158)	\$ (76,158)	\$ (76,158)	\$ (76,158)	\$ (76,158)
Replacement Reserves	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)	\$ (4,050)
Net Operating Income	\$ 77,532	\$ 77,532	\$ 77,532	\$ 77,532	\$ 78,424	\$ 78,424	\$ 78,424	\$ 78,424	\$ 78,424	\$ 78,424	\$ 78,424	\$ 78,424
1.0 - Purchase	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.0 - Construction Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3.0 - Construction Costs Outside of Contract	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
4.0 - Design	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
5.0 - Soft Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
6.0 - Construction Financing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
7.0 - Permanent Financing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
8.0 - Tax Credit Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
9.0 - Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
10.0 - Developer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
11.0 - Tax Exempt Bond Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
12.0 - Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Development Uses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Carried Forward Development Permanent Sources	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973
13.01 - LHFC Equity 1st Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.02 - LHFC Equity 2nd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.03 - LHFC Equity 3rd Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.04 - LHFC Equity 4th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.05 - LHFC Equity 5th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.06 - LHFC Equity 6th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
13.07 - LHFC Equity 7th Installment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.01 - Permanent Loan 1st Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.02 - Permanent Loan 2nd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.03 - Permanent Loan 3rd Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
14.04 - Permanent Loan 4th Mortgage	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.01 - Return of HUD Initial Operating Deficit Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.02 - Return of HUD Working Capital Reserve	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
15.03 - Return of Other Reserves	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
16.01 - Deferred Developer Fee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Development Permanent Sources Available	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973	\$ 252,973
Development Interim Sources	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
17.01 - Construction Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
18.01 - Bridge Loan	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Advance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Repayment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Credits Delivered	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347	\$ 164,347

South Carolina State Housing Finance and Development Authority
 Multifamily Tax-Exempt Mortgage-Backed Bonds (M-TEBS)
 Multifamily Housing Revenue Bonds
 (Magnolia Branch)
 Series 2021A and Series 2021B

As of 12/31/2021

Bond Cash Flows - EXPECTED MBS SETTLEMENT DATE

Series A				Series B			
Principal Amount	\$ 13,805,000.00	Payment Frequency:	Monthly	Principal Amount	\$ 8,006,000.00	Mandatory Tender Date	9/1/2024
Interest Rate	2.125%	First Interest Payment Date:	3/26/2022	Interest Rate	1.250%	Final Payment	9/1/2024
Start Date	3/1/2022	First Principal Payment Date:	4/29/2022	Start Date	2/15/2022	Payment Frequency	Semi-Annual
Settlement Date	2/15/2022	Interest Payment Date:	One Business Day later than Underlying MBS	Settlement Date	2/15/2022	First Interest Payment:	9/1/2022
Maturity Date	3/1/2041	Assumed MBS Delivery Date	9/25/2024				
Final Payment Date	3/30/2041	Public Conversion Date	3/1/2022				
		Non-Original Issue Call Date	9/30/2024				

Date	Trustee Receipts						Disbursements from Undertake								Bond Fund Balances		Outstanding Balance		Outstanding Balance		Trustee	
	Receipt of MBS Pass Through Payments		Accrued Interest Deposit	Negative Arbitrage Deposit	Bond Proceeds	Bond Fund Receipts	Total Revenue	Purchase of Eligible Securities	Sale of Eligible Securities	Purchase of MBS	Excess Neg. Arb. Received	Bond Debt Service				Total Payments	Bond Fund Balance	Outstanding Balance	Outstanding Balance	Bond Fund - MBS Balance	Trustee Outstanding Bonds	
	Interest	Principal										Series A Interest	Series A Principal	Series B Interest	Series B Principal							Outstanding Balance
2/15/2022	24,546.19	-	-	-	-	24,546.19	-	-	-	-	24,546.19	-	-	-	24,546.19	13,805,000.00	13,805,000.00	-	100.18%			
3/26/2022	-	-	-	-	-	-	-	-	-	-	-	22,170.75	-	-	-	22,170.75	13,805,000.00	13,805,000.00	-	100.17%		
4/29/2022	24,546.19	15,954.58	-	-	-	40,500.77	-	-	-	-	40,500.77	-	-	-	40,500.77	13,805,000.00	13,805,000.00	-	100.15%			
5/25/2022	23,727.12	17,313.03	-	-	-	41,040.15	-	-	-	-	41,040.15	-	-	-	41,040.15	13,805,000.00	13,805,000.00	-	100.15%			
6/25/2022	24,487.48	18,091.96	-	-	-	42,579.44	-	-	-	-	42,579.44	-	-	-	42,579.44	13,805,000.00	13,805,000.00	-	100.15%			
7/26/2022	23,670.12	17,477.57	-	-	-	41,147.69	-	-	-	-	41,147.69	-	-	-	41,147.69	13,805,000.00	13,805,000.00	-	100.15%			
8/25/2022	24,428.40	16,149.94	-	-	-	40,578.34	-	-	-	-	40,578.34	-	-	-	40,578.34	13,805,000.00	13,805,000.00	-	100.15%			
9/25/2022	24,289.83	16,197.23	-	-	-	40,487.06	-	-	-	-	40,487.06	-	-	-	40,487.06	13,805,000.00	13,805,000.00	-	100.15%			
10/25/2022	23,585.12	17,549.54	-	-	-	41,134.66	-	-	-	-	41,134.66	-	-	-	41,134.66	13,805,000.00	13,805,000.00	-	100.15%			
11/25/2022	24,340.32	18,296.03	-	-	-	42,636.35	-	-	-	-	42,636.35	-	-	-	42,636.35	13,805,000.00	13,805,000.00	-	100.15%			
12/29/2022	23,527.31	17,644.42	-	-	-	41,171.74	-	-	-	-	41,171.74	-	-	-	41,171.74	13,805,000.00	13,805,000.00	-	100.15%			
1/26/2023	24,243.40	16,365.40	-	-	-	40,608.80	-	-	-	-	40,608.80	-	-	-	40,608.80	13,805,000.00	13,805,000.00	-	100.15%			
2/23/2023	24,178.33	20,279.33	-	-	-	44,457.66	-	-	-	-	44,457.66	-	-	-	44,457.66	13,805,000.00	13,805,000.00	-	100.15%			
3/23/2023	24,186.46	18,501.21	-	-	-	42,687.67	-	-	-	-	42,687.67	-	-	-	42,687.67	13,805,000.00	13,805,000.00	-	100.15%			
4/26/2023	23,371.37	17,852.11	-	-	-	41,223.48	-	-	-	-	41,223.48	-	-	-	41,223.48	13,805,000.00	13,805,000.00	-	100.15%			
5/25/2023	24,125.65	16,822.05	-	-	-	40,947.70	-	-	-	-	40,947.70	-	-	-	40,947.70	13,805,000.00	13,805,000.00	-	100.15%			
6/25/2023	23,818.96	17,989.98	-	-	-	41,808.94	-	-	-	-	41,808.94	-	-	-	41,808.94	13,805,000.00	13,805,000.00	-	100.15%			
7/26/2023	24,064.90	16,793.47	-	-	-	40,858.37	-	-	-	-	40,858.37	-	-	-	40,858.37	13,805,000.00	13,805,000.00	-	100.15%			
8/25/2023	24,034.93	18,822.52	-	-	-	42,857.45	-	-	-	-	42,857.45	-	-	-	42,857.45	13,805,000.00	13,805,000.00	-	100.15%			
9/25/2023	23,230.00	16,135.03	-	-	-	39,365.03	-	-	-	-	39,365.03	-	-	-	39,365.03	13,805,000.00	13,805,000.00	-	100.15%			
10/26/2023	23,973.25	16,904.82	-	-	-	40,878.07	-	-	-	-	40,878.07	-	-	-	40,878.07	13,805,000.00	13,805,000.00	-	100.15%			
11/29/2023	23,171.04	18,235.31	-	-	-	41,406.35	-	-	-	-	41,406.35	-	-	-	41,406.35	13,805,000.00	13,805,000.00	-	100.15%			
12/29/2023	23,911.22	17,081.70	-	-	-	40,992.92	-	-	-	-	40,992.92	-	-	-	40,992.92	13,805,000.00	13,805,000.00	-	100.15%			
1/26/2024	23,881.20	17,057.49	-	-	-	40,938.69	-	-	-	-	40,938.69	-	-	-	40,938.69	13,805,000.00	13,805,000.00	-	100.15%			
2/23/2024	21,542.91	20,936.62	-	-	-	42,479.53	-	-	-	-	42,479.53	-	-	-	42,479.53	13,805,000.00	13,805,000.00	-	100.15%			
3/23/2024	23,814.13	17,188.73	-	-	-	41,002.86	-	-	-	-	41,002.86	-	-	-	41,002.86	13,805,000.00	13,805,000.00	-	100.15%			
4/26/2024	23,016.80	18,491.48	-	-	-	41,508.28	-	-	-	-	41,508.28	-	-	-	41,508.28	13,805,000.00	13,805,000.00	-	100.15%			
5/25/2024	23,791.18	17,273.13	-	-	-	41,064.31	-	-	-	-	41,064.31	-	-	-	41,064.31	13,805,000.00	13,805,000.00	-	100.15%			
6/25/2024	22,825.79	18,592.79	-	-	-	41,418.58	-	-	-	-	41,418.58	-	-	-	41,418.58	13,805,000.00	13,805,000.00	-	100.15%			
7/26/2024	23,897.88	17,378.14	-	-	-	41,276.02	-	-	-	-	41,276.02	-	-	-	41,276.02	13,805,000.00	13,805,000.00	-	100.15%			
8/25/2024	23,657.19	17,428.02	-	-	-	41,085.21	-	-	-	-	41,085.21	-	-	-	41,085.21	13,805,000.00	13,805,000.00	-	100.15%			
9/25/2024	22,864.28	18,744.09	-	-	-	41,608.37	-	-	-	-	41,608.37	-	-	-	41,608.37	13,805,000.00	13,805,000.00	-	100.15%			
10/29/2024	23,583.33	17,534.93	-	-	-	41,118.26	-	-	-	-	41,118.26	-	-	-	41,118.26	13,805,000.00	13,805,000.00	-	100.15%			
11/29/2024	23,802.30	18,646.88	-	-	-	42,449.18	-	-	-	-	42,449.18	-	-	-	42,449.18	13,805,000.00	13,805,000.00	-	100.15%			
12/31/2024	23,528.11	17,861.45	-	-	-	41,389.56	-	-	-	-	41,389.56	-	-	-	41,389.56	13,805,000.00	13,805,000.00	-	100.15%			
1/28/2025	23,497.96	17,693.10	-	-	-	41,191.06	-	-	-	-	41,191.06	-	-	-	41,191.06	13,805,000.00	13,805,000.00	-	100.15%			
2/26/2025	21,982.75	20,288.83	-	-	-	42,271.58	-	-	-	-	42,271.58	-	-	-	42,271.58	13,805,000.00	13,805,000.00	-	100.15%			
3/26/2025	23,403.27	17,804.20	-	-	-	41,207.47	-	-	-	-	41,207.47	-	-	-	41,207.47	13,805,000.00	13,805,000.00	-	100.15%			

Prepared by NLM, Neilson & Company, Incorporated

This information reflects prevailing conditions and our view as of this date, all of which are subject to change.

Bond Cash Flows - EXPECTED MBS SETTLEMENT DATE

Series A				Series B			
Principal Amount:	\$ 13,505,000.00	Payment Frequency:	Monthly	Principal Amount:	\$ 8,085,000.00	Mandatory Tender Date:	9/1/2024
Interest Rate:	2.07%	First Interest Payment Date:	3/25/2022	Interest Rate:	1.500%	Final Payment:	9/1/2024
Call Date:	3/15/2022	First Principal Payment Date:	4/29/2022	Call Date:	3/15/2022	Payment Frequency:	Semi-Annual
Settlement Date:	3/15/2022	Interest Payment Dates:	One Business Day later than Underlying MBS	Settlement Date:	3/15/2022	First Interest Payment:	9/1/2022
Maturity Date:	3/1/2041	Assumed MBS Delinquency Date:	9/25/2024				
Final Payment Date:	3/28/2041	Outside Conversion Date:	3/1/2025				
		Non-Origination Call Date:	9/30/2024				

Date	Trustee Receipts				Disbursements from Identifiers				Disbursements				Bond Cash Flows (Total)		Trustee					
	Receipt of MBS Pass Through Payments		Accrued Interest Deposit	Residuals Adjusted Deposit	Bond Proceeds	Bond Fund Receipts	Total Revenue	Purchase of Eligible Securities	Sale of Eligible Securities	Purchase of MBS	Borrowings	Bond Debt Service			Total Payments	Bond Fund Balances	Outstanding Balance MBS	Outstanding Balance Bonds	Bond Fund + MBS Balance	Outstanding Bonds
	Interest	Principal										Series A Interest	Series A Principal	Series B Interest						
12/26/2017	18,331.85	28,281.21	-	-	-	44,583.14	-	-	-	-	-	-	-	-	44,583.14	10,704,528.47	10,704,528.78	100.01%	100.01%	
12/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
1/25/2018	18,896.54	25,324.73	-	-	-	44,221.27	-	-	-	-	-	-	-	-	44,221.27	10,679,243.74	10,704,528.47	100.01%	100.01%	
1/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
2/25/2018	18,851.83	25,399.88	-	-	-	44,280.71	-	-	-	-	-	-	-	-	44,280.71	10,653,844.88	10,679,243.74	100.19%	100.19%	
2/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
3/25/2018	16,966.86	28,491.83	-	-	-	45,478.79	-	-	-	-	-	-	-	-	45,478.79	10,628,353.03	10,653,844.88	100.17%	100.17%	
3/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
4/25/2018	16,756.70	25,596.66	-	-	-	44,313.36	-	-	-	-	-	-	-	-	44,313.36	10,599,796.37	10,628,353.03	100.19%	100.19%	
4/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
5/25/2018	18,147.99	26,832.97	-	-	-	44,740.96	-	-	-	-	-	-	-	-	44,740.96	10,573,183.80	10,599,796.37	100.19%	100.19%	
5/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
6/25/2018	18,694.57	26,704.46	-	-	-	44,374.03	-	-	-	-	-	-	-	-	44,374.03	10,547,464.34	10,573,183.80	100.01%	100.01%	
6/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
7/25/2018	16,016.57	26,780.89	-	-	-	44,798.46	-	-	-	-	-	-	-	-	44,798.46	10,520,673.46	10,547,464.34	100.18%	100.18%	
7/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
8/25/2018	18,571.91	25,683.14	-	-	-	44,436.05	-	-	-	-	-	-	-	-	44,436.05	10,494,810.32	10,520,673.46	100.21%	100.21%	
8/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
9/25/2018	18,526.28	25,836.86	-	-	-	44,463.12	-	-	-	-	-	-	-	-	44,463.12	10,468,871.46	10,494,810.32	100.19%	100.19%	
9/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
10/25/2018	17,884.32	27,003.53	-	-	-	44,887.85	-	-	-	-	-	-	-	-	44,887.85	10,441,887.85	10,468,871.46	100.18%	100.18%	
10/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
11/25/2018	18,432.80	28,063.86	-	-	-	44,826.66	-	-	-	-	-	-	-	-	44,826.66	10,415,774.07	10,441,887.85	100.16%	100.16%	
11/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
12/25/2018	17,786.61	27,153.77	-	-	-	44,847.38	-	-	-	-	-	-	-	-	44,847.38	10,388,620.10	10,415,774.07	100.18%	100.18%	
12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
1/25/2019	16,338.80	26,249.76	-	-	-	44,588.56	-	-	-	-	-	-	-	-	44,588.56	10,362,370.34	10,388,620.10	100.19%	100.19%	
1/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
2/25/2019	18,292.46	29,326.61	-	-	-	44,819.07	-	-	-	-	-	-	-	-	44,819.07	10,336,043.73	10,362,370.34	100.19%	100.19%	
2/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
3/25/2019	18,480.25	29,332.24	-	-	-	45,112.49	-	-	-	-	-	-	-	-	45,112.49	10,309,711.49	10,336,043.73	100.17%	100.17%	
3/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
4/25/2019	18,134.21	28,489.57	-	-	-	44,883.78	-	-	-	-	-	-	-	-	44,883.78	10,280,221.52	10,309,711.49	100.01%	100.01%	
4/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
5/25/2019	17,362.03	27,388.03	-	-	-	44,100.08	-	-	-	-	-	-	-	-	44,100.08	10,250,883.89	10,280,221.52	100.18%	100.18%	
5/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%
6/25/2019	18,098.84	28,647.75	-	-	-	44,746.59	-	-	-	-	-	-	-	-	44,746.59	10,220,038.14	10,250,883.89	100.19%	100.19%	
6/29/2019	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100.01%

Prepared by Stifel, Nicolaus & Company, Incorporated

This information reflects prevailing conditions and our view as of the date of this issue, all of which are subject to change.

Bond Cash Flows - EXPECTED MBS SETTLEMENT DATE

Bond Assumptions				Bond Assumptions			
Series A		Series B		Series A		Series B	
Principal Amount:	\$ 13,905,000.00	Payment Frequency:	Monthly	Principal Amount:	\$ 8,086,000.00	Mandatory Tender Date:	8/1/2024
Interest Rate:	3.00%	First Interest Payment Date:	3/25/2022	Interest Rate:	1.250%	Final Payment:	8/1/2024
Call Date:	3/1/2022	First Principal Payment Date:	4/25/2025	Call Date:	2/15/2022	Payment Frequency:	Semi-Annual
Settlement Date:	3/15/2022	Interest Payment Dates:	One-Bid-Week Day later than Underlying MBS	Settlement Date:	3/15/2022	First Interest Payment:	8/1/2022
Maturity Date:	3/1/2041	Assumed MBS Delivery Date:	9/25/2024				
Final Payment Date:	3/30/2041	Callable Conversion Date:	3/1/2025				
		Non-Original/No Call Date:	6/30/2024				

Cash Flows																								
Trustee Receipts										Disbursements from Issuance					Disbursements					Bond Collateralization (CDOs)				
Date	Receipt of MBS Pairs Through Payments		Accrued Interest Deposit	Negative Amortization Deposit	Bond Proceeds	Bond Fund Receipts	Total Revenue	Disbursements from Issuance				Disbursements				Total Payments	Bond Fund Balance	Outstanding Balance KGS	Outstanding Balance Bonds	Trustee Bond Fund + MBS Balance VS Outstanding Bonds				
	Interest	Principal						Purchase of Eligible Securities	Sale of Eligible Securities	Purchase of MBS	Excess Net A/Rs Returned	Series A Interest	Series A Principal	Series B Interest	Series B Principal									
7/25/2020	17,469.48	27,591.56					45,061.04												100.18%					
7/26/2020																			100.01%					
8/25/2020	18,022.91	28,808.84					46,831.75												100.19%					
8/26/2020																			100.19%					
8/25/2020	17,955.59	28,883.23					46,838.82												100.19%					
8/26/2020																			100.01%					
9/25/2020	17,330.45	27,922.15					45,252.60												100.18%					
9/26/2020																			100.01%					
11/25/2020	17,859.84	27,045.79					44,905.63												100.19%					
11/26/2020																			100.01%					
1/25/2021	17,236.54	28,077.89					45,314.43												100.19%					
1/26/2021																			100.01%					
2/25/2021	17,761.53	27,207.18					44,968.71												100.19%					
2/26/2021																			100.01%					
3/25/2021	17,713.50	27,286.84					45,000.34												100.19%					
3/26/2021																			100.01%					
3/25/2021	16,926.63	28,266.96					45,193.59												100.18%					
3/26/2021																			100.01%					
4/25/2021	17,513.69	27,432.38					44,946.08												100.19%					
4/26/2021																			100.01%					
5/25/2021	16,980.01	28,472.82					45,452.83												100.18%					
5/26/2021																			100.01%					
6/25/2021	17,514.96	27,618.12					45,133.08												100.19%					
6/26/2021																			100.01%					
7/25/2021	16,909.79	28,631.44					45,541.23												100.18%					
7/26/2021																			100.01%					
8/25/2021	17,415.67	27,780.50					45,196.17												100.19%					
8/26/2021																			100.01%					
9/25/2021	17,368.63	27,862.14					45,230.77												100.19%					
9/26/2021																			100.01%					
10/25/2021	16,758.82	28,870.22					45,629.04												100.18%					
10/26/2021																			100.01%					
11/25/2021	17,288.48	28,028.28					45,316.76												100.19%					
11/26/2021																			100.01%					
12/25/2021	16,891.82	28,091.43					44,983.25												100.19%					
12/26/2021																			100.01%					
1/25/2022	17,165.76	28,165.30					45,331.06												100.19%					
1/26/2022																			100.01%					
2/25/2022	17,115.08	28,277.85					45,392.93												100.19%					
2/26/2022																			100.01%					
3/25/2022	15,414.51	3,667,897.16					3,683,311.67												100.17%					
3/26/2022																			#DIV/0!					
4,129,531.37	13,905,000.00	11,045.38	1,018,022.35	32,000,000.00		41,083,839.83		13,924,032.50	4,958.97	4,876,210.85	13,905,000.00	287,465.97	8,056,000.00	41,083,839.83										

Prepared by S&M, Nixson & Company, Incorporated

The information reflects prevailing conditions and our view as of this date, all of which are subject to change.

E.

State Housing Finance and
Development Authority

Shannon Park Apartments



OFFICE OF STATE TREASURER

New Debt Information Form (NDIF) / Multifamily Housing - Initial Form

SFAA Approval Date: **08/30/22**

Final Version Date: **00/00/00**

1. AGENCY/ISSUER & FINANCING INFORMATION

Agency #: _____ Issuer: SC State Housing Finance and Development Authority Series: 2022
 Borrower (if not Issuer): Standard Shannon Venture LP
 Bond Caption: South Carolina State Housing Finance and Development Authority Multifamily Housing Revenue Bonds (Shannon Park Apartments Project) Series 2022
 Bond Resolution Amount: \$ 20,000,000 Est. Production/Par Amt: \$ 16,000,000

(* Used to calculate initial COI percentages: 8A + 8B)

Submitted By:
 ENTITY: Standard Shannon Venture LP
 BY: Parker Poe Adams & Bernstein LLP
 ITS: Bond Counsel
 Tel: 803-253-6867
 Email: emilyzackon@parkerpoe.com

Transaction Type/Method of Sale:
 Public Offering: Competitive: Negotiated: _____
 Direct Placement: Competitive: _____ Negotiated: _____
 Governmental Loan/Governmental Purchaser
 Other: _____

MSRB (EMMA) Continuing Disclosure Requirement (Y/N): Y
 MSRB (EMMA) Continuing Disclosure Responsible Party: Standard Shannon Venture LP

2. FINANCING (NEW PORTION)

Project #: _____ Project Name: Shannon Park Apartments
 Project Address/Location: 103 Central Ave, Goose Creek, SC 29445 Amount: \$ 20,000,000
 Project Type: Multifamily Housing County: Berkeley
 Projected Avg Interest Rate: TBD Final Maturity: 04/30/38
 Projected Cost per Unit: \$ 336,792 LIHTC/SCTC: \$10,140,007 / \$5,810,486

3. FINANCING (REFUNDED PORTION)

Series to be Refunded	Refunded Maturities	Principal Refunded	IR of Refunded Bds	Est. Yield of Refunding Bds	Est NPV Svgs. (\$)	Est NPV Svgs. (% of Ref. Bds)
		\$ -			\$ -	
		-			-	
		-			-	
Total		\$ -	*****	*****	\$ -	

4. FINANCING WORKING GROUP

Financial Advisor: N/A Disclosure Counsel: Tiber Hudson (Underwriters Counsel)
 Bond Counsel: Parker Poe Adams & Bernstein LLP Issuer's Counsel: Tasha Thompson
 Underwriter: Stifel Nicolaus & Company, Incorporated Trustee: Regions Bank
 Paying Agent: Regions Bank Other: _____

5. FINANCING/PROJECT DESCRIPTION: (Briefly, explain the multifamily development project, the justification for the SC Housing Tax Credit, the anticipated costs, & the basis for these cost estimates if needed, please attach supplemental page for this)

The South Carolina State Housing Finance and Development Authority ("Housing Authority"), has proposed to issue its Multifamily Housing Revenue Bonds (Shannon Park Apartments Project) Series 2022 ("Bonds"), in the aggregate principal amount of not exceeding \$20,000,000 for the purpose of funding a mortgage loan to Standard Shannon Venture, LP, a South Carolina limited partnership (the "Sponsor"), to provide a portion of the financing needed for the acquisition and rehabilitation of an approximately 96-unit multifamily affordable housing development located in Goose Creek, South Carolina, known as Shannon Park Apartments (the "Project"). The Sponsor intends to finance a portion of the Project using State and Federal Low Income Housing Tax Credits, both of which have been approved by SC Housing. The proceeds from the sale of the State Tax Credits will allow the Sponsor to provide more robust rehabilitation, improvements and amenities for the residents living at the Project. Otherwise, the Sponsor would need to reduce the scope of the rehabilitation. The Federal and South Carolina LIHTC amounts may fluctuate as the State implements new procedures in accordance with Act 202.

6. FINANCING/PROJECT APPROVAL DATES

Financing Approvals		Notes:
Authority Approval:	07/14/22	Final Bond Resol.
JBRC Approval:	00/00/00	
SFAA Approval:	08/30/22	

Project Approvals - Phase II (State Entities Only)		Notes:
SCHFDA Approval:	00/00/00	
JBRC Approval:	00/00/00	
SFAA Approval:	00/00/00	

7. TAX AND ARBITRAGE MATTERS & SPEND DOWN SCHEDULE

- a. Is any portion of the project, once completed, to be managed by a third-party pursuant to a management contract? (if yes, please attach copy)
- b. Will any third-party payments (from support organizations, private entities or the federal government) related to the facility, however indirectly, be used to pay debt service on the bonds?
- c. If yes to any of the above, please provide a square footage and cost estimate of the portion affected.

Yes	No
X	
X	
Sq. Footage -	Entire Project
Cost Estimate -	

Est. Expenditures - Through 6 Months
 Est. Expenditures - Through 24 Months
 Est. Expenditures - Through 48 Months
 - Estimated Expenditures: Thru FY:

Bond Proceeds	FYE	Spend Down Schedule Notes
\$ 1,006,064	6/30/2022	Acquisition
14,993,936	12/31/2024	Rehabilitation
-		
\$ 16,000,000		

8. ESTIMATED/ACTUAL PROJECT SOURCES AND USES: A Construction Financing / B. Permanent Financing

Sources	A. Est. Project Budget / Construction (Sources)	B. Est. Project Budget / Permanent (Sources)	Est. Project Budget (Uses)	Uses
(1) Bond Proceeds: (a) Par (b) Premium/Accr. Int.	\$ -	\$ 16,000,000	\$ 17,500,000	Project Fund
(2) Issuer/Borrower Contr.	-	-	837,924	Capitalized Interest Fund
(3) Debt Service Fund Trans.	-	-	-	Debt Service Reserve Fund
(4) Debt Service Reserve Fund Contribution	-	-	481,250	Redemption Price/Escrow Deposit
(5) Other MFHRB Sources			481,250	Cost of Issuance (Incl. UW Disc.)
(a) LIHTC	-	10,140,007	3,000,000	Other (Contingency)
(a) State Housing TC	-	5,810,486	494,581	Developer Fee
(c) Owner's Equity/Other	-	381,498	1,006,064	Reserves
(d) Mortgage Loan (BTO)	-	-	8,448,000	Acquisition
Total Project Sources	\$ -	\$ 32,331,991	\$ 32,331,991	Renovation
			564,172	Third party reports/soft costs
			\$ 32,331,991	Total Project Uses
Surplus/Deficit		\$ (0.00)		

9. TOTAL ESTIMATED BOND COI EXPENDITURES = 8A + 8B (Added COI entities beyond the following need an attached des**

COI Entity	Selected COI Vendor	Vendor #	Engagement Date (w/Engagement Ltr Attached)	Est. Fee For Services	Act. Fee For Services	(\$ Δ)
Financial Advisor				\$ -	\$ -	\$ -
Bond Counsel	Parker Poe			70,000	-	70,000
Disclosure Counsel				-	-	-
Issuer's Counsel				-	-	-
Underwriter's Counsel	Tiber Hudson			50,000	-	50,000
Transaction Counsel	Rutan			50,000	-	50,000
Legal Expenses				22,500	-	22,500
Rating Agency - S&P				-	-	-
Rating Agency - Moody's				-	-	-
Rating Agency - Fitch				-	-	-
Underwriter's Compensation				165,000	-	165,000
Registrar / Paying Agent				-	-	-
Escrow Agent	Parker Poe			-	-	-
Accountant				-	-	-
Verification Agent				-	-	-
Printing/Publishing/Advertising				-	-	-
Issuer's Fee	Authority Fees			123,750	-	123,750
				\$ 481,250	\$ -	\$ 481,250

Est. / Actual COI Fees (% of Transaction):

Financial Advisor: % of Transaction	0.00%	#DIV/0!
Bond Counsel: % of Transaction	0.44%	#DIV/0!
Total Legal Costs: % of Transaction	1.20%	#DIV/0!
Rating Agencies: % of Transaction	0.00%	#DIV/0!

UW Comp: % of Transaction	1.03%	#DIV/0!
Other COI: % of Transaction	0.77%	#DIV/0!
Total COI: % of Transaction	3.01%	#DIV/0!



Emily W. Zackon
Associate
t: 803.253.6867
f: 803.255.8017
emilyzackon@parkerpoe.com

Atlanta, GA
Charleston, SC
Charlotte, NC
Columbia, SC
Greenville, SC
Raleigh, NC
Spartanburg, SC
Washington, DC

August 23, 2022

VIA LIQUID FILES

Delbert H. Singleton, Jr.
Assistant Executive Director and Authority Secretary
S.C. State Fiscal Accountability Authority
1200 Senate Street, Suite 600
Columbia, South Carolina 29201

Re:

***Not Exceeding \$20,000,000
South Carolina State Housing Finance and Development Authority
Multifamily Tax-Exempt Mortgage-backed Bonds
(M-TEMS) Series 2022(FN)***

Dear Delbert:

The South Carolina State Housing Finance and Development Authority (“Authority”) proposes to issue its Multifamily Tax-Exempt Mortgage-backed Bonds, in one or more series, in an aggregate principal amount of not exceeding \$20,000,000 (“Bonds”) to fund, together with federal and state tax credit equity investments, all or a portion of the costs associated with the acquisition and rehabilitation of an affordable housing development located in the City of Goose Creek, Berkeley County, South Carolina (“County”) to be known as the Shannon Park Apartments Project (“Project”).

Standard Shannon Venture, LP (“Housing Sponsor”) previously submitted the Project to the State Fiscal Accountability Authority (“SFAA”) to request an approval by the SFAA of the issuance and sale of bonds for the Project by the South Carolina Regional Housing Authority No. 3 and an allocation of the private activity volume cap (“State Ceiling”). However, the State Ceiling Allocation Plan for 2022, which was created pursuant to the requirements by Act No. 202 of 2022, does not permit allocation of State Ceiling for bonds to be issued by local housing authorities like the South Carolina Regional Housing Authority No. 3. Therefore, the Housing Sponsor requested that the Authority issue the Bonds for the Project. In response to the Housing Sponsor’s request, the Board of Commissioners of the Authority adopted a resolution on July 14, 2022, authorizing the issuance of the Bonds subject to the approval by the SFAA (“Final Bond Resolution”).

On behalf of the Authority and the Housing Sponsor, I am writing to the SFAA to request the approval by the SFAA of the issuance and sale of the Bonds by the Authority pursuant to Section 31-13-90 of the Code of Laws of South Carolina 1976, as amended (“Code”). I have enclosed the following documents in support of this request:

1. a completed SFAA transmittal form;