

September 12, 2018

WHEREAS, the City has an interest in preserving and increasing the tax base and creating affordable housing for low income households to provide necessary decent, safe, and sanitary housing for such households; and

WHEREAS, on November 13, 1991, City Council created the City of Dallas Multifamily Housing Acquisition Corporation (DMHAC) to act as an instrumentality of the City to provide safe affordable housing facilities for the benefit of low and moderate-income persons by Resolution No. 91-3510; and

WHEREAS, on November 14, 2001, City Council authorized the Board of Directors of the DMHAC to adopt an amendment to its articles of incorporation wherein the corporation changed its name to the Dallas Housing and Acquisition Development Corporation (DHADC) by Resolution No. 01-3389; and

WHEREAS, on January 28, 2004, City Council authorized the: (1) creation of the City of Dallas Urban Land Bank Demonstration Program and Program Statement; (2) DHADC to amend its Articles of Incorporation and Bylaws to allow DHADC to administer the City of Dallas Urban Land Bank Demonstration Program and change the makeup of its Board of Directors; (3) adoption of the Urban Land Bank Demonstration Program Plan; and (4) City to enter into an Interlocal Cooperation Contract between the City of Dallas, Dallas County, Dallas Independent School District, Dallas County Hospital District, Dallas County School Equalization Fund, Dallas County Education District and Dallas County Community College District for the Urban Land Bank Demonstration Program by Resolution No. 04-0458; and

WHEREAS, the purpose of the Dallas Urban Land Bank Demonstration Program is to acquire, hold, and transfer unimproved, tax-foreclosed, real property for the development of affordable housing or other purposes in accordance with Chapter 379C of the Texas Local Government Code; and

WHEREAS, on November 8, 2017, City Council authorized an Interlocal Cooperation Contract with the affected taxing jurisdictions to facilitate DHADC's acquisition of unimproved tax foreclosed properties for sale to qualified developers for the development of affordable housing or other commercial purposes by Resolution No. 17-1732; and

WHEREAS, on January 10, 2018, City Council held a public hearing to receive comments on the proposed City of Dallas FY 2017-18 Urban Land Bank Demonstration Program Plan and, upon the close of the public hearing, approved the City of Dallas FY 2017-18 Urban Land Bank Demonstration Program Plan by Resolution No. 18-0118; and

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WHEREAS, on May 9, 2018, City Council authorized the adoption of a new comprehensive housing policy, which included the Dallas Urban Land Bank Demonstration Program, by Resolution No. 18-0704; and

WHEREAS, the City Council desires to appropriate 2006 General Obligation Bond Funds to the Dallas Urban Land Bank Demonstration Program for costs related to the acquisition and transfer of unimproved, tax-foreclosed, real property for the development of affordable housing or other commercial purposes in accordance with Chapter 379C of the Texas Local Government Code.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the City Manager is hereby authorized to establish appropriations in an amount not to exceed \$1,500,000.00 in Fund 1T52, Department HOU, Unit W310, Object 3099, for the Dallas Urban Land Bank Demonstration Program, which is administered by the Dallas Housing Acquisition and Development Corporation (DHADC), for capital costs related to acquisition and disposition of unimproved, tax-foreclosed, real property for the development of affordable housing or other commercial purposes in accordance with Chapter 379C of the Texas Local Government Code.

SECTION 2. That the Chief Financial Officer is hereby authorized to disburse an amount not to exceed \$1,500,000.00 from 2006 General Obligation Bond Fund, Fund 1T52, Department HOU, Unit W310, Activity LDBK, Object 3099, for capital costs related to acquisition and disposition of unimproved, tax-foreclosed, real property for the development of affordable housing or other commercial purposes in accordance with Chapter 379C of the Texas Local Government Code.

SECTION 3. That the City Council hereby approves the amended Bylaws of the Dallas Housing and Acquisition Development Corporation, which expands eligible housing types to include rental housing and to allow the sale of certain property to eligible adjacent property owners and for other commercial purposes, attached hereto and made part of this resolution as **Exhibit A**.

SECTION 4. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

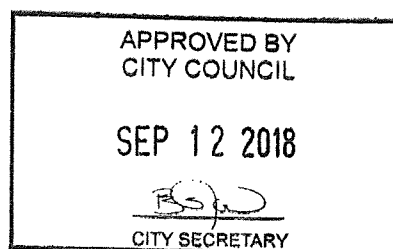


Exhibit A

REVISED BYLAWS
OF
DALLAS HOUSING ACQUISITION AND DEVELOPMENT CORPORATION

ARTICLE I

POWERS AND PURPOSES

Section 1.1. Issuance of Obligations: Financing of Projects. (a) In order to implement the purposes for which the Dallas Housing Acquisition and Development Corporation (the "Corporation") was formed, as set forth in the Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of one or more mixed-income multifamily housing projects pursuant to the provisions of the Texas Non-Profit Corporation Act, as amended (the "Act"), said projects to be located within the corporate limits of the City of Dallas, Texas (the "City") or its extraterritorial jurisdiction. The Corporation shall not be authorized to provide any financing without the consent of the City Council (the "City Council") of the City.

(b) The maximum maturity of obligations that may be issued without specific approval of the City Council of the City of a longer maturity is twenty (20) years, but in no event shall the maturity of the obligations exceed the useful life of the facility to be financed.

(c) In connection with the issuance of its obligations, the Corporation shall select bond counsel, co-bond counsel, a financial advisor, and a trustee acceptable to the City of Dallas' City Attorney and City Manager.

Section 1.2. Notification of Issuance of Obligations. For the purpose of keeping the City informed as to the activities of the Corporation, the Corporation, before the issuance of any bonds, notes, or other obligations, shall provide to the City a full and complete description of any housing facilities, or facilities which are incidental, subordinate, or related thereto or appropriate in connection therewith, the cost of which is to be paid in whole or in part from the proceeds of such obligations of the Corporation, together with a full and complete description of the obligations issued in connection therewith.

Section 1.3. Economic Development and Housing Projects. In order to promote local economic development, stimulate business and commercial activity, and increase the supply of new affordable housing for working individuals and families, the Corporation may, subject to the prior approval of the City Council of the City of Dallas acquire, receive, accept the donation of, hold, own, insure, manage and maintain, transfer, sell, trade, exchange or otherwise dispose of real property as allowed by the purposes of the Corporation

Eligible development uses include:

- (a). For Sale Housing
- (b). Rental Housing
- (c). Commercial

Section 1.4. Urban Land Bank Demonstration Program.

(a) In order to serve the public purpose of promoting new development of housing for low- and moderate-income households and to stabilize distressed communities, the Corporation may, in accordance with Subtitle A, Title 12, Local Government Code, Chapter 379C, Urban Land Bank Demonstration Program (Land Bank Demonstration Program Act), as amended, and the City of Dallas Urban Land Bank Demonstration Program Statement, and subject to annual approval by the City Council of the City of Dallas Urban Land Bank Demonstration Program Plan (“Annual Plan”), the Corporation may:

(1) acquire, hold, own, insure, manage, maintain, transfer, sell, trade, exchange or otherwise dispose of unimproved real property for the development of affordable housing units and require that such property must be sold, rented or offered as a lease-purchase to low-income families

(2) acquire, hold, own, insure, manage, maintain, transfer, sell, trade, exchange or otherwise dispose of unimproved real property for the development of projects for commercial use in accordance with a development plan approved by the City. If the Corporation determines that a property owned by Corporation is not appropriate for residential development, offer the property for sale to an eligible adjacent property owner according to terms and conditions developed by the Corporation and at fair market value or the sales price recorded in the Annual Plan.

(b) For Sale Occupancy Restrictions for Urban Land Bank Demonstration Program Properties

- At least 25 percent of those land bank properties must be deed restricted for sale to households with gross household incomes not greater than 60 percent of the area median family income, adjusted for house hold size; and
- Not more than 30 percent of those land bank properties may be deed restricted for sale to household with gross household incomes greater than 80 percent of the area median family income, adjusted for household size.

(c) Rental Housing Occupancy Restrictions for Urban Land Bank Demonstration Program Properties

- 100 percent of the rental units must be occupied by households with incomes not greater than 60 percent of area median family income, based on gross household income, adjusted for household size, for the Dallas-Fort Worth-Arlington metropolitan statistical area, as determined annually by the United States Department of Housing and Urban Development;
- 40 percent of the units be occupied by households with incomes not greater than 50 percent of area median family income, based on gross household income, adjusted for household size, for the Dallas-Fort Worth-Arlington metropolitan statistical area, as determined annually by the United States Department of Housing and Urban Development;
- 20 percent of the units be occupied by households with incomes not greater than 30 percent of area median family income, based on gross household income, adjusted for household size, for the Dallas-Fort Worth-Arlington metropolitan statistical area, as determined annually by the United States Department of Housing and Urban Development.

Section 1.5. Books and Records: Review of Financial Statements and Programs. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its board of directors (the "Board ") and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time; and at all times the City Council and its representatives will have access to the books and records of the Corporation. The Board shall present annual reports to the City Council and semiannual reports to the Economic Development and Housing Committee, and the City Council and said Committee shall be entitled to review and to revise the financial affairs, programs, and activities of the Corporation at any time and from time to time.

Section 1.6. Guidelines. The Corporation, by action of the Board, shall be authorized to promulgate, implement, and amend guidelines governing the selection and financing of projects and prescribing the various fees to be collected in amounts reasonably estimated to pay the ministerial and staff costs and expenses of the Corporation, plus reasonable reserves therefore. Copies of the guidelines as approved shall be provided to the Economic Development and Housing Committee and the Finance and Audit Committee of the City Council. Said Committees shall be advised of any amendments to the guidelines.

Section 1.7. Staff Functions. Staff functions for the Corporation may be performed by the City staff, as directed by the City Manager, and the Corporation, from fees collected by it and operating revenues, shall pay the costs

for such services as from time to time shall be billed to the Corporation by the City.

Section 1.8. Powers in General. The Corporation may exercise all powers granted to it under the Act, consistent with its Articles of Incorporation.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Appointment Powers. Number and Term of Office. The Board of Directors shall exercise all the powers of the Corporation, subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws.

The Board of Directors shall consist of eight directors. The City of Dallas Director of Housing and Neighborhood Revitalization, the City of Dallas Director of Sustainable Development and Construction, the City of Dallas Director of Code Compliance, two Dallas County representatives, a Dallas Independent School District representative, a representative from The Real Estate Council, and a non-profit affordable housing organization representative shall be permanent directors. The term of non-City directorship shall be four years or until a replacement director has been appointed. The non-profit affordable housing organization representative shall be appointed by the City Manager. The non-profit affordable housing organization representative shall not bring an Urban Land Bank Demonstration Program development proposal to the Corporation as an application for approval.

Any appointed director may be removed from office at any time, with or without cause, by the City Manager. Any vacancy on the Board of Directors, whether due to a removal, a resignation, the end of a term, or a change in personnel, shall be filled by the original appointing entity.

Section 2.2. Meetings of Directors. The Board of Directors may hold its meetings at any place authorized by the Act, as the Board of Directors may from time to time designate; provided that, in the absence of any such designation by the Board of Directors, the meetings shall be held at the principal offices of the City. The Board of Directors shall conduct its business and meetings in accordance with the requirements of the Act, and the Open Meetings Act and the Open Records Act of the State.

Section 2.3. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors, a copy of which shall be given to the City Secretary of the City. Notice of regular meetings need not be given to directors, but if notice is required by law to be given to anyone else, such notice will be given in the manner prescribed by law.

Section 2.4. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the president, by the secretary, by a majority of the directors then in office, or upon advice of or request by the City Council or the City Manager. The secretary shall give notice to each director of each special meeting in person, or by mail, telephone or telegraph, at least two hours before the meeting. Notice required by law to be given to anyone else shall be given in the manner prescribed by law. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director shall be present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 2.5. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

Section 2.7. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services as directors, except that they shall be reimbursed for their actual out-of-pocket expenses incurred in the performance of their official duties.

ARTICLE III

OFFICERS

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The officers shall be appointed by the City Manager for terms of office as directed by the City Manager. In the absence of the secretary, any officer other than the president may be appointed by the president to act in the secretary's place.

Section 3.2. President. The president shall be the chief executive officer of the Corporation and shall be in general charge of the properties and affairs of the Corporation; the president presides at all meetings of the Board of Directors; in furtherance of the purposes of this Corporation, the president may sign and execute all contracts, conveyances, franchises, loans, bonds, deeds, assignments, mortgages, notes, development partnership agreements and other instruments in the name of the Corporation.

Section 3.3. Vice President. The vice president shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability of the president to act at the time such action was taken.

Section 3.4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, the treasurer may sign or endorse, on behalf of the Corporation, for collection or payment, checks, notes, and other obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board of Directors; whenever required by the Board of Directors, the treasurer shall render a statement of the treasurer's cash account; the treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the treasurer for that purpose full and accurate amounts of all moneys received and paid out on account of the Corporation; the treasurer shall perform all acts incident to the position of treasurer. The treasurer may fulfill these functions by means of supervision of the administrator designated under Article I, Section 1.7 of these Bylaws should the Board delegate any or all of the operational aspects of these functions to be performed by the administrator. The signature of the treasurer, president or administrator shall be required for the disbursement of any Corporation funds.

Section 3.5. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; the secretary shall attend to the giving and serving of all notices; in furtherance of the purpose of this Corporation, the secretary may sign with the president in the name of the Corporation; and/ or attest the signature thereto, all contracts, conveyances, franchises, loans, bonds, deeds, assignments, mortgages, notes, development partnership agreements, and other instruments of the Corporation; the secretary shall have charge of the corporate books, records, and securities of which the treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Corporation during business hours, and the secretary shall in general perform all duties incident to the office of secretary.

Section 3.6. Compensation. Officers as such shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual out-of-pocket expenses incurred in performing such services.

ARTICLE IV

ADMINISTRATOR

Section 4.1 Appointment. The Board of Directors may appoint an administrator to manage the operations of the Corporation under the direction of the Board. The administrator shall be that City of Dallas employee designated by the City as the Land Bank Manager for the City. The administrator shall not be an employee of the Corporation.

Section 4.2. General Duties. The administrator shall implement the programs approved by the Board, manage the day-to-day operations of the Corporation and administer the financial operations of the Corporation.

Section 4.3 Property Acquisition and Sale. The administrator shall:

- (a). Execute letters of intent to purchase real property in accordance with approved Program Statements, as amended, and contractual obligations, subject to subsequent approval of the Board and the City, or the President and the City if the purchase price of the property is \$10,000 or less;
- (b). Pay invoices for court costs in tax lawsuits on property referred for tax-foreclosure on behalf of the Corporation;
- (c). Request payment to the Dallas County Sheriff by the City of Dallas for properties to be acquired under any Interlocal Contract between the City and other taxing units with regard to the Urban Land Bank Demonstration Program and the City contract with the Corporation for administration of the Urban Land Bank Demonstration Program;
- (d). Order and execute payment for environmental assessments, appraisals, surveys, title policies, property maintenance and other such services necessary for the acquisition, maintenance or sale of real property by the Corporation in accordance with Corporation contractual obligations, Board Resolution or specific Board approval;
- (e). Advertise or issue Requests for Proposals with regard to the sale of Corporation properties or procurement of services; and
- (f). Prepare monthly production reports and such other reports as may be required by Board policy or Corporation contractual obligations.

Section 4.4 Procurement. The administrator shall be authorized to:

- (a). Order and pay for equipment, supplies and/or services for the benefit of the Corporation from an individual vendor in an amount not to exceed \$3,000 for a specific purchase from that vendor without prior Board approval;
- (b). Pay earnest money in amounts not to exceed \$1,000 per parcel and \$10,000 in the aggregate for a minimum of ten parcels in one transaction to hold a contract for purchase of real property for the benefit of the Corporation, with Board approval required for earnest money deposits in excess of these amounts;
- (c). Pay for goods and services procured under Board approved contracts in accordance with the terms of such contracts; and
- (d). Payments invoices relating to the filing and prosecution of tax lawsuits in accordance with Board policy and contractual obligations.

Section 4.5 Compensation. The administrator shall be an employee of the City of Dallas and shall not be an employee of the Corporation and shall not receive any salary or compensation from the Corporation for services provided, except as reimbursed for actual out-of-pocket expenses incurred in performing such services, as approved by the President.

ARTICLE V

PROVISIONS REGARDING ARTICLES OF INCORPORATION AND BYLAWS

Section 5.1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these Bylaws by the City Council; and
- (2) the adoption of these Bylaws by the Board of Directors.

Section 5.2. Amendments to Bylaws. These Bylaws may be amended at any time and from time to time by majority vote of the directors then in office with approval of the City Council, or by the City Council, itself, at the sole discretion of the City Council.

Section 5.3. Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. Principal Office. The principal office of the Corporation shall be located at the principal offices of the City.

Section 6.2. Fiscal Year. The fiscal year of the Corporation shall coincide with the fiscal year of the City.

Section 6.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 6.4. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Articles of Incorporation, or these Bylaws, such notice shall be deemed to be sufficient if given by depositing it in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless required by the Board of Directors.

If any notice whatsoever is required to be given to the public by law, such notice shall be given in the manner prescribed by law.

Section 6.5. Resignations. Any appointed director may resign at any time. Such resignation shall be made in writing directed to the City Manager and the president of the Corporation. A resignation shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the City Manager and the president. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6.6. Approval of the City Council. To the extent these Bylaws refer to any approval or other action to be taken by the City, such approval or action shall be

evidenced by a certified copy of a resolution or ordinance duly adopted by the City Council.

Section 6.7. Organizational Control. The City, at its sole discretion, and at any time, may alter or change the structure, organization, or activities of the Corporation (including the dissolution of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.