



February 6, 2018

The Honorable Dan A. Gattis
Williamson County Judge
Williamson County Courthouse
710 S. Main Street, Suite 101
Georgetown, Texas 78626

Re: Capital Area Housing Finance Corporation
Multifamily Housing Revenue Bonds
(Residences of Stillwater Apartments) (the "*Bonds*")

Dear Judge Gattis:

The Capital Area Housing Finance Corporation (the "*Corporation*") intends to issue the above-captioned Bonds in order to provide funds to finance the cost of a residential development that will provide decent, safe and sanitary housing at affordable prices for residents within the Corporation's jurisdiction. The Bonds will be special limited obligations of the Corporation payable solely from the collateral pledged to secure the Bonds. The sponsoring local political subdivisions of the Corporation are not in any way liable for the payment of the Bonds.

In connection with the issuance by the Corporation of the Bonds, enclosed herewith are three (3) copies of the Certificate of Approval (the "*Approval*") for execution by you as the County Judge of the County of Williamson. I have included below for your convenience a description of the legal requirements behind the Approval.

The Approval is required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*"). The Code requires that you, as the chief elected executive officer of the County of Williamson and "applicable elected representative" thereof, approve the issuance of the Bonds after a public hearing following reasonable public notice. The Corporation conducted a public hearing on December 22, 2017 at the Round Rock Public Library (the "*Public Hearing*"). A notice for the Public Hearing was published in the *Austin American-Statesman* on December 7, 2017. The minutes of the Public Hearing are enclosed.

Please review the Approval and call me at (512) 349-9104 with any questions or comments you may have. Otherwise, if all is in order, please execute all three (3) signature pages for the Approval and return them to Chapman and Cutler LLP, Bond Counsel to the Corporation, using the enclosed prepaid Federal Express envelope at your convenience.

CAPITAL AREA HOUSING FINANCE
CORPORATION

By 

M. John Trofa
General Counsel

Enclosure

cc: Jim Shaw, Executive Director of Capital Area HFC

**CERTIFICATE OF APPROVAL
FOR ISSUANCE OF TAX-EXEMPT MULTIFAMILY HOUSING REVENUE BONDS**

I, the chief elected executive officer of Williamson County, Texas, elected at-large by the voters of Williamson County, Texas, make this certificate solely to satisfy the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, with respect to the proposed issuance of a series of tax-exempt multifamily housing revenue bonds by the Capital Area Housing Finance Corporation in an aggregate face amount of not more than \$30,000,000 (Residences of Stillwater Apartments) (the "*Bonds*"). The Bonds will be issued for the benefit of Pedcor Investments-2017-CLXVII, L.P., or an affiliate thereof (the "*Borrower*"), in connection with the construction of an approximately 192-unit multifamily development located at 1500 block of NE Inner Loop, Georgetown, Texas 78626 (the "*Development*"). The Borrower will own the Development and the land on which the Development is to be constructed.

A public hearing was held on behalf of Williamson County, by James E. Shaw, the designated hearing officer, as described in the attached Certificate of Hearing Officer. As the "applicable elected representative" of Williamson County, Texas, I approve the issuance of the Bonds in the amount and for the purpose described above.

This approval is not: (1) a warranty by Williamson County, Texas, the County Judge of Williamson County, Texas, or of any agency, political subdivision, or instrumentality of the State of Texas that the Bonds will be paid or that any of the obligations assumed in connection with issuance of the Bonds will in fact be performed; (2) a pledge of the faith and credit of the State of Texas or of any agency, political subdivision, or instrumentality the State of Texas; or (3) a warranty of the validity of the corporate existence of the Capital Area Housing Finance Corporation or of the Bonds themselves.

IN WITNESS WHEREOF, I have officially signed my name in the City of Georgetown, Williamson County, Texas, on the date set forth below.

Dan A. Gattis, County Judge
Williamson County, Texas

Dated: _____, 2018

CERTIFICATE OF HEARING OFFICER

I, the undersigned, acting as hearing officer (the "*Hearing Officer*"), do hereby make and execute this certificate for the benefit of all persons interested in the proposed Capital Area Housing Finance Corporation Multifamily Housing Revenue Bonds (Residences at Stillwater), Series 2018 to be issued in a principal amount not to exceed \$30,000,000 (the "*Bonds*") for the benefit of Pedcor Investments-2017-CLXVII, L.P., or an affiliate thereof, in connection with the acquisition, construction and equipping of an approximately 192-unit multifamily development located at 1500 block of NE Inner Loop, Georgetown, Texas 78626 (the "*Development*").

I hereby certify as follows:

1. That I am the duly appointed Hearing Officer for the public hearing that was held on December 22, 2017, at 1:00 p.m. at the Round Rock Public Library, Room B, 216 E. Main Street, Round Rock, Texas 78664, in connection with the issuance of the Bonds.

2. That notice of the public hearing was published no less than 14 days before the date of the public hearing in a newspaper or newspapers of general circulation available to residents of Williamson County, Texas, as described in *Exhibit A* attached hereto; the notice included the date, time and place of the public hearing, the location, a description of the Development and the maximum aggregate principal amount of the Bonds.

3. That all interested persons appearing at the public hearing were given an opportunity to comment on the proposed issuance of the Bonds and the Development. The names and comments of all interested persons appearing at the public hearing, if any, are set forth in *Exhibit A* attached hereto.

4. That after giving all interested persons an opportunity to appear and comment, the public hearing was declared closed.

5. That a copy of the Affidavit of Publication of Notice of Public Hearing is set forth in *Exhibit B* attached hereto.

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WITNESS MY HAND this 16th day of January, 2018.

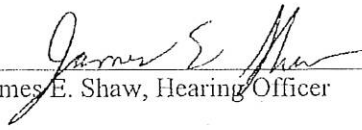

James E. Shaw, Hearing Officer

EXHIBIT A

MINUTES OF PUBLIC HEARING

A public hearing was held by the Capital Area Housing Finance Corporation (the "Issuer") at Round Rock Public Library, Room B, 216 E. Main Street, Round Rock, Texas 78664, on December 22, 2017, beginning at 1:00 p.m.

The hearing was held with respect to the proposed issuance by the Issuer of not to exceed \$30,000,000 of its Multifamily Housing Revenue Bonds (Residences at Stillwater), Series 2018 (the "Bonds") in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the excludability of the interest on the Bonds from gross income for federal income tax purposes.

The Notices of Public Hearing published in the *Austin American-Statesman* on December 7, 2017 indicated that the proceeds of the Bonds will be used to finance the acquisition, construction and equipping of the Residences at Stillwater Apartments (the "Development"), located within the geographic limits of Williamson County, Texas, by Pedcor Investments-2017-CLXVII, L.P., or an affiliate thereof (the "Borrower").

Present at the hearing on behalf of the Issuer were James E. Shaw, the hearing officer for the Issuer (the "Hearing Officer"), M. John Trofa, general counsel to the Issuer and Jean Latsha of Pedcor Investments, A Limited Liability Company, an affiliate of the Borrower.

The Hearing Officer called the meeting to order and asked if there were any interested persons present who wished to express their views with respect to the issuance of the Bonds, or the Development being financed.

No one expressed an interest to speak.

Whereupon the Hearing Officer closed the public hearing at 1:30 p.m.

EXHIBIT B

AFFIDAVIT OF PUBLICATION OF NOTICE OF PUBLIC HEARING

CHAPMAN & CUTLER LLP
111 WEST MONROE ST
CHICAGO, IL 60603

Invoice/Order Number: 0000269495
Ad Cost: \$663.97
Paid: \$663.97
Balance Due: \$0.00

**CAPITAL AREA HOUSING FINANCE
CORPORATION
NOTICE OF PUBLIC HEARING**

In accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), notice is hereby given that the Capital Area Housing Finance Corporation (the "Corporation") will hold a public hearing at 1:00 p.m. on Friday, December 22, 2017, at the Round Rock Public Library, Room B, 216 E. Main Street, Round Rock, Texas 78664. The Corporation's designated hearing officer will conduct the hearing on behalf of the Texas Counties of Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Williamson and the Texas City of San Marcos (the "Sponsoring Political Subdivisions").

The purpose of the hearing is to provide residents of the Sponsoring Political Subdivisions an opportunity to comment on the proposed issuance by the Corporation of its Multifamily Housing Revenue Bonds to be issued in one or more series (the "Bonds") in an aggregate face amount of not more than \$30,000,000. The Bonds will be issued for the benefit of Pedcor Investments-2017-CLXVII, L.P., or an affiliate thereof (the "Borrower"), in connection with the acquisition, construction and equipping of a multifamily housing development to be located at the 1500 block of NE Inner Loop, Georgetown, Texas 78626 and consisting of approximately 192 units (the "Development"). The Borrower will own the Development and the land on which the Development will be situated.

The Bonds will be limited obligations of the Corporation, payable solely from the revenues, receipts and resources of the Corporation pledged to their payment. The Bonds will not constitute an indebtedness or obligation of any of the Sponsoring Political Subdivisions (or any other city, county or other municipal or political corporation or subdivision of the State of Texas) or of the State of Texas, or a loan of credit of any of them, within the meaning of any constitutional or statutory provision.

All interested persons are invited to attend the hearing and present written or oral comments on the proposed issuance of the Bonds. Questions or written comments prior to the date of the hearing may be directed to the Capital Area Housing Finance Corporation, 4101 Parkstone Heights Drive, Suite 280, Austin, Texas 78746, Attention: James E. Shaw at (512) 347-9953.

12-7-2017

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