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**AUSTIN HOUSING FINANCE CORPORATION**  
**Application for Financing for Homeownership Projects**

PLEASE NOTE: AHFC Reserves the right to fund projects at a lower amount than requested, and the right to deny applications that do not coincide with the City's FY 2010-11 Action Plan goals and policy direction from the Austin City Council.

Project Name: Westgate II

Project Address: 8701 Westgate Boulevard, Austin TX Zip Code 78745

Total number of units to be assisted with G.O. Bond Funds: 50  
Total number of units in project: 50

Project type:  Predevelopment  Acquisition  Rehabilitation  New construction

Amount of funds requested: \$ 1,250,000 Terms: 0% interest, deferred forgivable loan

Role of applicant in Project (check all that apply):  Owner  Developer  Sponsor

**1. Applicant Information** (If applicant is not acting as the developer, please provide all of the information below for the developer as well as for the applicant. If the developer involves multiple entities, is a partnership or joint venture, please provide duplicative information for each, and identify the entity that will serve as the "lead" organization).

**APPLICANT**

Austin PeopleTrust, Inc. a Texas nonprofit 501c3 corporation

Name

207 Chalmers

Street Address

Austin TX, 78702 512-472-8087  
City State, Zip Telephone #

Kelly Weiss 512-472-8087 512-472-8191  
Contact Person Contact's Telephone # Fax #

[REDACTED]  
Federal Tax ID Number or SS#

**DEVELOPER**

Peoples/Howell 2 LLC, (Developer)/WJP Construction Services, LLC (Lead & Builder)

Name

11300 Jollyville Road, Suite 100

Street Address

Austin TX, 78759 512-338-5300  
City State, Zip Telephone #

Wes Peoples 512-338-5300 EXT 4 512-338-5308  
Contact Person Contact's Telephone # Fax #

[REDACTED]

Federal Tax ID Number or SS#

The applicant/developer certifies that the data and exhibits contained comprising this application are true and correct. Unsigned/undated submissions will not be considered.

Austin PeopleTrust, Inc.  
Legal Name of Applicant

Y. K. Wang  
Signature of Authorized Officer

Executive Director  
Title

9/30/2010  
Date

Peoples/Howell 2, LLC – Wesley Peoples  
Legal Name of Developer

[Signature]  
Signature of Authorized Officer

General Manager  
Title

9/30/2010  
Date

2. For non-profit applicants/developers only, include copies of the following:  
(SEE EXHIBIT 1)

- a. Articles of Incorporation
- b. Certificate of Incorporation filed with the State of Texas
- c. Federal IRS certification granting non-profit status
- d. Names, addresses, phone numbers and email addresses of current board members
- e. Certified financial audit for most recent year, which shall include the auditor's opinion and management letters
- f. Board resolution approving the proposed project and authorizing the request for funding

3. Project Description – In one page or less, describe the project including the information listed below:  
(SEE EXHIBIT 2)

4. Site Control and Demonstration of Value  
(SEE EXHIBIT 3)

*[Handwritten mark]*

5. Zoning <sup>4</sup>  
(SEE EXHIBIT ~~4~~)  
Copy of Zoning Ordinance

6. S.M.A.R.T. Housing™  
(SEE EXHIBIT 5)  
Copy of the SMART Housing Application

7. Development Team

Identify the entities anticipated to be involved in implementing the project including lenders, attorneys, accountants, architects, engineers, general contractor, sub-contractors, property managers and consultants. Also, indicate if any entity is certified by the City of Austin as a minority or women-owned business enterprise (MBE/WBE), or if any of the entities are also a non-profit entity.

	Name(s) & Any Comments on Role	MBE? (Mark X if Yes)	WBE? (Mark X if Yes)	Non- profit? (Mark X if Yes)
Owner	Peoples/Howell 2, LLC			
Developer	Peoples/Howell 2, LLC			
Architect	Kipp Flores Architects	X		
Engineer	Vigil and Associates			
Construction Lender	Prosperity Bank, Austin, Texas Wells Fargo, Austin, Texas			
Other Lenders	PeopleFund			X
Attorney	Ann Vanderburg		X	
Accountant	Montemayor Hill & Company, P.C.	X		
General Contractor	Wes Peoples Homebuilders, Inc.			
Affordable Housing Program Mgr & Mortgage Financing	PeopleTrust			X X
Property Management Provider	Easter Seals (housing units for disabled population)			X
Housing Counseling	Frameworks CDC			X

8. **Development Schedule.** Complete the grid below. Re-order the steps according to the appropriate sequence for your project, and add in any other significant steps integral to your project's development. If the development schedule differs across several properties to be involved in the project, provide a development schedule for each property. Please be as precise as possible, narrowing dates by 15 day intervals.

	DATE(S)
Acquisition and/or holding	12/16/10
Phase 1 complete, submit preliminary plan, enter into agreement with COA	1/26/11
Provide proof of development of availability of remaining development financing	2/12/11
Pre-development/Infrastructure completion	5/31/11
Construction Specifications & Cost Estimates	3/31/11
Construction Bids	4/30/11
Construction Start	6/1/11
End/ Completion of Construction	2/15/12
Open for Home Sales	10/1/11
Project Completion (i.e., all homes conveyed to low to moderate income buyers)	7/30/12

9. **Experience and Qualifications – Homeownership Development**

- a. Is this the developer's first housing project?  Yes  No
- b. Is this the developer's first affordable housing project?  Yes  No

c. Completed projects (complete table below):

<b>COMPLETED PROJECTS</b>				
<b>Address</b>	<b>Number of Units</b>	<b>New or Rehab</b>	<b>Type of Property (apartments, SF units, etc.)</b>	<b>Year Completed</b>
SCIP One	40	New	SF detached	1993
Village at Kinney Court	61	New	SF detached	2000
El Curto Place	26	New	SF detached	2003
Twelve Oaks	24	New	SF detached	2003
Mueller (PeopleTrust)	135	New	SF/Row Homes	2008-2010
Westgate I (acquisition/predevelopment completed; infrastructure and 50 units pending) (PeopleTrust/MoMark LLC)	50	New	SF detached	2009 (acquisition)

d. (See Exhibit 6) Description of experience and qualifications in completing projects similar in size and scope that indicates the developer's ability and capacity to implement and complete the proposed project.

**10. Detailed Project Budget –(SEE EXHIBIT 7 – DETAILED CONSTRUCTION BUDGET)**

Use the following table, or comparable format, to provide a complete project budget. Add line-items as necessary to detail the specific funding being requested. Delineate all prior and currently requested A&D funding by individual line item.

<b>DETAILED PROJECT BUDGET</b>				
	<b>Total Project Cost</b>	<b>NO Prior A&amp;D Funds Used in Project N/A</b>	<b>A&amp;D Funds Being Requested</b>	<b>Description</b>
<b>PREDEVELOPMENT &amp; INFRASTRUCTURE</b>				See Detailed Construction Budget (Ex 7)
Appraisal (completed)				Appraisal for raw land included; TCAD included for completed home sale units (Exhibit 3)
Predevelopment & Infrastructure	1,058,905		350,000	Developer Fee; predevelopment/infra.
<b>TOTAL PREDEVELOPMENT</b>	<b>1,058,905</b>			
<b>ACQUISITION</b>				
Site and/or Land	1,121,888		900,000	Est 7 acres raw land
Structures				
Other (specify)				
<b>TOTAL ACQUISITION</b>	<b>\$1,121,888</b>			
<b>CONSTRUCTION</b>				See Detailed Construction Budget (Ex 7)
Home Construction	3,248,000			
<b>TOTAL CONSTRUCTION</b>	<b>3,248,000</b>			
<b>SOFT &amp; CARRYING COSTS</b>				
Legal	10,000			
Audit/Accounting	3,500			
Title/Recording (In Construction)	N/A			
Architectural (Inspections)	375,500			Site & Home Plans
Construction Interest	236,740			
Construction Period Insurance	15,175			
Construction Period Taxes	12,568			
Relocation	0			Vacant lot/no relo
Marketing	20,000			
Davis-Bacon Monitoring	0			Assumes no DB requirement
<b>TOTAL SOFT &amp; CARRYING</b>	<b>673,483</b>			

<b>TOTAL PROJECT BUDGET</b>	<b>6,102,276</b>		<b>1,250,000</b>	<b>*NOTE: See Detailed Construction for Budget/Line Item Detail/Category Discrepancy</b>
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**11. Funds Proposal** - Provide the following information to facilitate financial review of the proposed project:

- a. **Sources and Uses of Funds** – Complete Tables A & B below, identifying all sources and uses of funds to implement project and include evidence of funds anticipated (financial statements, letters of commitments, etc.).
- b. **Leveraging** – Complete Table C below. Include evidence of other funds leveraged by AHFC funds to implement the project such as owner equity and commitments from private and/or other public resources. (See Exhibit 7)

<b>TABLE A: SOURCES OF FUNDS SUMMARY</b>					<b>Intended Use of Funds (Predevelopment, Acquisition, Construction, Soft Costs)</b>
	<b>Term</b>	<b>Interest Rate</b>	<b>Amount</b>	<b>Evidence (Deed, Sales Contract)</b>	
Peoples /Howell2, LLC (equity)	N/A	N/A	N/A	Deed (Developer Currently owns land)	Acquisition/ convey to PeopleTrust at completion (for preservation of affordable homeownership)
<b>Private Financing (List Lenders Below)</b>					
Prosperity Bank	LOC	5%	4,000,000		Predevelopment/Infrastructure
Wells Fargo	LOC	6%	652,276		Infrastructure/Construction
PeopleFund	LOC	2.37%	200,000	Loan Agreement	Predevelopment/Acquisition
					<i>See Exhibit 7 for Copy of Loan Agreement</i>
<b>Proposed AHFC Funds</b>			1,250,000		Acquisition & Developer Fee

<b>TABLE B: USES OF FUNDS SUMMARY</b>		
	Total Cost	Cost/Unit
Predevelopment & Infrastructure	\$ 1,058,905	\$21,178
Acquisition	\$1,121,888	\$22,438
Home Construction Costs	\$ 3,248,000	\$64,960
Soft & Carrying Costs	\$673,483	\$13,470
<b>Total Project Costs</b>	<b>\$ 6,102,276</b>	<b>\$122,046</b>

<b>TABLE C: LEVERAGE SUMMARY</b>	
<b>TOTAL AHFC FUNDS</b>	<b>1,250,000</b>
<b>TOTAL OTHER FUNDS</b>	<b>4,852,276</b>
<b>LEVERAGE % - AHFC FUNDS</b>	<b>20.48%</b>

**TABLE D: AFFORDABILITY DATA**

	House Model One	House Model Two	House Model Three	House Model Four
Number of Bedrooms	2	3	3	2
Square Footage	950	1200	1100	1000
Anticipated Sale Price	\$95,000	\$125,000	115,000	100,000
Borrower Contribution	\$4,750	\$6,250	\$5,750	\$5,000
Total Principal Amount of Mortgage	\$90,250	\$114,000	\$109,500	\$95,000
Anticipated Interest Rate	5%	5%	5%	5%
Monthly Principal & Interest Amount	\$484.48	\$637.48	\$586.48	\$509.98
Estimated Monthly Taxes	\$155.33	\$204.38	\$188.03	\$163.50
Estimated Monthly Insurance	\$45.00	\$45.00	\$45.00	\$45.00
Estimated Condo/HOA Fees	\$55.00	\$55.00	\$55.00	\$55.00
Estimated Monthly Mortgage Insurance	\$42.02	\$55.29	\$50.87	\$44.23
<b>TOTAL Estimated PITI</b>	<b>\$781.83</b>	<b>\$997.05</b>	<b>\$925.38</b>	<b>\$817.71</b>

**12. Neighborhood Support**

**(SEE EXHIBIT 8 for letters attempting to gain support for Westgate II.)**

Include one or more **letters of support** from neighborhood organizations registered with the City of Austin whose boundaries encompass the project site. If a letter of support was not offered, the applicant can provide evidence of an attempt to obtain a letter of support. Please indicate if the project is located in an area that does not have a neighborhood organization registered with the City of Austin.

**13. Partnership with Non-profit entities (SEE EXHIBIT 9)**

PeopleTrust will partner with FrameWorks CDC for homebuyer education. PeopleTrust also has an executed Letter of Interest from Easter Seals to purchase 10 units to serve very low-income,

disabled population. PeopleFund will also provide affordable housing financing for the development. Letters of commitment/MOU are included in Exhibit 9.

14. **Anti-Lobbying Agreement for applications subject to review by the Housing Bond Review Committee.** Applications for projects that are likely to be funded with Affordable Housing General Obligation (G.O.) Bond funds are subject to review by the Housing Bond Review Committee (HBRC).

For applications subject to review by the HBRC, the applicant/developer, its employees, representatives, or agents agree not to discuss the contents of this application with any member of the AHFC Board of Directors or their respective staffs, the members of the HBRC, or staff of NHCD/AHFC other than the designated Single Point of Contact **prior** to the HBRC's meeting to review the application.

The Anti-Lobbying Agreement does not apply to applications likely to be funded with non-G.O. Bond funding (i.e, CDBG, HOME, Housing Trust Fund, or General Fund). If you have questions as to whether this application is subject to review by the HBRC, please contact the AHFC Housing Development Manager at 512/974-3192.

**ATTENTION:**

**Please submit with the Application a completed "self-evaluation"  
using the following Scoring Criteria.**



## Scoring Criteria Acquisition & Development Program

Applications received will be reviewed and evaluated according to the following criteria:

### REQUIRED INFORMATION:

1. Applicant Information	√		
2. Non-profit	√	9. Experience/Qualifications	√
3. Project Description	√	10. Project Budget	√
4. Site Control/Value	√	11. Funds Proposal:	
5. Zoning	√	a. Sources	√
6. S.M.A.R.T. Housing	√	b. Uses	√
7. Development Team	√	c. Leveraging	√
8. Development Schedule	√		

### EVALUATION CRITERIA:

Proposed projects will be reviewed and scored on a competitive basis relative to the evaluation criteria below. A maximum possible score is 160 points. Proposed projects must receive a minimum score of 110 points. A score above the minimum score does not guarantee funding.

- 1. EXPERIENCE AND QUALIFICATIONS** (maximum 15 points) 15  
  
**15 points:** Developer has successfully completed a development similar in size and scope with affordable units.  
**10 points:** Developer has successfully completed a development smaller in size and scope with affordable units.  
**8 points:** Consultant directly involved who has successfully completed a development similar in size and scope with affordable units.  
**3 points:** Developer has completed and sold at least 5 ownership units in the preceding 3 years.
- 2. SOURCES & USES OF FUNDS** (maximum 10 points) 10  
  
**10 points:** All sources and uses of funds are clearly indicated and sufficient evidences of funding availability and/or commitments are included.  
**5 points:** All sources and uses of fund are clearly indicated, but evidence of funding availability or commitments are incomplete.
- 3. LEVERAGE** (maximum 10 points) 10  
  
 AHFC funding relative to Total Project Costs equals:  
**10 points:** 25% or less  
**8 points:** 26% - 30%  
**6 points:** 31% - 35%  
**4 points:** 36% - 50%  
**0 points:** 51% or greater

4. **AFFORDABLE UNITS** (maximum 25 points)

25

If the development has a mix of units at different income levels, add the results for the percentage of units in each income category up to the maximum of 25 points. If the project has a percentage of units in a given income category that is not an exact multiple of ten as shown in the chart, please round up to the next multiple of 10 and use that point value.

<b>% of AHFC Assisted Units in Total Development</b>										
<b>% of MFI</b>	<b>10%</b>	<b>20%</b>	<b>30%</b>	<b>40%</b>	<b>50%</b>	<b>60%</b>	<b>70%</b>	<b>80%</b>	<b>90%</b>	<b>100%</b>
<b>80%</b>	0	5	7	10	12	15	17	20	22	25
<b>65%</b>	5	7	10	12	15	17	20	22	25	
<b>60%</b>	7	10	12	15	17	20	22	25		
<b>50%</b>	10	12	15	17	20	22	25			
<b>30%</b>	12	15	17	20	22	25				

5. **AVERAGE INVESTMENT PER UNIT** (maximum 10 points)

10

CHDO or Non-Profit

For-Profit

<b>10 Points:</b>	\$25,000 or less	\$25,000 or less
<b>8 Points:</b>	\$25,001 - \$40,000	\$25,001 - \$30,000
<b>6 Points:</b>	\$40,001 - \$60,000	\$30,001 - \$40,000
<b>4 Points:</b>	\$60,001 - \$80,000	\$40,001 - \$60,000

6. **AFFORDABILITY PERIOD** (maximum 25 points)

25

**25 Points:** Affordability of project is for 99-years or project is in a Community Land Trust.

7. **EXPRESSED PRIORITY LOCATION** (10 points)

0

**10 Points:** Project is located in an area identified as a TOD or VMU Corridor

8. **GEOGRAPHIC DISPERSION** (maximum 25 points)

20

Project is located in an area identified according to the Kirwan institute's opportunity map of Austin (Map #2) as having greater opportunity for affordable housing for low-income households.

<b>25 points:</b>	Very High
<b>20 points:</b>	High
<b>15 points:</b>	Moderate
<b>10 points:</b>	Low
<b>5 points:</b>	Very Low

9. **PROJECT READINESS** (maximum 10 points)

4

**New construction**

**2 points each; maximum 10 points**

2 The project meets the normal eligibility requirements under the existing program guidelines.

2 The property is already owned by the developer.

       The project has completed all necessary design work and received site plan approval.

       All environmental reviews have been completed.

       The project has firm commitments from **all** financing sources.

**Acquisition and Rehab**

**2 points each; maximum 10 points**

       The project meets the normal eligibility requirements under the existing program guidelines

       All environmental reviews have been completed.

       The project has firm commitments from all financing sources.

       A General Contractor has been selected.

       Closing on the acquisition of the property can be achieved in less than 30 days.

**Acquisition of Completed Units**

**2.5 points each; maximum 10 points** (A total score of 2.5 points will be rounded to 3; a total score of 7.5 points will be rounded to 8.)

       The project meets the normal eligibility requirements under the existing program guidelines

       All environmental reviews have been completed.

       The project has firm commitments from all financing sources.

       Closing on the acquisition of the property can be achieved in less than 30 days.

10. **NEIGHBORHOOD SUPPORT** (maximum 10 points)

5

**10 points:** Proposal application includes letters of support from registered City of Austin neighborhood organizations whose boundaries encompass the project site.

**5 points:** Demonstrated effort to gain support from registered City of Austin neighborhood organizations whose boundaries encompass the project site, **OR** Documentation provided to demonstrate that no neighborhood organization registered with the City of Austin exists where the project will be located.

11. **MBE/WBE PROJECT PARTICIPATION** (5 points)

5

**5 points:** Development team includes registered City of Austin minority or women-owned business enterprises (M/WBE)

12. **PARTNERSHIP WITH NON-PROFIT ENTITIES** (5 points)

5

**5 points:** Applicant provides evidence of commitment from another certified non-profit organization to partner on the project in some way.

**TOTAL SCORE**

134

## EXHIBIT "1"

### Question 2:

- a. Articles of Incorporation
- b. Certificates of Incorporation
- c. Federal IRS Certification granting NonProfit status
- d. Board of Directors Directory
- e. Certified Financial Audit

*\*Note: PeopleTrust is a Type 1 Support Organization of PeopleFund, organized under the Internal Revenue Code. Per IRS requirement, PeopleFund and PeopleTrust are under the same audit.*

- f. Board Resolution

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

Austin Community Land Trust  
Filing Number: 800576789

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 11/30/2005

Effective: 11/30/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
AUSTIN COMMUNITY LAND TRUST**

**FILED**  
In the Office of the  
Secretary of State of Texas

NOV 30 2005

**Corporations Section**

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as the incorporator of a Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation is Austin Community Land Trust.

**ARTICLE II**

The Corporation is a corporation not organized for profit and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act (the "Act"); provided, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (the "Code"), or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

**ARTICLE III**

The period of the Corporation's duration is perpetual.

**ARTICLE IV**

The objects and purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Code, being more particularly that

- (1) The corporation is organized and shall be operated exclusively for the benefit of PeopleFund, an organization described in Section 170(b)(1)(A) of the Code (other than in clauses vii and viii thereof) by sustaining the affordability, heritage and economic vitality of Austin and Central Texas neighborhoods; and
- (2) To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

**ARTICLE V**

The street address of the initial registered office of the Corporation is 207 Chambers Avenue, Austin, Texas 78702 and the name of its initial registered agent at such address is Margo Weisz.

## ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
Michael L. Cook	401 Congress Avenue, Suite 2500 Austin, Texas 78701
Margo Weisz	207 Chalmers Avenue Austin, Texas 78702
Jim Walker	5930 Middle Fiskville Road Austin, Texas 78752

The full and complete management and control of the Corporation shall be vested in the Board of Directors, the number of which shall be subject to change from time to time as provided in the bylaws. At all times, these Directors will remain "volunteers" as that term is defined in Section 84.003(2) of the Act. The Corporation is not empowered to do anything that would change the Directors' "volunteer" status.

## ARTICLE VII

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a Director or officer of the Corporation or (ii) while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, Director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a Director under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, or special legal counsel, if any) to have made its

determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, or special legal counsel, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, or bylaw, resolution of Directors, if any, agreement, or otherwise. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Corporation or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

## ARTICLE VIII

To the fullest extent permitted by applicable law, no Director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission in such Director's capacity as a Director of the Corporation, except that this paragraph shall not eliminate or limit the liability of a Director of the Corporation to the extent the Director is found liable for:

- (1) a breach of such Director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which such Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such Director's office; or
- (4) an act or omission for which the liability of such Director is expressly provided for by statute.

Any repeal or amendment of this paragraph by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the

Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a Director of the Corporation is not personally liable as set forth in the foregoing provisions, a Director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including without limitation, any subsequent amendments of the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act.

#### ARTICLE IX

The power to adopt, alter, amend or repeal the bylaws of the Corporation shall be vested in its board of Directors.

#### ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes.

#### ARTICLE XI

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE XII

In the event the Corporation shall ever be a private foundation for federal income tax purposes, the following provisions shall apply:

- (1) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.
- (2) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.
- (3) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.
- (4) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.
- (5) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

### ARTICLE XIII

Upon the dissolution of the Corporation, the board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to PeopleFund. In the event that PeopleFund does not exist at the time of the dissolution of the Corporation, the assets of the Corporation (after full payment of its liabilities) shall be distributed to The Austin Community Foundation so long as it exists and is exempt from taxation under Section 501(c)(3) of the Code at the time of the dissolution of the Corporation and if not to the City of Austin, Texas. Any of such assets not so disposed of shall be disposed of by the Probate Court of Travis County, Texas or to such eligible organization or organizations as said court shall determine. For purposes of this article, "eligible organization" or "eligible organization or organizations" shall refer to an organization or organizations exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

### ARTICLE XIV

The name and address of the incorporator is:

Michael L. Cook  
401 Congress Avenue, Suite 2500  
Austin, Texas 78701

IN WITNESS WHEREOF, I have hereunto set my hand this 30~~th~~ day of November, 2005.

  
Michael L. Cook

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAY 11 2007

AUSTIN COMMUNITY LAND TRUST  
C/O DEBORA E RAMIREZ  
401 CONGRESS AVE STE 2200  
AUSTIN, TX 78701-0000

Employer Identification Number:

DLN:

17053101014016

Contact Person:

MRS T FARR

ID# 52404

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

509(a)(3)

Form 990 Required:

Yes

Effective Date of Exemption:

November 30, 2005

Contribution Deductibility:

Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

We have determined that you are a Type 1 supporting organization under section 509(a)(3). A Type 1 is operated, supervised, or controlled by, a Type 2 is supervised or controlled in connection with, and a Type 3 is operated in connection with one or more publicly supported organizations.

Letter 947 (DO/CG)

AUSTIN COMMUNITY LAND TRUST

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink that reads "Robert Choi". The signature is written in a cursive style with a large, looped "R" and "C".

Robert Choi  
Director, Exempt Organizations  
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)

AUSTIN COMMUNITY LAND TRUST

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the Internet Web Site at [www.irs.gov](http://www.irs.gov), and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at [www.irs.gov/eo](http://www.irs.gov/eo). In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities page of [irs.gov](http://irs.gov). To subscribe, go to [www.irs.gov/eo](http://www.irs.gov/eo) and click on "EO Newsletter."

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE EO Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve, provide the EO Determinations Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

Form 990 Schedule A is required for both Form 990 and Form 990-EZ.

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic notice if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you.

Exception: Section 509(a)(3) supporting organizations must file Form 990 or

AUSTIN COMMUNITY LAND TRUST

Form 990-EZ even if gross receipts are normally \$25,000 or less. However, supporting organizations of religious groups with gross receipts that are normally \$5,000 or less may file an annual electronic notice instead of Form 990 or Form 990-EZ.

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date of the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the annual electronic notice.

If your tax-exempt status is revoked because you failed to file for three consecutive years, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION, INFORMATION RETURN, AND FORM 990-T

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. This rule also applies to any Form 990-T filed after August 17, 2006. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies

AUSTIN COMMUNITY LAND TRUST

of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to obtain written substantiation from the charity, you can assist donors by providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution.

For contributions of cash, a check or other monetary gift made on or after January 1, 2007, a donor cannot claim a tax deduction unless the donor maintains a record of the contribution in the form of either a bank record (such as a cancelled check) or a written communication from the charity (such as a receipt or letter) showing the name of the charity, the date of the contribution, and the amount of the contribution.

For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

CONTRIBUTIONS OF MORE THAN \$75 AND  
CHARITY PROVIDES GOODS OR SERVICES

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange.

## AUSTIN COMMUNITY LAND TRUST

Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If you conduct fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

### EXCESS BENEFIT TRANSACTIONS

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(3) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

### EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax Act (FUTA) tax.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

### CHURCHES

AUSTIN COMMUNITY LAND TRUST

Churches may employ both ministers and church workers. Employees of churches or church-controlled organizations are subject to income tax withholding, but may be exempt from FICA taxes. Churches are not required to pay FUTA tax. In addition, although ministers are generally common law employees, they are not treated as employees for employment tax purposes. These special employment tax rules for members of the clergy and religious workers are explained in Publication 517, Social Security and Other Information for Members of the Clergy and Religious Workers. Churches should also consult Publications 15 and 15-A. Publication 1828, Tax Guide for Churches and Religious Organizations, also discusses the various benefits and responsibilities of these organizations under Federal tax law.

PUBLIC CHARITY STATUS

Every organization that qualifies for tax-exemption as an organization described in section 501(c)(3) is a private foundation unless it falls into one of the categories specifically excluded from the definition of that term [referred to in section 509(a)(1), (2), (3), or (4)]. In effect, the definition divides these organizations into two classes, namely private foundations and public charities.

The Code section under which you are classified as a public charity is shown in the heading of your exemption letter. This determination is based on the information you provided and the request you made on your Form 1023 application. Please refer to Publication 557 for additional information about public charity status.

GRANTS TO INDIVIDUALS

The following information is provided for organizations that make grants to individuals. If you begin an individual grant program that was not described in your exemption application, please inform us about the program.

Funds you distribute to an individual as a grant must be made on a true charitable basis in furtherance of the purposes for which you are organized. Therefore, you should keep adequate records and case histories that demonstrate that grants to individuals serve your charitable purposes. For example, you should be in a position to substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to you.

For more information on the exclusion of scholarships from income by an individual recipient, see Publication 970, Tax Benefits for Education.



### 2010 Board of Directors

Jack McDonald, CEO, Perficient, Inc.  
Board Chair

Cloteal Davis Haynes, Principal, Haynes-Eaglin-Waters  
Past Chair

Adrian Neely, Principal, Triad Building Maintenance/C&D Recycling  
Vice Chair of Building Committee

F. Gary Valdez, Focus Strategies Investment Banking, Principal,  
Vice Chair of Capital Campaign

Mike Cook, Shareholder, Winstead, Sechrest & Minick  
Vice Chair of Homeownership

Pat O'Beirne, Senior Vice-President, Regions Bank  
Treasurer and Secretary

Sue Coulter, Vice President, Wells Fargo Bank

Francie Ferguson, Director, NeighborWorks

D. Bryan Jones, Founder CEO, Moximity, Inc

Don Kendrick, President of Central Texas Region, Wells Fargo Bank

Eugene Sepulveda, Executive Director, Entrepreneurs Foundation of Central Texas

Carmen Tawil, Owner, Corridor Television



P. O. Box 6339  
Austin, Texas 78762

**RESOLUTION**

Be it Resolved that Austin PeopleTrust is hereby approved to apply for City of Austin Affordable Housing Funds, including General Obligation Housing Bond Funding, in an amount not to exceed \$20,000,000 (Twenty Million Dollars) to provide affordable homeownership opportunities for households making 80% or less of Median Family Income.

This funding may support the following projects:

- Pecan Park Place
- Westgate
- Sycamore

APPROVED: \_\_\_\_\_



DATE: \_\_\_\_\_

7/1/09

**EXHIBIT "2"**

**Question 3: Project Description**

**WESTGATE II PROJECT DESCRIPTION**

The Westgate II property consists of approximately 7 acres located at the intersection of Westgate Boulevard and Cameron Loop, which is in a high opportunity area for affordable housing according to the City of Austin’s Comprehensive Opportunity Map. (Plat Map showing location and Opportunity Map location included as attachment to this Exhibit.) The surrounding schools include Cowan Elem (Recognized), Covington Middle School (Acceptable), and Bowie HS (Recognized). This development is located to great schools, retail and services, and a near-by Cap Metro bus stop.

Approval of this application will provide approximately 50 single family attached condominium homes to homebuyers of 80% MFI or below. Ten (10) of these units will be offered to Easter Seals to serve low-income, disabled households and will be accessible. All homes will be built to S.M.A.R.T. Housing standards. Home sales are expected to start 4<sup>th</sup> quarter of 2011.

The 50 attached condo units will consist of 4 housing unit models:

	Bed/Bath	Sq Ft	Affordable Sales Price
Model 1:	2 bedrooms/1 bath	950 sq ft	\$95,000
Model 2:	3 bedroom/2 bath	1200 sq ft	\$125,000
Model 3:	3 bedroom/1 ½ bath	1100 sq ft	\$115,000
Model 4:	2 bedrooms/1 bath	1000 sq ft	\$100,000

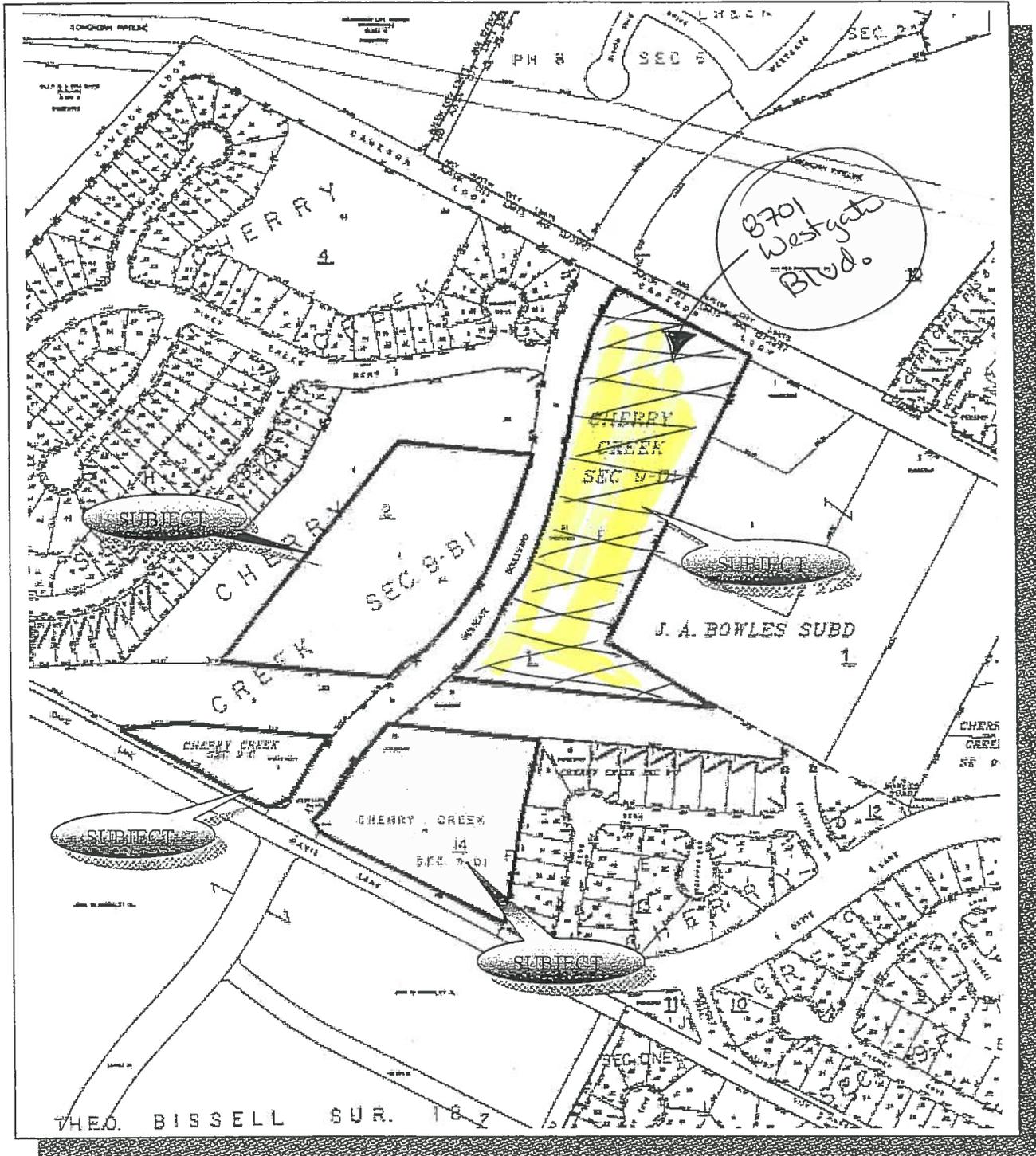
The total project cost is estimated to be \$6,102,276 with \$1,121,888 in land acquisition; \$1,058,905 for pre-development and infrastructure; \$673,483 for soft costs; and \$3,248,000 for home construction. Proposed funding from AHFC includes: \$900,000 in acquisition funding to subsidize the affordable price of the home through a shared equity model to be owned and managed by PeopleTrust and \$350,000 for predevelopment/infrastructure and developer fees. The remaining funds will be provided by Peoples/Howell through financing through Prosperity Bank, Wells Fargo, and PeopleFund. A \$200,000 line of credit is secured from PeopleFund, and the loan agreement is attached as an Exhibit. PeopleTrust and Peoples/Howell are currently negotiating development loans with Prosperity and Wells. All funding will be verified, as required by the City of Austin.

The property is currently zoned MF2 and will support 50 units of attached housing. Similar developments exist in the neighborhood. This type of attached product development will provide a more affordable option for working families. To the best of our knowledge, the property is compatible with the current neighborhood plan.

There are no existing structures on the property.

PeopleTrust will administer and manage the Shared Equity Homeownership Program for this development, in order to achieve long-term affordability. PeopleTrust will serve as the compliance agent to insure income eligible families occupy the units. PeopleTrust will also manage re-sales to ensure another income eligible family is able to purchase these units. We are committed to providing long-term affordable homeownership through a Shared Appreciation Loan Program or a Community Land Trust to achieve 99-year affordability. PeopleTrust will offer 10 units to Easter Seals. A letter of intent from Easter Seals is attached to the application. PeopleTrust will partner with FrameWorks CDC to provide homebuyer counseling for our homebuyers.

Plat Map



# Map 2: Comprehensive Opportunity Map, City of Austin

KIRWAN  
INSTITUTE  
for the Study of Policy and Evaluation

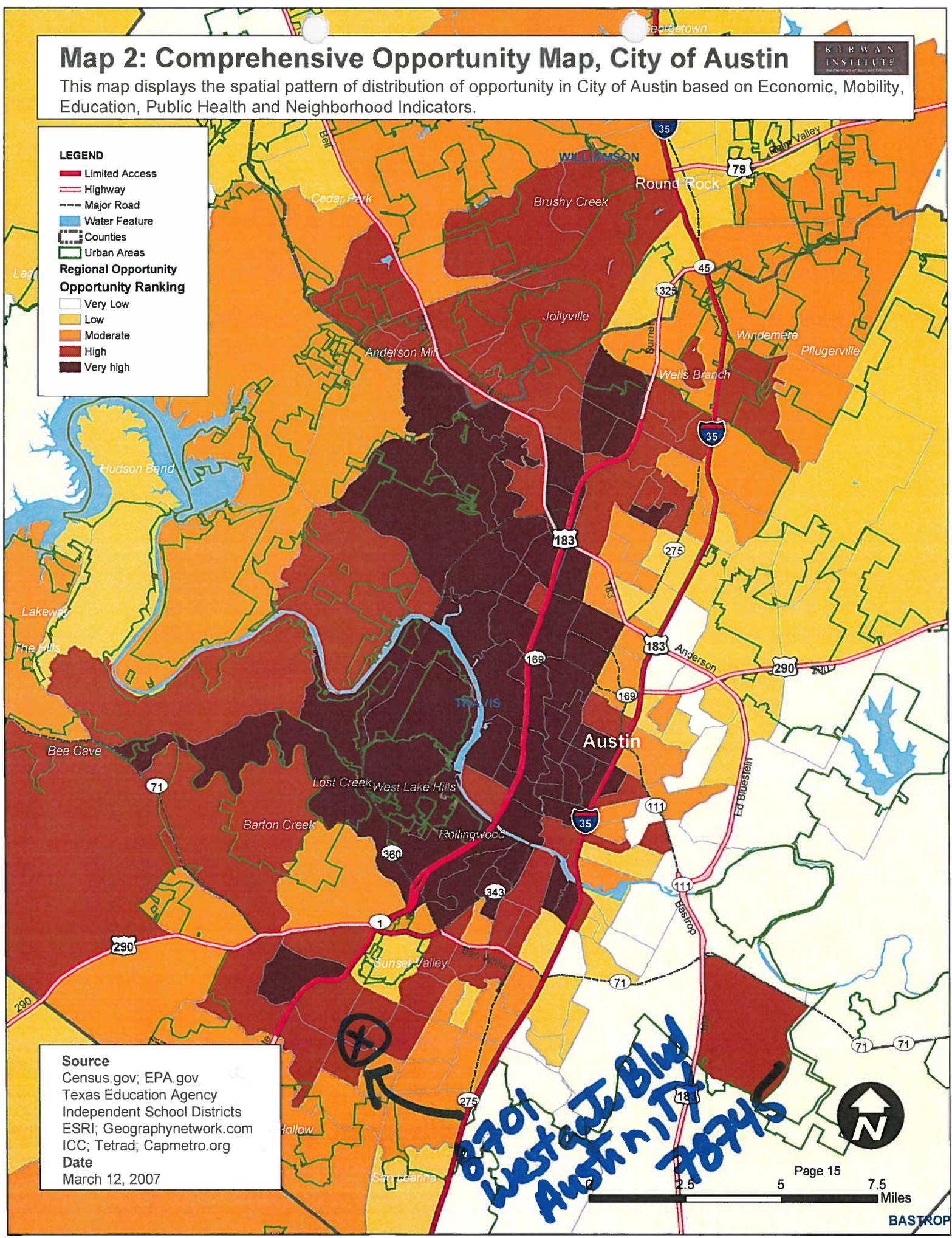
This map displays the spatial pattern of distribution of opportunity in City of Austin based on Economic, Mobility, Education, Public Health and Neighborhood Indicators.

## LEGEND

- Limited Access
- Highway
- Major Road
- Water Feature
- Counties
- Urban Areas

## Regional Opportunity Opportunity Ranking

- Very Low
- Low
- Moderate
- High
- Very high



## Source

Census.gov; EPA.gov  
Texas Education Agency  
Independent School Districts  
ESRI; Geographynetwork.com  
ICC; Tetrad; Capmetro.org

## Date

March 12, 2007



Page 15

2.5 5 7.5 Miles

BASTROP

**EXHIBIT "4"**

**Question 5: Zoning**  
Zoning Ordinance

## ORDINANCE NO. 980709-L

(CH-97-0155)

AN ORDINANCE ESTABLISHING INITIAL PERMANENT ZONING AND CHANGING THE ZONING MAP ACCOMPANYING CHAPTER 13-2 OF THE CITY CODE AS FOLLOWS:

THIRTEEN TRACTS OF LAND PREVIOUSLY KNOWN AS SOUTHLAND OAKS MUNICIPAL DISTRICT NO. 1, LOCALLY KNOWN AS THE PROPERTY LOCATED APPROXIMATELY 1600 FEET ALONG THE EAST SIDE OF CAMERON LOOP, NORTH FROM ITS INTERSECTION WITH DAVIS LANE, IN THE CITY OF AUSTIN, TRAVIS COUNTY, TEXAS.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

PART 1. The Zoning Map established by Chapter 13-2-22 of the City Code is amended to change the base zoning districts from "I-SF-2" Interim Single Family Residence (Standard Lot) district and "I-RR" Interim Rural Residence district to "SF-2" Single Family Residence (Standard Lot) district, "SF-3" Family Residence district, "P" Public district, "MF-2-CO" Multi-family Residence (Low Density) district-Conditional Overlay combining district, and "LR-CO" Neighborhood Commercial district-Conditional Overlay combining district, and to establish a Conditional Overlay combining district on a portion of the property described in File C14-97-0155, as follows:

Thirteen tracts of land in Travis County, Texas, the tracts and base zoning districts being more particularly described and identified in the chart below, (the "Property")

located approximately 1600 feet along the east side of Cameron Loop, north from its intersection with Davis Lane, previously known as Southland Oaks Municipal Utility District No. 1, in the City of Austin, Travis County, Texas, and as more particularly identified in the map attached as Exhibit "A".




 SUBJECT TRACT   
 PENDING CASE   
 ZONING BOUNDARY   
 CASE MGR: G. GUERNEY

**ZONING Exhibit "A"**

**CASE #:** C14-97-0155  
**ADDRESS:** CAMERON LOOP AND DAVIS LN.  
**DATE:** 98-03

**CITY GRID REFERENCE NUMBER**  
 E15 E18 D10

**PART 2.** The property within the boundaries of the Conditional Overlay combining districts established by this ordinance is subject to the following conditions:

No site plan for development of Tracts 5, 6, 7 and 9 or any portion of these tracts may be approved or released, and no building permit for construction of a building on these tracts may be issued, before the construction of Westgate Boulevard is completed from Cameron Loop to Davis Lane.

Except as specifically restricted under this ordinance, the Property may be developed and used in accordance with the regulations established for the respective base districts and other applicable requirements of the Land Development Code.

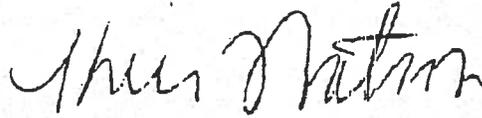
**PART 3.** The Council waives the requirements of Sections 2-2-3, 2-2-5, and 2-2-7 of the City Code for this ordinance.

**PART 4.** This ordinance takes effect on July 20, 1998.

**PASSED AND APPROVED**

July 9, 1998.

§  
§  
§



Kirk Watson  
Mayor

APPROVED: 

Andrew Martin  
City Attorney

ATTEST: 

Betty G. Brown  
Deputy City Clerk

**EXHIBIT "5"**

**Question 6: S.M.A.R.T. Housing**  
Copy of S.M.A.R.T. Housing Application

**S.M.A.R.T. Housing™ Application for Certification**  
**DEPARTMENT OF NEIGHBORHOOD HOUSING AND COMMUNITY**  
**DEVELOPMENT**  
**APPLICATION FOR EXEMPTION FROM PAYMENT OF CAPITAL RECOVERY FEE,**  
**DEVELOPMENT REVIEW AND INSPECTION FEES**  
**AND CERTAIN SUBDIVISION CONSTRUCTION INSPECTION FEES**

I, the undersigned duly authorized representative of BW Land, Inc. (the "Applicant"), the owner of the proposed residential development called Westgate and described in this **S.M.A.R.T. Housing™** Application, do hereby make application to the Neighborhood Housing and Community Development Department (NHCD) as administrator of the City's **S.M.A.R.T. Housing™** Program in accordance with the program guidelines for 48 residential units to be exempted from the payment of the Capital Recovery Fees and other available fee waivers, and I do hereby declare and represent as follows:

The applicant intends to construct 48 Single-family homes to be sold to qualified homebuyers or to construct and operate a N/A unit Multi-family rental residential development (the "Development") to be located within the City of Austin, Texas, and desires that the City exempt the development from the payment of Capital Recovery Fees and other available fees in accordance with the **S.M.A.R.T. Housing™** Resolution.

The Applicant has received a copy of the **S.M.A.R.T. Housing™** Guide (available at <http://www.cityofaustin.org/ahfc/smart.htm>) and having read this document, hereby agrees to comply with all terms of the rules including meeting the minimum Green Building standards, the Accessibility and Visitability standards required by the **S.M.A.R.T. Housing™** Resolution, and the Transit-Oriented standards.

The Applicant has submitted herewith a completed copy of the **S.M.A.R.T. Housing™** Application. To the best of the Applicant's knowledge, the information contained therein is true and correct.

The Applicant, if awarded the exemptions, hereby agrees to execute a contract with NHCD for the receipt of the exemptions. The Contract will contain such provisions as are necessary to carry out the requirements of the Programmatic exemption included in the Land Development Code.

Before issuance of the Certificate of Exemption, the Applicant may be asked to execute a note or surety bond, payable to NHCD in the amount of the number of exemptions granted multiplied by the fees required for the particular project and a Deed of Trust and/or restrictive covenant as specified by the Ordinance sufficient to assure that any designated reasonably priced Unit receiving the exemption will be occupied by an eligible family with income at 80 percent or below the Median Family Income (MFI) and requiring an affordability period of either 1 year (for single-family homeownership units) or 5 years (for rental units).

Please indicate the person who will on a regular basis provide income verification information to NHCD staff:

Name	Title and Organization	Phone	Email address
Wesley Peoples	BW Land - President	512-338-5300 x 4	Wes@wespeopleshomes.com

If the unit does not meet income standards or other S.M.A.R.T. Housing standards, the Applicant will pay the waived fees to the respective City departments due the fees.

WITNESS MY HAND THIS 3 DAY OF June, 2010.

BY: (NAME OF APPLICANT) [Signature]  
 TITLE: President

## S.M.A.R.T. Housing" Application for Certification

1. Name and contact information for the Applicant; i.e., the entity that currently has site control and will build the units for which exemption from payment of Capital Recovery Fees; development review and inspection fees; and certain subdivision construction inspection fees are requested (referred to hereinafter as the "Development").

Name: Wesley J. Peoples	Telephone: (office) 512-338-5300 x 4 (mobile) 512-413-2704
Organization: BW Land, Inc.	Fax: 512-338-5308
Address and Zip: 11130 Jollyville Rd. Ste 100 Austin, TX 78759	Email: Wes@wespeopleshomes.com

2. Form of Organization of the Applicant:

Corporation                      . Limited Partnership                      General Partnership  
                          Sole Proprietor                      501(c)3 Nonprofit Corporation

3. If the Applicant is a corporation, identify its officers and indicate their titles. If the Applicant is a partnership, identify its general partner(s) (include occupation, title, address and telephone number).  
     Wesley J. Peoples – President & Secretary

4. Contact information for the representative of the Applicant with whom staff should communicate.

Name: Wesley J. Peoples	Telephone: (office) 512-338-5300 x 4 (mobile) 512-413-2704
Organization: BW Land, Inc.	Fax: 512-338-5308
Address and Zip: 11130 Jollyville Rd. Ste 100 Austin, TX 78759	Email: Wes@wespeopleshomes.com

5. List of street addresses and/or description of Development site (Please attach a legal description and, if a single-family project, a list of lots, addresses, and Parcel ID numbers). (Attachment No. 1)

Street#	Street Name (or intersection)	Zip Code
8701	Westgate Blvd. Austin, TX	78745

6. Will any of the following be required:     Service extension     1704 determination  
 Variance or waiver (please describe)     Site Plan Approval     Subdivision                       Annexation

7. What is the current zoning of the property? MF2

If rezoning is required, what zoning will be proposed? N/A

**Note; S.M.A.R.T. Housing policy requires applicants seeking a zoning change to offer to meet with surrounding neighborhoods prior to filing a zoning application. For details, contact staff.**

8. If the Applicant presently owns the Development site, indicate: (Include copy of Title Commitment, Escrow Contract or other document sufficient to show site control). If an option, what is the option expiration date? See Attachment #3  
(Attachment No. 2: Proof of Site control such as contract, option, deed, dedicated plat, etc.)
9. If the applicant does not presently own the Development site, please describe any relationship that exists by virtue of common control or ownership between the Applicant and the present owner of the Development site. If none, please write "none." None

10. Anticipated buildout schedule (as applicable):

For Single-Family Subdivisions:	For Multi-Family or Mixed-Use Structures:
Final subdivision plat approval: _____	Final subdivision plat approval: _____
Complete subdivision improvements: _____	Site Plan approval: 10/10
Phase 1: Finish (# of _____ homes by (date) _____)	Phase 1: Finish (# of) <u>48</u> units by (date) <u>12/30/2012</u>
Phase 2: Finish (#) _____ homes by (date) _____	Phase 2: Finish (# of) _____ units by (date) _____
Phase 3: Finish (#) _____ homes by (date) _____	Phase 3: Finish (# of) _____ units by (date) _____

11. Has builder been selected? Yes  No  Company name WJP Construction Service
- Has architect been selected? (if needed) Yes  No  Company name Kipp Flores Architects
- Has engineer been selected? (if needed) Yes  No  Company name Vigil & Associates

12. Please attach a map or diagram indicating:

- (a) The existing legal lot(s) or parcels where the Development is proposed to be built;
- (b) The Development's proximity to public transportation - this information is available at <http://www.capmetro.org>.
- (c) If the development is close to flood plains, railroad tracks, or former landfill locations, the map or diagram should indicate this as well.

(Attachment No. 3: Site Map with items listed above)

13. Describe any additional facilities to be included in the Development such as parking, laundry, office or recreational facilities. None
14. Attach a brief summary of prior development experience of the applicant or its principals, indicating date of project, size of project, type of project, and location of project. If a nonprofit, include name and experience of contractor who will build the units.  
(Attachment No. 4: Experience and/or track record of developer - may be omitted if applicant has previously received exemptions under this program)
15. Indicate any subsidy, loan guarantee, Bond Financing, Issuer of Bonds, Low Income Housing Tax Credit, down payment assistance, or other subsidy for which the Applicant has received a commitment, has made, or intends to make, application with respect to the Development. If none, please write "none."  
We are submitting an application for G.O. Bond Financing for Homeownership Projects.

16. Indicate percentage and number of units to be rented or sold to moderate income (families with incomes at 80% of MFI or below), or very low income (50% of MFI or below). If some units will be reserved for persons with special needs, and/or Section 8 families, please note this below.

*80% of the units will be sold or rented to families with income at 80 % MFI or below*

*20% of the units will be sold or rented to families with income at 60 % MFI or below*

17. Is your organization a non-profit? No

18. Provide details of the development below. (If necessary, attach additional pages - Attachment No. 5: Details of the development.)

48 Number of Houses or Units with 2-3 bedrooms 1-2 baths, \_\_\_\_\_ sq. ft. of living area

Land/Lot Cost: \$1,121,888	Construction Cost:
Selling Price*: see attached	Monthly Rental (for rental developments):
Selling Price per Square Foot: see attached	Monthly Rental per Square Foot:

\*For single-family or condominium units, staff recommends pricing the "reasonably-priced" homes at no more than \$125,000. If selling price of reasonably-priced homes will exceed \$125,000, please explain in Attachment No. 5: Details of the development.

For Single Family, will the homes be:  site-built  manufactured, or  modular homes

Built or manufactured by \_\_\_\_\_ company

Note: Austin's Green Building standards require that homes meet the City's Building Code and Energy Code standards. Questions? Contact the Development Assistance Center: 512/974-6370

19. Are you considering applying for gap financing from NHCD/AHFC to complete your development? If yes, applicant must also complete and submit appropriate supplemental financing application. Note: Some NHCD/AHFC federal funding sources have environmental, labor, and monitoring requirements beyond S.M.A.R.T. Housing™ requirements.  Yes  No

20. Applicant understands that all reasonably-priced dwellings must be occupied by an income-eligible family for a period of five years from the date of initial occupancy (or, one year for single-family homeownership units with no federal assistance). Applicant will provide annual documentation of income compliance for the duration of the five- or one-year affordability period.  Yes

Applicant hereby submits this completed S.M.A.R.T. Housing Application for Certification with the required attachments to Neighborhood Housing and Community Development for consideration.

  
Applicant's Signature

Submitted this 3 day of June, 2010

- Enclosures: Attachment No. 1 – Legal Description and List of lots and addresses  
Attachment No. 2 – Proof of site control  
Attachment No. 3 – Site Map  
Attachment No. 4 – Experience and track record of developer/contractor (may be omitted if Applicant has previously received exemptions under the program)  
Attachment No. 5 – Details of the Development (if necessary)

**ATTACHMENT NO. 1**  
**LEGAL DESCRIPTION AND LIST OF LOTS**

Tract 3: Lot 20, Block F, of Cherry Creek Section 9-D1, a subdivision in Travis County, Texas, according to the map or plat, of record in Volume 86, Pages 18D-19A, of the Plat Records of Travis County, Texas, SAVE AND EXCEPT that 0.2899 of an acre portion of Lot 20 conveyed to the City of Austin in the Street Deed recorded under Document Number 2009067778, of the Official Public Records of Travis County, Texas

## EXHIBIT "6"

### **Question 9: Experience and Qualifications**

- a. Description of Experience, Qualifications, Services, and Awards
- b. Executive Director Resume
- c. Director of Homeownership Resume
- d. Developer and Partner Resumes

**EXHIBIT “6”**  
**Project Experience & Qualifications**

**PEOPLETRUST**

PeopleTrust is a 501(c)(3) organization with extensive staff experience and project experience in affordable housing. Executive Director, Kelly Weiss is an attorney who has focused on real estate development and affordable housing for the past 12 years. Homeownership Director, Ramon Valeriano is an experienced affordable housing lender and program manager. (See attached resumes.)

PeopleTrust is the Affordable Housing Administrator for Catellus, the Master Development for the City of Austin’s Robert Mueller Municipal Airport (RMMA) Redevelopment Project. Since 2008, PeopleTrust has closed 133 affordable shared equity homeownership units for this project.

The RMMA project is larger in scope than the project proposed. Phase I of RMMA includes 71 affordable homes, including 30 townhomes and 41 yard homes. Phase II of RMMA includes 114 affordable homes. . Sales for Phase III are scheduled to begin in October 2010, which will consist of 50 additional affordable homes. A total of 600 affordable units are planned for the RMMA Project. PeopleTrust has experience in affordable housing single-family, townhome, and condo development administration, mortgage lending, marketing and sales, and resale monitoring and management, as demonstrated through our partnership with Catellus and the Mueller Foundation.

PeopleTrust works with private developers to leverage funding sources to develop, manage, and administer affordable homeownership production. PeopleTrust has a proven track record in providing similar services to private developers to facilitate affordable homeownership opportunities, including marketing and outreach to income qualified buyers, coordinating homebuyer and post-ownership education, managing and administering the builder sales contract and mortgage lender process, overseeing compliance after the initial home sale, and managing the resale process to ensure long-term affordability. Partner volume builders and developers include Catellus, David Weekley, Meritage Homes, and The Greenway Loft Project.

**RMMA Redevelopment Project MFI (as of Aug 2010)**

<b>MFI % Distribution</b>	<b>&lt; 40%</b>	<b>41%-49%</b>	<b>50%-59%</b>	<b>60%-69%</b>	<b>70%-80%</b>
<b># of Closed Units</b>	1	6	9	33	84
<b>MFI % of Closed Units</b>	1%	4%	7%	25%	63%

**EXHIBIT “6”**  
**Project Experience & Qualifications**

PeopleTrust offers the following experience and services in Affordable Homeownership Program Management & Administration:

<b>PEOPLETRUST AFFORDABLE HOMEOWNERSHIP PROGRAM MANAGEMENT &amp; ADMINISTRATION</b>	
<b>FUNCTION</b>	<b>DESCRIPTION</b>
<b>PRICING</b>	<ol style="list-style-type: none"> <li>1. Coordinate Initial Pricing of Units to ensure initial housing affordability and coordinate Market Value Appraisals</li> <li>2. Analyze Resale Formula and Calculate Resale Pricing of Units to ensure a fair return to seller and to preserve housing affordability</li> </ol>
<b>MARKETING &amp; OUTREACH</b>	<ol style="list-style-type: none"> <li>1. Develop marketing and outreach materials</li> <li>2. Perform general outreach to potential buyers, on an on-going basis</li> <li>3. Coordinate a “wait list” or interest list of eligible applicants who understand the Shared Equity Model</li> <li>4. Coordinate marketing new units both to existing wait/interest list and general public</li> <li>5. Educating the real estate and broader community about the nature of the program and available units</li> </ol>
<b>HOMEBUYER &amp; POST-OWNER EDUCATION</b>	<ol style="list-style-type: none"> <li>1. Provide general homebuyer education and credit counseling to prepare potential buyers for homeownership</li> <li>2. Conduct Orientation Sessions for small groups to ensure the homebuyer fully understands the program requirements and restrictions</li> <li>3. Conduct individual (1-1) meetings, as needed, to fully disclose program requirements and to answer any questions</li> <li>4. Develop post-ownership education and training</li> </ol>
<b>SCREENING &amp; SELECTION</b>	<ol style="list-style-type: none"> <li>1. Screen homebuyers for income/asset limits, credit history, ability to qualify for a mortgage, and to ensure housing affordability</li> <li>2. Coordinate a fair and transparent process to select qualified buyers, e.g., a lottery, or first-come, first-serve process, etc.</li> </ol>
<b>FINANCING &amp; REFINANCING</b>	<ol style="list-style-type: none"> <li>1. Secure mortgage lender approval for the program to develop a mortgage lender pool</li> <li>2. Review and approve initial mortgage products to ensure homeowner success and housing affordability</li> <li>3. Review and approve refinancing, home equity loans, etc., to ensure that the owner does not borrow more than the maximum resale price</li> </ol>
<b>COMPLIANCE &amp; MONITORING</b>	<ol style="list-style-type: none"> <li>1. Ensure income eligibility with SMART Housing Requirements and other applicable fund source requirements</li> <li>2. Coordinate and track primary resident status of homeowners on an annual basis; includes an annual certification by the homeowner</li> <li>3. Regularly review land records to monitor ownership and lien status of property</li> </ol>
<b>RESALE MANAGEMENT</b>	<ol style="list-style-type: none"> <li>1. Respond to homeowner’s notices</li> <li>2. Coordinate with title companies</li> <li>3. Coordinate and review home inspections and appraisals</li> <li>4. Work with out-going homeowners on sales transaction</li> <li>5. Coordinate subsequent purchase with eligible homebuyer</li> </ol>
<b>ENFORCEMENT</b>	<ol style="list-style-type: none"> <li>1. Ensure properly executed, enforceable legal documents</li> <li>2. Coordinate foreclosure prevention measures</li> </ol>

## **EXHIBIT “6”**

### **Project Experience & Qualifications**

#### **PEOPLETRUST – PEOPLEFUND PARTNERSHIP**

PeopleTrust partners with PeopleFund in the management and administration of our organization.

PeopleFund, an established Community Development Corporation, started PeopleTrust, a 501(c)(3) non-profit, Community Land Trust. PeopleTrust’s unique relationship with PeopleFund makes leveraging public and private funding possible, to create a sustainable non-profit housing institution to provide shared equity homeownership opportunities to lower-income residents for the Central Texas region.

PeopleFund’s Role in PeopleTrust Shared Equity Homeownership Programs:

- Provide administrative support to PeopleTrust, including bookkeeping, funds management, and database support.
- Provide fundraising support to PeopleTrust.
- Provide support staffing services to PeopleTrust

PeopleFund was started in 1994 as a nonprofit organization that promotes lasting economic vitality in distressed areas by implementing strategies that create jobs, provide housing that is safe and affordable, and promote good policy decisions for low-income areas. PeopleFund strives to increase opportunity by providing financing and training to ventures that will have a positive impact in our community.

PeopleFund is a federally certified Community Development Financial Institution (CDFI).

PeopleFund has served the Austin community during its twelve years of operation:

- We have made 290 investments in 187 businesses or community ventures.
- We have invested over \$17 million and leveraged over \$10 million in bank partnership financing for a total investment in the community of over \$27 million.
- We have helped our clients create over 1,700 jobs for low-income residents and approximately 900 childcare slots.
- With our help, over \$9.8 million has been invested in real-estate and building improvements in low-income neighborhoods.
- Helped PeopleFund clients build 97 affordable homes
- Our investments have fostered the creation of necessary goods and services for low-income people (childcare, transitional housing, accounting services).
- Our clients reflect the demographics of the communities we serve with 75% of our loans going to minority owned businesses.

PeopleFund’s current programs include:

## **EXHIBIT “6” Project Experience & Qualifications**

### **Loan Fund**

The Loan Fund is PeopleFund’s primary program. In 2008, PeopleFund will invest \$2.6 million in loans to approximately 34 community ventures and facilitate \$3.6 million in total investment (i.e., PeopleFund loans and partnership loans) in PeopleFund’s under-served focus areas. Approximately 75% of these loans will be made to minority-owned businesses.

### **Entrepreneur Development Program**

PeopleFund offers business management consulting in marketing, finance and other areas to help clients create strong, sustainable ventures. In 2008, PeopleFund plans to offer at least 1,600 hours of financial education through innovative programs including: one-on-one mentoring, advisory board programs, workshops, and partnerships with University MBA programs.

### **Community Education and Research**

PeopleFund believes that discussion and knowledge are critical to a rich civic life. Through our Community Education programs we bring together leaders, business owners and residents to engage in discussions around building a region that is rich in both opportunity and spirit. In 2008, PeopleFund will host several public forums to build knowledge and stimulate conversation. PeopleFund will also continue to facilitate the Focus East.

## **PEOPLETRUST – PEOPLEFUND PARTNERSHIP STRENGTHS**

### **Program Development, Implementation, Management & Administration**

- The team has substantive experience developing and implementing successful programs to reach low and moderate-income populations.
- Having managed city contracts for over 12 years, PeopleTrust, with People Fund, understands and responds effectively to City requirements and concerns.
- PeopleFund has a successful history of marketing products and services to low and moderate-income communities through relationships with banks, service providers, and channels that provide direct access.
- PeopleTrust staff and Advisors have significant real estate experience, and will therefore be well positioned to coordinate the ongoing functions of GO Bond funded homeownership units.

### **Compliance & Monitoring**

- PeopleTrust has significant experience in ensuring compliance of a wide variety of contracts. This includes city contracts and developer contracts.
- PeopleTrust staff and Advisors have a successful experience overseeing the income verification process for lower-income homebuyers.
- PeopleTrust staff and members of the team are lawyers with significant experience in development. The team is well positioned to monitor the Shared Equity mechanism from a legal/financial perspective.

### **National Profile**

## **EXHIBIT “6”**

### **Project Experience & Qualifications**

- PeopleTrust and PeopleFund executive leadership have national networks and resources to promote affordable housing, including service on the National CLT Board of Directors; the National Shared Equity Coalition; the National Steering Committee of Next American Opportunity Initiative; and the Board of Directors of National Community Development Financial Institution (CDFI) Coalition. Our participation at a national level facilitates networks, garners resources, and increases the profile of the City of Austin’s GO Bond Program.

In recognition of PeopleFund’s local and national leadership and strong fiscal management, PeopleFund has received numerous awards, including:

- Opportunity Finance Network’s prized “National Wachovia Excellence Award 2004”
- An outstanding CARS rating of AA2+. The national CARS assessment is used by potential contributors and investors to measure the strength of the organizations financial management and program effectiveness.
- Awarded 4 Federal CDFI Awards totaling over \$2 million.
- Finalist for Envision Central Texas Community Pioneer Award 2007.
- Winner of the 2006 Austin Business Journal’s “Profiles in Power Award” (Executive Director)
- Winner of the 2004 Ernst and Young “Social Entrepreneur of the Year” (Executive Director)
- Winner of the 2003 “Austinite of the Year” at the Austin Under 40 Awards (Executive Director)
- Winner of the 2008 Greenlights Nonprofit Excellence Award in Innovation (PeopleTrust)
- Winner of the 2009 Liveable Vision Award in Equity (PeopleTrust)

# Kelly E. Weiss

• ph

• fax

## *RESUME*

### Education

**The University of Texas School of Law**, Austin, Texas.

J.D. May 1998. Licensed to practice in the State of Texas, SBN 24008256.

**Rice University**, Houston, Texas.

B.A. May 1992, *Cum Laude*.

Majors: Political Science, Sociology, Religious Studies

### Work Experience

*Present -*

*December 2007*

#### **PeopleFund**

##### **Director of Operations and Director of PeopleTrust**

- Direct development, program, and management activities of the organization to create and preserve permanently affordable homeownership for low- and moderate-income households.
- Manage internal functions such as accounting, administration and communications.

*December 2007-*

*September 2005*

#### **City of Austin – Neighborhood Housing & Community Development**

##### **Austin Housing Finance Corporation, Community Development Administrator**

- Direct program development, implementation, management, and compliance for federally and locally funded affordable housing programs and initiatives
- Direct day-to-day operations and management of 32 staff
- Develop and manage \$20 million administrative and program budget
- Negotiate and close private developer agreements, fee reimbursement agreements, grant and loan agreements to secure affordable housing requirements
- Prepare grant applications, funding proposals, and loan applications
- Administer housing policy implementation and draft housing policy documents
- Represent NHCD-AHFC in front of AHFC Board of Directors, Austin City Council, Boards and Commissions, community stakeholders, lenders, private and non-profit developers
- Serve as a board member for AHFC subsidiary corporations

*September 2005 -*

*January 2004*

##### **Austin Housing Finance Corporation, Housing Development Manager**

- Manage Contract Compliance and Real Estate staff
- Manage affordable housing program, contracts, and loan portfolio
- Manage project review and underwriting for affordable projects
- Coordinate housing policy issues and draft housing policy documents

*January 2004 –*

*February 2003*

##### **Austin Housing Finance Corporation, Property Agent**

- Coordinate acquisition, development, and sales of real property
- Perform site selections and cost estimates, feasibility reports, and market analysis

February 2003 -  
February 2000

### **Urburbia, LLC, Managing Member**

- Direct and manage real estate acquisition and development
- Negotiate and secure financing
- Develop and manage project budgets
- Manage contracts for HUD project-based rehabilitation
- Prepare pro formas, feasibility studies, and development plans
- Prepare corporate and partnership financial statements and file tax returns
- Perform accounting and payroll activities

February 2000 -  
September 1996

### **Law Offices of R. Stephen McNally**

#### **Associate Attorney**

- Research legal issues, draft appellate briefs and policy documents
- Manage staff of 3 legal interns and law clerks

August 1996 -  
June 1996

### **State of Texas Office of the Attorney General**

#### **Child Support Legal Division, Law Clerk**

- Review cases and assist in court for establishment and enforcement cases
- Research special issues for General Counsel

July 1995 -  
May 1994

### **Child Support Enforcement Division New Systems (Title IV-D)**

#### **System Test Administrator (Systems Analyst III)**

- Manage and establish a work plan and budget for 16 Team Leaders and User Analysts
- Develop and implement computer system policy, guidelines, processes and procedures
- Develop and implement back-up system design for test database
- Develop and implement archival system for system database
- Develop systems interface computer programs for external data sources

February 1994 -  
July 1992

### **Andersen Consulting**

#### **Systems Analyst Child Support Enforcement System, Legal Function Lead**

- Manage and establish a work plan and budget for five team members
- Develop and implement change management approaches to introduce new, state-wide software system
- Design, code, and test batch and on-line computer programs
- Direct strategic planning of legal function for child support enforcement, including enforcement strategies for American Indian lands
- Develop training and curriculum for Legal Function
- Verify Federal and State requirements for federal certification

### **Activities**

- Board of Directors, National Community Land Trust Network
- National Advisory Committee to the Community Land Trust Academy
- Guest Lecturer (University of Texas School of Law, School of Public Administration, School Architecture)

**Ramon G. Valeriano**



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**Objective**

To match my professional and personal skills with a dynamic organization in order to contribute to the success of the company

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**Experience**

**Director of Homeownership**  
*PeopleTrust*

*8/08 to Present*  
*Austin, Texas*

- Create, oversee, and administer the systems, processes, and policies for homeownership program
- Direct and manage homeownership development projects, including acquisitions and partnerships with private and non-profit builders
- Establish and maintain working relationships with PeopleFund, public entities, private developers, and other non-profit community based organizations
- Serve as a representative of PeopleTrust in all meetings, conferences, and public events
- Oversee the general organizational administration
- Assist with grant writing and organizational funding opportunities

**Regional Emerging Markets Manager**  
*Wells Fargo Home Mortgage*

*8/05 to 8/08*  
*Austin, Texas*

- Created tactical marketing plans for regional and local areas which included Central Texas, West Texas, Arkansas and Oklahoma
- Implemented Emerging Market strategies to drive market share in ethnic communities
- Increased the visibility of WFHM through partnerships, strategic alliances and work with Area Managers to recruit diverse Home Mortgage Consultants (HMCs)
- Served as a representative of Emerging Markets in all meetings and conferences
- Represented local and regional loan officers in the design and participation in local events to increase homeownership awareness and opportunities
- Developed and managed day-to-day relationships with non-profits, community-based and social organizations that increase the loan volume generations to the local market.
- Collaborated with WF Bank Community Development Officers to meet CRA and Fair Lending requirements
- Trained and developed EM HMCs and provide First Time Homebuyer certification course for the region

**Operations Manager***8/03 to 8/05****Guaranty Residential Lending****Austin, Texas*

- Establish organizational goals and objectives
- Develop sound policies, strategies, and action plans to meet department goals and objectives
- Exercise sound cost-control measures to ensure the financial soundness of the department
- Ensure continuous flow of quality products, programs, or services
- Provide an organizational structure for achieving maximum productivity and effectiveness
- Make full and effective use of all organizational resources
- Promote harmony and spirit of cooperation with all affiliated companies, divisions, departments
- Keep informed of all emerging trends and developments affecting the department
- Ensure the timely release of all reports needed to meet internal and external requirements
- Communicate effectively with employees and customers
- Represent the organization in dealing with the public, government, and employees

**Housing Development Supervisor***7/01 to 8/03****City of Austin/Austin Housing Finance Corporation****Austin, Texas*

- Coordinate the activities of a neighborhood team involved in the development of single and multi-family projects
- Review housing projects and make approval recommendations
- Direct staff in coordinating activities between elected officials, housing developers, real estate specialists, attorneys, title companies, project managers, contractors, and others
- Prepare and recommend budgets for housing projects; review and approve expenditures
- Conduct financial underwriting, research, and analysis to determine the economic and social feasibility of the proposed projects
- Monitor compliance with federal regulations of funds provided to contractors and sub-recipients for various federal and state programs
- Develop, interpret and enforce program guidelines, policies, and procedures
- Perform site selections and cost estimates and assist in purchasing properties for project developments
- Write specifications and scopes of work for Contracts to ensure quality control
- Represent the division before boards, commissions, City Council, neighborhood associations and organizations, public agencies, and citizens
- Respond to requests for information from the City Manager, City Council, citizens, and public interest groups
- Review applications, conduct interviews and top candidate for hire
- Evaluate employee performance and provide coaching, feedback and performance evaluations
- Make recommendations on promotions, salary increases and terminations

**Lending/Production Specialist*****Texas State Affordable Housing Corporation****8/97 to 7/01****Texas Department of Housing & Community Affairs****Austin, Texas*

- Liaison with federal, state, local agencies and private organizations in matters concerning the coordination of housing programs
- Research and recommend viable funding sources for affordable housing along the Texas/Mexico border
- Coordinated the Contract for Deed Conversion Program, to convert ownership of property along the Texas/Mexico border from a contract for deed to a mortgage secured with a deed of trust
- Developed and administered a \$4 million home improvement loan program to provide low interest loans to low income residents throughout the State of Texas
- Responsible for supervising employees and the daily operation of the Texas Home Improvement Loan Program
- Developed a training manual and conducted seminars for participating non-profit agencies
- Prepared recommendations of approval for presentation to the TDHCA Board of Directors

**Senior Assistant Branch Manager**

3/96 to 3/97

*The Associates*

*Austin, Texas*

- Responsible for supervising employees and daily branch operations
- Performed and reviewed credit investigations and performed credit analysis for revolving and installment contracts
- Prepared and executed loan documents secured with real estate, personal property, and automobiles
- Devised quarterly marketing strategies to promote loan and sales growth
- Collected accounts 60-90 days delinquent and made recommendations for loss

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**Education**

- B.B.A, Finance with Real Estate Option - Angelo State University, GPA 3.34/4.0

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**Special Skills**

- National CLT Network Board Member
- Bilingual in Spanish
- Computer skills include MS Word/Excel/Power Point/ Access/Front Page
- Visual C++

**Education**

*Master of Business Administration* in General Studies with an emphasis in Management, Tarleton State University

*Bachelor of Business Administration* in Human Resources with minors in Accounting and English, Tarleton State University, graduated magna cum laude

*Certified Economic Development Finance Professional (EDFP)*, National Development Council

**Work Experience**

1999- 2009                      City of Fort Worth                      Fort Worth, Texas

*Economic Development Manager* 2005-2009

*Business Development Coordinator* 1999-2005

- Manage multi-million dollar incentive programs such as tax abatement, tax increment financing, & enterprise zones
- Negotiate incentives with foreign dignitaries, corporate executives, and developers to facilitate economic and community development
- Develop & implement policies and procedures for the department and incentive programs
- Make presentations to City Council, boards, commissions, agencies, departments, and elected officials
- Coordinate interdepartmental work teams
- Monitor legislation and rules affecting economic development strategies
- Provide staff support to the City Council's Central City Revitalization and Economic Development Committee
- Monitor and update department business plan
- Provide supervision and leadership to assigned staff and projects
- Conducted economic impact studies to determine need for incentives
- Prepared and monitored departmental budget and re-estimates
- Developed marketing and promotional materials
- Monitored and updated department business plan

1997-1999                      City of Fort Worth                      Fort Worth, Texas

*Management Analyst I & II*

- Coordinated and participated in studies involving systems, procedures, functions, processes, and techniques of operation
- Conducted Citywide research projects designed to affect economy, efficiency, controls, and administration.
- Performed process re-engineering studies
- Conducted meetings & workshops with staff to establish goals

**Work Experience  
(continued)**

- Designed and implemented management control systems to enhance planning, scheduling, and reporting
- Prepared and presented project findings and recommendations to staff, management, and city council
- Monitored the progress of departments, divisions, sections after the completion of a study
- Managed interdepartmental work teams

1996-1997                      Tarleton State University                      Stephenville, Texas

***Senior Staff Accountant***

- Provided accounting support for 500 employees and a student enrollment of over 5,000
- Coordinated the completion of the Annual Financial Report (AFR)
- Created new departmental expense and revenue accounts
- Produced and distributed daily accounting reports
- Issued stop payments on lost checks
- Prepared and presented training workshops about accounting reports
- Prepared and entered journal vouchers, budget transfers, and budget revisions
- Prepared various ad hoc reports
- Chaired the Financial Aid Appeals Committee
- Participated on various committees including Minority Professional Development, Strategic Planning, and Equal Employment Opportunity & Affirmative Action
- Supervised accounting staff

1991-1996                      Tarleton State University                      Stephenville, Texas

***Staff Accountant***

- Produced and distributed daily accounting reports
- Reconciled various accounts
- Calculated tuition deposits to the state comptroller
- Calculated student meals sales tax
- Received and recorded departmental revenue deposits
- Administered university grants and contracts (including billing and reporting)
- Submitted requests for Permanent University Funds (PUF) to the Texas A & M University System Office
- Participated on committees including United Way (departmental chairperson) and Staff Development

- Work Experience (continued)**
- 1986-1991      Other Work Experience
- Accounting Assistant, Tarleton State University, Stephenville, TX
  - Clerk III, Tarleton State University, Stephenville, TX
  - Temporary Office Assistant, City of Fort Worth, Water Field Operations, Fort Worth, TX
  - Office Assistant, DNC Federal Credit Union, Mineral Wells, TX
  - Student Worker, Tarleton State University, Stephenville, TX

- Previous Activities & Affiliations**
- Member, Texas Economic Development Council (TEDC)
  - Member, International Economic Development Council (IEDC)
  - Member, Finance Committee for The Parenting Center
  - Budget Committee, Conference Committee, Membership Committee, and Technology Committee Beta Mu Omega Chapter of Alpha Kappa Alpha Sorority, Incorporated
  - Member, National Forum for Black Public Administrators
  - Member, Hispanic Leadership Organization
  - Vice President for Communications, Leadership Fort Worth

- Current Activities & Affiliations**
- Director of Christian Education and Church School Teacher
  - Member, Mocha Moms Austin Chapter
  - Member, Beta Psi Omega Chapter of Alpha Kappa Alpha Sorority, Inc.

- Achievements & Honors**
- Graduate of the City of Fort Worth's Executive Leadership Development Program
  - Graduate of the City of Fort Worth's Vital Skills for Manager's Program
  - Graduate of Leadership Fort Worth
  - Outstanding Community Leader
  - Texas Business Hall of Fame Scholarship Recipient
  - Outstanding Graduate for the College of Business Administration
  - Delta Mu Delta Business Honor Society
  - Alpha Chi Honor Society & Phi Eta Sigma Honor Society
  - Phi Eta Sigma Honor Society
  - Who's Who Among Students in American Universities & Colleges

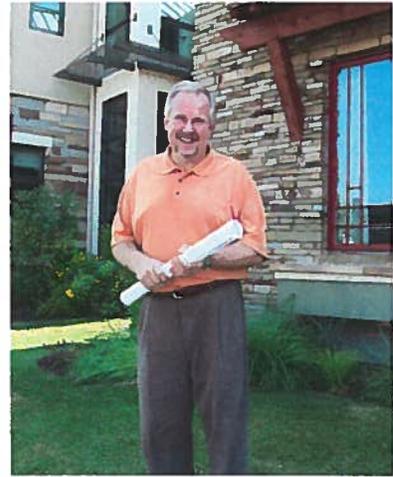
**Interests**                      Calligraphy and photography

# Wes Peoples Homes

## *Commitment and partnership.*

When it comes to building the American dream, these are the two ingredients that matter most. They turn residents into homeowners, and integrate neighborhoods into the fabric of a vibrant city. These are also two of the characteristics that distinguish one homebuilding professional and his company from every other building business in Central Texas.

Wes Peoples is arguably Austin's most visionary homebuilder and developer. He has led several Austin homebuilding companies to their greatest successes. Twice he has been asked to serve as president of the Homebuilders Association of Greater Austin and was recently named to its Hall of fame. His input and leadership in the early planning stages of the redevelopment of Mueller helped transform the city's old airport site into one of its most successful mixed-use communities. And his work in leading several of Austin's most important charitable efforts was just another of the reasons he was just recognized as the individual winner of the Ethics in Business Award by the Samaritan Center and Concordia University Texas.



At a time when Austin is redefining 'home' for our children and grandchildren, Wes is one of the people city leaders are seeking to help mold that form. For the past 18 years, Peoples has served Austin, and now he is focused on bringing to bear his experience, expertise and vision as the President of his own building and development company.

## *Wes Peoples Homes.*

With over 31 years of experience in community building, Wes has built more than 5,000 homes in three Texas cities, as well as in five states. Using a strong network of business contacts, Wes Peoples Homes will develop and build urban infill projects near downtown to several neighborhood residential efforts in the near suburbs.

With his long tenured career in Austin, Wes has developed a clear understanding of both the market and the buyer. And he has mastered the art of tailoring developments and homes to the buyer's needs and desires. This approach will only strengthen his ability to provide the insight and guidance for his new homebuilding venture.

Wes Peoples Homes will stress quality, service and his values of community in a series of innovative new neighborhoods offering nimble new home designs that will embrace every family's hopes and dreams. As he has done for 31 years, his company will set the pace for other builders to follow.

# Wes Peoples Homes

Page Two

## *From the beginning.*

After graduating from Texas Lutheran College, Wes began his career in Houston with NPC, at the time the largest private homebuilder in the country. In 1987, he went to NVR as their Vice President in charge of Midwestern U.S. Operations, and then in 1991 settled in Austin as one of the founding partners in Wilshire Homes. In 1997, Wilshire Homes was sold and Peoples was approached by Ron Hammonds to lead Hammonds Homes. He accepted and the company grew to be one of Austin's premier builders.

In 2002, Meritage Corporation recognized the potential and purchased Hammonds Homes, offering Wes the opportunity to take the Austin division to even greater heights. With a unique understanding of the market, Peoples led the division to several years of record sales as well as recognition within the industry.

In three of the recent five years under the leadership of Wes, Meritage was named "Homebuilder of Texas" by the Texas Association of Builders. Twice in the past four years, the Homebuilders Association of Greater Austin recognized the leadership of the builder by giving Meritage the Grand Max Award. Led by Wes, the Meritage/ Monterey team in Austin exceeded its' budgeted \$12,000,000 profit goal in 2005 and \$17,000,000 in 2006.

## *A commitment of giving back.*

During the last few years, Wes has served on the Advisory Committee of the Salvation Army, the Wild Basin Preserve and was an original board member that formulated the Mueller community. Today, the Children's Shelter of Austin serves as one of his primary missions in life and is credited with bringing Dick Rathgeber and the HBA of Greater Austin together to build the new facilities at the Rathgeber Village at Mueller. He also is involved in the Northwest Circle of Friends for Dell Children's Hospital with his wife Karen. They were both recently invited to sit on the Advisory Council for the Texas Child Study Center. Wes just recently completed, as Task Force Chair for Twenty-first Century building needs for Texas Lutheran University. He is currently on the board of HousingWorks Austin which is a non-profit organization endeavoring to keeping homes affordable for Austinites.

At the recent Seventh Annual Ethics in Business awards presentation in which Wes was recognized as the individual winner, Lisa Thompson of the Samaritan Center and Concordia University Texas said:

'Business associates describe him by saying "his word is his bond". When Wesley says or agrees to something he will stand firmly by what he said. He believes that "your honesty is judged by how others perceive you". Therefore, he does not try to tell people the things they want to hear but the things they need to hear. In fact, it is said that sometimes being honest is not well received by all but Mr. Peoples will not bury his integrity or ethics for popularity. He knows that an honest relationship is a long-term winner when it comes to business. Wesley Peoples shows integrity in every aspect of his life.'

# Wes Peoples Homes

Page Three

*A builder with a foundation in community.*

Another strong passion for Peoples is his belief that a home is important to the fabric of our daily life. He believes that "homeownership promotes a sense of self worth, fairness and dignity" and as such, has worked with public officials so that affordable housing could be available to all those that work hard to achieve the dream, "especially to those that serve us by educating our children and protecting our communities". As President of the Homebuilders Association, Wes has worked closely with elected officials to ensure that these very people are not priced out of the very markets they serve.

As President of Hammonds Homes, Wes saw the opportunity to create communities that were transit-oriented, affordable and recognized the importance of green building in a community like Austin. The outcome was the development of Twelve Oaks, Kinney Court and Village of Del Curto at a time when no other in-fill housing projects were being developed in Austin.

In fact, at the National Green Builder Conference in Austin in 2002, attendees signed up for education session the environment, conservation construction techniques and "Best Practice applications". One Austin community, Twelve Oaks was chosen as the best example of green building projects in Central Texas.

Builders, city planners and staff members from around the country were bused to the Twelve Oaks neighborhood to walk the designs. The daylong visit allowed conference attendees to see the cost effective business decisions that Peoples had made which focused on Austin' growth plans as well as the environment.

This vision led Hammonds Homes to be the largest builder of in-fill housing in Austin, nationally recognized for its green building program.

With Meritage Homes, Wes tailored each to the unique lifestyle needs of buyers. Meritage was the first to offer a 'casita plan' in moderately priced homes -- a separate living area connected to the rest of the home by a courtyard. With a complete bathroom, the casita was perfect for those who needed a study, entertainment room or bedroom for an elderly parent or bounce back child.

With Monterey Homes and the production capabilities within the Meritage Corporation, Wes began building higher end homes in Greenshores, Lakeway and Barton Creek. The homes offered custom home amenities with price points lower than custom designs and were embraced by move-up buyers who still sought value.

*What others say.*

"He is a true visionary with great ideas and team building skills," says Sabas Flores, principal in Kipp Flores Architects. "He wants the best for buyers, in terms of products, value and innovations."

# Wes Peoples Homes

Page Four

"There's no pretense with Wes," says Harry Savio, Executive Director of the Home Builders Association of Greater Austin. "And yet, he has a sense of presence and leadership that commands respect. People like him because he's a very personable stand-up guy and that works in Austin. Homebuilders have many detractors here and yet, Wes works best because he works for consensus."

"I've completed five separate inner city urban projects with Wes Peoples," said Bill Howell, President of the Howell Company. "In fact, we built the first two infill projects within the city, built by a production builder. I appreciated the depth of research and market knowledge he brought to every new community. Because he understood the psychology of the market and its needs, I can remember people who waited in line in the middle of the summer, just to have the first opportunity to buy based on what they saw conceptually from him."

"Wes is probably the most innovative production builder in Austin today for he understands the individuality and uniqueness that buyers seek in all price points," said Terry Mitchell, President of Momark Development. Mitchell is another of the very, very small number of builders and developers seen in a somewhat positive light from both sides of the political spectrum in Austin.

"He listens and believes in the value of bringing products and communities to the city that will benefit everyone. He gives time and money to Austin charities and gives me a partner I can depend on every step of the way."

"I could talk about him professionally or personally, and the end result would be the same," said Dick Rathgeber, developer and long-time Austin philanthropist.

"Building and developing requires expertise that blends a pragmatic approach to the numbers with ideas that talk to the hearts of buyers. In leading one company after another to higher sales and greater respect within the industry, he has been the driving force."

"And he's even opened my eyes to new ways to give back to this community in charitable ways. He is an asset in business and in the way he gives back to Austin and we're in short supply of good people like that."

*The next step.*

With his range of experience, love for Austin and his ability to think outside the box, Wes Peoples offers the right balance of foresight, expertise and perspective to drive a new homebuilding brand in Austin.

# Wes Peoples Homes

Page Five

Wes Peoples will draw on a partnership with Kipp Flores Architects, headed in this project by principal, Sabas Flores, A.I.A. Peoples has build a strong association with the Austin firm over many years and will take extensive research and market knowledge and convert it into living, breathing home designs – designs that have helped us build a reputation for innovative, award-winning homes that more importantly – win the trust and love of our buyers.

Flores graduated from the University of Texas School of Architecture in 1979. He began his career as a designer for NP/C, a large national builder, where he assisted in leading the design team responsible for a construction volume of 4000 to 5000 single- and multi-family units per year.

In March of 1987, Sabas Flores and Cary Kipp combined their knowledge from with the training from a builder's perspective and founded Kipp Flores Architects. Throughout his career, Sabas has delivered homes and apartments that appeal to a broad market while building efficiently and costing-out effectively. Kipp Flores Architects has gained a national reputation helping building companies outsell their competition with highly marketable designs and have won many awards by collaborating with builders and their staff to create homes that sell.

The firm has designed residence in 25 states – from Alaska, Oregon and California to New Jersey, Maryland and down to Florida on the eastern seaboard of the US.

Armed with years of experience, a network of community and industry contacts, the goal of Wes Peoples and his homebuilding company is to continue a path that leads to a better life for generations of families.

**EXHIBIT "7"**

**Question 10: Detailed Project Budget**  
Detailed Construction Cost Estimate

Westgate/Cameron

Cost Estimate on 50 Units/est 7 acres

Predevelopment

Appraisal (completed)	
Environmental Review	See 7.10
Engineering	See 6.2 & 6.3
Survey	See 6.2
Architectural	See 8.4

/Unit Cost

Acquisition

Land Cost*	1,121,888	22,438
<i>(*Developer Transfer to PeopleTrust for permanent affordability upon home sales)</i>		

Infrastructure Construction Cost Estimate 50 units on est 7.00 acres

	Quantity	Unit Price	Price
<b>Site Prep Erosion Controls &amp; Tree Protection</b>			
1.10 Silt Fence	1,100	2	2,475
1.20 Stabilized Construction Entrance	1	1,100	1,100
1.30 Site Pre clearing	1	2,500	2,500
1.40 Inlet Tri dike	2	100	200
1.50 Tree Protection	1	3,000	3,000
1.60 Revegetation	3,000	2	6,000
<b>Subtotal</b>			<b>15,275</b>
<b>Grading &amp; Paving</b>			
2.10 Excavation	6,290	5	31,450
2.20 Subgrade Preparation	6,500	3	16,250
2.30 9" base	6,500	6	39,000
2.40 1-1/2" HMAc	6,500	7	45,500
2.50 Curb & Gutter	1,600	9	14,400
2.60 Saw Cut Pavements	90	8	720
2.70 4' Concrete Sidewalk	825	17	14,025
2.80 ADA Ramps	2	800	1,600
2.90 Concrete driveway 25 ft wide	70	100	7,000
2.10 Construction staking	1	1,500	1,500
2.11 Pad Finish Grading	12	250	3,000
2.12 Street signs	2	300	600
<b>Subtotal</b>			<b>175,045</b>
<b>Drainage Improvements</b>			
3.10 30" Storm Sewer Headwall	1	2,500	2,500
3.20 30" RCP Storm Sewer	144	75	10,800
3.30 24" RCP	144	55	7,920
3.40 18" RCP	160	45	7,200
3.50 10' Curb inlet	3	3,500	10,500
3.60 4x4 Area inlet	2	3,750	7,500
3.70 Trench safety	440	1	440
3.80 Water Quality/Detention pond no 1	1	67,000	67,000
3.90 omitted	0	0	0
3.10 Construction staking	1	1,500	1,500
<b>Subtotal</b>			<b>115,360</b>
<b>Water System</b>			
4.10 8" Tapping valve and sleeve	1	2,500	2,500
4.20 8" PVC C900	560	32	17,920
4.30 2" PVC	480	20	9,600
4.40 1.5" PVC water	120	28	3,360
4.50 6" DI lead	30	28	840
4.60 6" Fire Hydrant	1	2,500	2,500
4.70 8" Gate Valves	2	1,000	2,000
4.80 6" Gate Valves	1	750	750
4.90 Double meter boxes	25	350	8,750
4.10 Pavement repair	100	20	2,000
<b>Subtotal</b>			<b>50,220</b>
<b>Wastewater System</b>			
5.10 8" PVC wastewater	740	40	29,600
5.20 6" PVC wastewater	600	35	21,000
5.30 Waste water manhole	4	3,500	14,000
5.40 Double Wastewater service to units	25	300	7,500
5.50 Trench safety	1,350	1	1,350
5.60 Construction staking	1	2,000	2,000
<b>Subtotal</b>			<b>75,450</b>

**Other Items**

6.10 Underground electric, transformer pads & light bases	25	1,200	30,000
6.20 Engineering and surveying 8% of construction	1	34,000	34,000
6.30 Soils Engineering	1	3,000	3,000
6.40 Fees and Inspections, 2% of construction	1	8,500	8,500
6.50 Boundary Fence	1,500	5	7,500
6.60 Community Park Fee	1	1,900	1,900
6.70 Postal Boxes	25	100	2,500
6.80 Street Light Fee	25	350	8,750
6.90 Contingency	1	45,000	45,000
<b>Subtotal</b>			<b>141,150</b>

**Additional Costs**

7.10 Environmental			10,000
7.20 Gas Installation			28,000
7.30 Engineering			75,000
7.40 Developer Fees			308,105
7.50 Amenities			50,000
7.60 Homebuyer Counseling			15,300
<b>Subtotal</b>			<b>486,405</b>

**Total Infrastructure Costs**

<b>1,058,905</b>	<b>21,178</b>
------------------	---------------

**Soft & Carrying Costs**

8.10 Legal			10,000
8.20 Audit/Accounting			3,500
8.30 Title/Recording (included in Home Construction Closing Costs)			0
8.40 Architectural & Inspections			375,500
8.50 Construction Interest			236,740
8.60 Construction Period Taxes			12,568
8.70 Relocation (N/A - vacant land)			0
8.80 Marketing			20,000
8.90 Davis Bacon Monitoring (N/A, if non-federal)			0
8.10 Construction Insurance			15,175
<b>Subtotal Soft &amp; Carrying Costs</b>			<b>673,483</b>

<b>13,470</b>
---------------

**Home Construction Cost Estimate - 50 attached units**

Concrete	6,440	322,000	
Masonry	5,140	257,000	
Rough carpentry	4,200	210,000	
Finish carpentry	3,240	162,000	
Waterproofing & Insulation	2,860	143,000	
Roofing & Sheet Metal	6,840	342,000	
Plumbing/Hot Water	2,880	144,000	
HVAC / Mechanical	2,720	136,000	
Electrical	2,630	131,500	
Doors/Windows/Glass	5,620	281,000	
Lath & Plaster/ Drywall & Acoustical	7,240	362,000	
Tile work	1,080	54,000	
Soft & Hard Floor (Vinyl, Carpet)	2,950	147,500	
Paint/Decorating/Blinds/Shades	2,520	126,000	
Cabinetry/Appliances	3,600	180,000	
<b>Sub-TOTAL</b>	<b>59,960</b>	<b>2,998,000</b>	
Warranty, Closing Costs, Soft Costs, Contingency	5,000	250,000	
<b>Total Home Construction</b>		<b>3,248,000</b>	<b>64,960</b>
<b>TOTAL PROJECT BUDGET</b>		<b>6,102,276</b>	<b>122,046</b>

## EXHIBIT "8"

### **Question 12: Neighborhood Support**

- a. Map of Neighborhood Planning Areas
- b. Map of Brodie Lane Neighborhood Association
- c. Request of Support Letter to Brodie Lane Neighborhood Association
- d. Request of Support Letter to Southwest Oaks-Shiloh Neighborhood Association





September 28, 2010

Brodie Lane Homeowners Association  
Mr. Robert Ellis  
7107 Brodie Lane  
Austin, Texas 78745

Dear Mr. Ellis:

PeopleTrust is a 501(c)(3) non-profit housing organization that provides affordable homeownership for working families. With median home sales prices in Austin of \$191,700, homeownership is simply out of reach for many working families. Our homeowners have good credit and must qualify for a home mortgage from a private lender. We serve families who are 80% or below median family income or incomes of \$59,050 annually for a family of four.

PeopleTrust has successfully closed 133 affordable homes at Mueller, and we are working on developing affordable homeownership opportunities in other communities across Austin, including Westgate Grove near Cameron Loop.

We have applied for General Obligation Housing Bond funding from the City of Austin, in order to acquire and develop the tract of land located at 8701 Westgate Boulevard. We plan on offering **quality**, new homes that meet **green building** standards.

We are requesting a letter from your neighborhood organization supporting this opportunity. I am happy to meet with you or to attend a neighborhood meeting to provide more information about our organization and this development.

Please do not hesitate to contact me, if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Kelly Weiss".

Kelly Weiss  
Executive Director



September 28, 2010

Southwest Oaks-Shiloh Neighborhood Association  
Ms. Robishaw  
2406 Stone River  
Austin, Texas 78745

Dear Ms. Robishaw:

PeopleTrust is a 501(c)(3) non-profit housing organization that provides affordable homeownership for working families. With median home sales prices in Austin of \$191,700, homeownership is simply out of reach for many working families. Our homeowners have good credit and must qualify for a home mortgage from a private lender. We serve families who are 80% or below median family income or incomes of \$59,050 annually for a family of four.

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Please do not hesitate to contact me, if you have any questions.

Sincerely,

Kelly Weiss  
Executive Director

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Restricted Delivery Fee (Endorsement Required)	\$0.00	
<b>Total Postage &amp; Fees</b>	<b>\$ 5.54</b>	
		09/29/2010

Sent To *Southwest Oaks - Shiloh N. Assoc.*  
 Street, Apt. No.,  
 or PO Box No. *2404 Stone River*  
 City, State, ZIP+4 *Austin TX 78745*

PS Form 3800, August 2006 See Reverse for Instructions

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Restricted Delivery Fee (Endorsement Required)	\$0.00	
<b>Total Postage &amp; Fees</b>	<b>\$ 5.54</b>	
		09/29/2010

Sent To *Brodie Lane Homeowners*  
 Street, Apt. No.,  
 or PO Box No. *7107 Brodie Ln*  
 City, State, ZIP+4 *Austin, Tx. 78745*

PS Form 3800, August 2006 See Reverse for Instructions

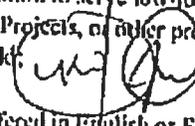
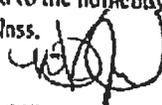
7009 3410 0000 0110 0110 6007

**EXHIBIT “9”**

**Question 13: Partnership with Non-Profit Entities**

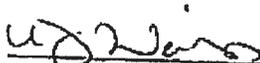
## MOU FOR Homebuyer Counseling and Education Services

This is a Memorandum of Understanding between Austin PeopleTrust, Inc. ("PeopleTrust") and FrameWorks CDC for the following services:

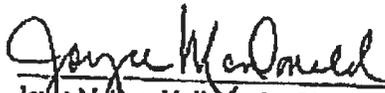
1. Homebuyer counseling and education through certified housing counselors using the NeighborWorks Homebuyer Education curriculum to serve low-to-moderate income homebuyers for PeopleTrust Homeownership Projects, or other projects as may be designated, in an amount of ~~\$400~~ <sup>\$300</sup> per household. 
2. Homebuyer counseling and education to be offered in English or Spanish;
3. Homebuyer Education Certificate to be issued to the homebuyer and a copy provided to PeopleTrust upon successful completion of class. 

The amount due under this MOU is not to exceed \$2,000, payable when services are rendered by FrameWorks CDC invoice to Austin PeopleTrust.

Agreed to:

  
\_\_\_\_\_  
Kelly Weiss, Executive Director  
PeopleTrust

6/29/09  
Date

  
\_\_\_\_\_  
Joyce McDonald, Executive Director  
FrameWorks CDC

6/29/09  
Date



**Easter Seals Central Texas**  
1611 Headway Circle, Building 2  
Austin, Texas 78754  
(512) 478-2581  
(512) 476-1638 fax  
[www.centraltx.easterseals.com](http://www.centraltx.easterseals.com)

September 29, 2010

Kelly Weiss  
Director of Operations  
PeopleFund  
207 Chalmers  
Austin, TX 78702

Dear Kelly:

Easter Seals Central Texas (ESCT) is excited about the opportunity to partner with PeopleFund on its Westgate II project. I understand that PeopleFund plans to submit an application for GO bonds for this new homeownership project.

Easter Seals Central Texas (ESCT) is a long-standing nonprofit organization that provides a variety of programs and services to people with disabilities and their families throughout Central Texas. Programs include housing opportunities, assistive technology, Early Childhood Intervention, Outpatient Medical Rehabilitation Services, Workforce and Employment Services, as well as recreational camps for adults and children with disabilities.

ESCT is excited to provide expanded housing opportunities to very low-income people with disabilities at PeopleFund's Westgate II housing development. ESCT plans to purchase 10 accessible units, utilizing HUD funding via the Section 811 Supportive Housing for Persons with Disabilities program. It is anticipated that the Section 811 Notice of Funding Availability will be issued shortly. ESCT will submit an Application for Fund Reservation in response to this NOFA.

ESCT currently owns and manages two Section 811 developments and is preparing to close on its third project. The Section 811 units provide much-needed affordable, accessible, and integrated housing for low-income people with disabilities in Austin. The Westgate II project is ideally located for affordable housing for people with disabilities, and ESCT is pleased to be a partner in the project.

If you have any questions, or require any additional information, please feel free to contact me at 472-8696. Thank you.

Sincerely,

Jean Langendorf  
Vice President

Community and Housing Services

