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Director



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Prince George's County
Department of Housing and Community Development

Right of First Refusal (ROFR) Preservation Fund

SUMMARY OF TERMS

- Overview:** The ROFR Preservation Fund provides flexible financing for the acquisition, rehabilitation and stabilization of rental apartment complexes (the "Property") subject to the Prince George's County Right of First Refusal Program (the "ROFR Program") authorized under Section 13-1110 et seq. of the Prince George's County Code ("ROFR Code").
- Funding Type/Source:** Financing will be made available as a Subordinate Loan (the "ROFR Loan") from the Prince George's County Department of Housing and Community Development (the "Department"). ROFR Loans will be underwritten in accordance with the terms outlined herein, and originated and serviced by the Department. The source of capital for the ROFR Preservation Fund is capital provided to Prince George's County by the U.S. Department of Treasury under the Coronavirus State and Local Fiscal Recovery Funds component of the American Rescue Plan Act of 2021.

- Purpose/Use of Funds:** The proceeds of the ROFR Loan must be used for the acquisition, rehabilitation and other typical transaction costs of a Property acquired under the terms of the ROFR Program. Any alternative uses must be approved by the Department.
- Eligibility:** For a Property to be eligible for a ROFR Loan, the Department must have exercised the County's Right of First Refusal to purchase the Property in accordance with the ROFR Code and assigned its ROFR to an eligible Borrower.
- Property Location:** Property must be located within the boundaries of a Qualified Census Tract ("QCT") in Prince George's County, Maryland. QCTs are defined by the U.S. Department of Housing and Urban Development per 26 U.S.C. 42(d)(5)(B)(ii)(I). QCTs can be mapped at the following link:
https://www.huduser.gov/portal/sadda/sadda_qct.html
- Borrower:** Borrower must be pre-approved by the Department as an eligible Assignee and for participation in the ROFR Program. A list of approved borrowers is available at the following link:
<https://www.princegeorgescountymd.gov/DocumentCenter/View/33210/Roster-of-ROFR-Developers>
- ROFR Loan Amount:** Up to \$3,000,000. Exceptions to this limit may be approved at the discretion of the Department.
- Subordination:** The ROFR Loan will be subordinated to Senior Loan(s) approved by the Department, and subject to terms of an agreed-upon Subordination Agreement with Senior Lender(s). Multiple Senior Loans are acceptable.
- ROFR Loan Term:** Generally coterminous with the term of the Senior Loan(s), but no greater than 18 years.
- ROFR Loan Amortization:** Up to 30 years

ROFR Loan Interest Rate: Two percent (2%)

Collateral: The ROFR Loan will be secured by a subordinate lien Deed of Trust recorded in the land records of Prince George's County. Alternative collateral arrangements may be approved by the Department.

Loan Payments: No repayments of principal or interest on the ROFR Loan shall be due prior to December 31, 2026. After December 31, 2026, repayment of the Loan will be due from available Cash Flow after payment of all Senior Loan debt, and as further defined in the Loan Documents and determined by annual financial statements. The annual repayment amount on the ROFR Loan will be the lesser of: 1) 75% of cash flow after required annual Senior Loan payments, 2) the amount necessary to fully amortize the Loan under the agreed-upon terms, or 3) such other amount as agreed to by the Department.

As an alternative to repayments to the ROFR Loan (or distribution of available Cash Flow prior to December 31, 2026), the Department may elect to direct all or a portion of repayments to fund the Resident Empowerment and Community Support Plan as described below.

ROFR Loan Repayment: The Department must approve the Borrower's repayment strategy(ies) for the ROFR Loan as part of the underwriting process. The Department will consider balloon repayments as an element of an acceptable repayment strategy.

ROFR Loan Prepayment: The ROFR Loan is prepayable in part or full at any time without penalty.

ROFR Loan Documents: Loan Agreement, Deed of Trust, Promissory Note, Affordability Agreement, Subordination Agreement, Intercreditor Agreement

ROFR Loan Fees: There are no origination, legal or other fees associated with loans under the ROFR Opportunity Fund.

- Loan to Value (LTV) Ratio:** LTV of up to 110%. The Department may approve an LTV up to 120% for high public purpose Properties.
- Property Due Diligence:** All costs of due diligence will be the sole responsibility of the Borrower. The Department will rely upon due diligence reports of the Senior Lender(s). The Department will require Reliance Letters for Environmental Report(s), Capital Needs Assessment and Property Appraisal.
- Affordability Requirements:** An Affordability Agreement restricting the Property's rent and tenant income must be recorded in the Land Records of Prince George's County. The Agreement will be for a period of at least 30 years and will survive repayment of the Loan, unless otherwise released or amended by the Department.
- Resident Empowerment & Community Support Plan:** The Department must receive and approve the Borrower's Resident Empowerment and Community Support Plan. The Plan must include, at a minimum, the following elements:
1. Resident empowerment initiatives that promote economic mobility;
 2. 40% County-Certified County-Based Small Business participation requirement for vendors hired to conduct maintenance and capital improvements during Property operations;
 3. 30% County-Certified Minority Business Enterprise participation requirement for vendors hired to conduct maintenance and capital improvements during Property operations; and
 4. Establishing local hiring goals for on-site staff (leasing, maintenance, etc.) upon staff turnover that are consistent with hiring requirements required under Section 3 of the Housing and Urban Development Act of 1968.
- Reporting and Compliance:** Borrower must submit annual documentation to the Department to demonstrate compliance with Affordability Requirements and Resident Empowerment and Community Support Plan.
- In addition, the Department will require annual Financing Reporting from the Borrower.

Property Management: The Property Manager must be approved by the Department.

Municipal Approval: Properties located within the boundaries of a municipality must comply with the municipal approval requirements of the ROFR Code.

Governing Laws: The ROFR Loan shall be governed by the laws of the State of Maryland

NOTE:

The Terms outlined above are for illustrative purposes only and do not constitute a reservation or commitment by the Department to provide financing to the Property.