



Sarah Huckabee Sanders
GOVERNOR

Hugh McDonald
SECRETARY OF COMMERCE

July 30, 2024

The Honorable Sarah Huckabee Sanders
Governor, State of Arkansas
500 Woodlane Street
Room 250, State Capitol
Little Rock, Arkansas 72201

RE: Disclosure of loan agreements between the Arkansas Development Finance Authority and business entities in which State Senator Jim Petty claims partial ownership

Dear Governor,

Attached, please find records of agreements reached between the Arkansas Development Finance Authority (ADFA) and business entities owned partially by State Senator Jim Petty.

The ADFA Board voted in April 2024 and May 2024 to award loans and tax credits to these entities to promote affordable housing. See Attached May Minutes at 2; April Minutes at 6-7. Because Senator Petty is an elected constitutional officer, having been sworn into office in January 2023, he has submitted a disclosure statement, dated February 24, 2023. Please see attached at 2-19.

These benefits were awarded following the rules of ADFA and a determination of the ADFA board and were not subject to traditional competitive bidding or request for proposals. Arkansas Code § 21-1-403 states in part:

(a) No constitutional officer may enter into any lease agreement, contract, or grant with any state agency unless:

...

(2) If competitive bidding or a request for proposal was not required by law, the lease agreement, contract, or grant has received the prior approval of:

- (A) The Joint Budget Committee during legislative sessions or the Legislative Council between legislative sessions; and
- (B) The Governor.

Arkansas Department of Commerce
1 Commerce Way, Suite 601 Little Rock, AR 72202
ARKANSAS.GOV



Sarah Huckabee Sanders
GOVERNOR

Hugh McDonald
SECRETARY OF COMMERCE

Accordingly, the attached documents and disclosure statement from Senator Petty are presented to you for your review and approval. Please let me know if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "A. Hatfield".

Allison Plowman Hatfield
Chief of Staff

Approval:

A handwritten signature in black ink, appearing to read "Sarah Sanders".

Governor's Signature



Sarah Huckabee Sanders
GOVERNOR

Hugh McDonald
SECRETARY OF COMMERCE

December 5, 2023

The Honorable Sarah Huckabee Sanders
Governor, State of Arkansas
500 Woodlane Street
Room 250, State Capitol
Little Rock, Arkansas 72201

RE: Disclosure of loan agreements between the Arkansas Development Finance Authority and business entities in which State Senator Jim Petty claims partial ownership

Dear Governor,

Attached, please find records of agreements reached between the Arkansas Development Finance Authority (ADFA) and business entities owned partially by State Senator Jim Petty. These entities are Bentonville Housing Partners III Limited Partnership and Bentonville Housing Partners Limited Partnership. The ADFA Board voted in July 2023 and October 2023 to award loans and tax credits to these entities to promote affordable housing. See Attached July Minutes at 9 and October Minutes at 6. Because Senator Petty is an elected constitutional officer, having been sworn into office in January 2023, he has submitted a disclosure statement dated February 24, 2023. Please see attached at 5 - 14.

These benefits were awarded following the rules of ADFA and a determination of the ADFA board and were not subject to traditional competitive bidding or request for proposals. Arkansas Code § 21-1-403 states in part:

(a) No constitutional officer may enter into any lease agreement, contract, or grant with any state agency unless:

...

(2) If competitive bidding or a request for proposal was not required by law, the lease agreement, contract, or grant has received the prior approval of:



Sarah Huckabee Sanders
GOVERNOR

Hugh McDonald
SECRETARY OF COMMERCE

- (A) The Joint Budget Committee during legislative sessions or the Legislative Council between legislative sessions; and
- (B) The Governor.

Accordingly, the attached documents and disclosure statement from Senator Petty are presented to you for your review and approval. Please let me know if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Allison Hatfield".

Allison Hatfield
Chief of Staff

Approval:

A handwritten signature in black ink, appearing to read "Sarah Huckabee Sanders".

Governor's Signature

**Contract and Grant
Disclosure Form**
Developer
Contractor
Architect
Management Agent
Tax Attorney
Accounting/CPA Consultant

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☒ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: SUBCONTRACTOR NAME:

☒ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Bentonville Housing Partners III Limited Partnership

Services? ☐ Both?

☐ Goods?

☒

YOUR LAST NAME:: Petty

FIRST NAME: Jim

M.I.: C

ADDRESS: 812 Main Street

CITY: Van Buren

STATE: AR

ZIP CODE: 72956

COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT, OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

For Individuals*

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	Owner of Entity
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☐ None of the above applies

FOR A VENDOR (BUSINESS) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%) Position of Control
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	50% Owner
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☐ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

- Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
- I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
- No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature Jim C. Petty
Vendor Contact Person: Jim C. Petty

Title: Manager of General Partner
Title: Manager of General Partner

Date: 2-24-23
Phone No. 479/262-6655

Agency use only
Agency

Agency

Contact

Contract

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☒ Application Preparer

- ☒ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
 Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: SUBCONTRACTOR NAME:
☒ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Strategic Realty Advisors, Inc.
 Both? ☐ Goods? ☐ Services? ☒

YOUR LAST NAME: Petty FIRST NAME: Jim M.I.: C

ADDRESS: 812 Main Street

CITY: Van Buren STATE: AR ZIP CODE: 72956
 COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
 OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

For Individuals*

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	Owner of Entity
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☐ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?		
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)	Position of Control
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	50%	Owner
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>						
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>						
State Employee	<input type="checkbox"/>	<input type="checkbox"/>						

☐ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

1. Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
2. I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
3. No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature Jim C. Petty
Vendor Contact Person: Jim C. Petty

Title: Manager
Title: Manager

Date: 2-24-23
Phone No. 479/ 262-6655

Agency use only
Agency

Agency

Contact

Contact

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☒ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: _____ SUBCONTRACTOR NAME: _____

☒ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Grass Roots Construction LLC

☐ Goods? ☐ Services? ☒

Both?

YOUR LAST NAME:: Petty

FIRST NAME: Jim

M.I.: C.

ADDRESS: 812 Main Street

CITY: Van Buren

STATE: AR

ZIP CODE: 72956

COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

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Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]	
	Curr ent	Form er		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Curr ent	Form er		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	50%
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					Owner
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☐ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

1. Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
2. I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
3. No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature: Jim C. Petty Title: Manager Date: 2-24-23
Vendor Contact Person: Jim C. Petty Title: Manager Phone No. 479/ 262-6655

Agency use only
Agency

Agency

Contact

Contact

Agency

F-2-2

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☒ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

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SUBCONTRACTOR: SUBCONTRACTOR NAME:

☒ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Grass Roots Construction LLC
Both?

☐ Goods? ☐ Services? ☒

YOUR LAST NAME: Lacefield

FIRST NAME: Brent

M.I.:

ADDRESS: 812 Main Street

CITY: Van Buren

COUNTRY: USA

STATE: AR

ZIP CODE: 72956

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

For Individuals*

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]
	Current	Former		From MM/YY	To MM/YY	
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>				
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>				
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>				
State Employee	<input type="checkbox"/>	<input type="checkbox"/>				

☒ None of the above applies

FOR A VENDOR (BUSINESS) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?		
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)	Position of Control
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	50%	Owner
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>						
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>						
State Employee	<input type="checkbox"/>	<input type="checkbox"/>						

☐ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

- Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
- I will include the following language as a part of any agreement with a subcontractor:
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I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature B. J. Petty Title: Manager Date: 2-21-23
Vendor Contact Person: Brent Lacefield Title: Manager Phone No. 479/ 262-6655

Agency use only Agency Agency Contact Contract

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☒ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

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SUBCONTRACTOR: _____ SUBCONTRACTOR NAME: _____
☐ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Strategic Realty Manangement, Inc.
 Both? ☐ Goods? ☐ Services? ☐

YOUR LAST NAME:: Petty FIRST NAME: Jim M.I.: C.

ADDRESS: 812 Main Street

CITY: Van Buren STATE: AR ZIP CODE: 72956
 COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
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	Curr ent	Form er		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

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Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>						
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>						
State Employee	<input type="checkbox"/>	<input type="checkbox"/>						

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1. Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
2. I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
3. No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature Jim C. Petty Title: Owner Date: 2-24-23
Vendor Contact Person: Jim C. Petty Title: Owner Phone No. 479/262-6655

Agency use only Agency Agency Contact Contract

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☒ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: _____ SUBCONTRACTOR NAME: _____

☐ Yes ☐ No

IS THIS FOR:

TAXPAYER ID NAME: Strategic Realty Management, Inc.
Both?

☐ Goods? ☒ Services? ☐

YOUR LAST NAME:: Cook

FIRST NAME:Dawn

M.I.:

ADDRESS:812 Main Street

CITY:Van Buren

COUNTRY:USA

STATE:AR

ZIP CODE:72956

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT, OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

For Individuals*

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]
	Curr ent	Form er		From MM/YY	To MM/YY	
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>				Person's Name(s) Relation
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>				
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>				
State Employee	<input type="checkbox"/>	<input type="checkbox"/>				

☒ None of the above applies

FOR A VENDOR (BUSINESS) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)
General Assembly	<input checked="" type="checkbox"/>	<input type="checkbox"/>	State Senator	01/01/23	Present	Jim C. Petty	50%
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

- Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
- I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
- No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature Dawn Cook Title: President Date: 02/21/2023
Vendor Contact Person: Dawn Cook Title: President Phone No. 479/ 262-6655

Agency use only
Agency

Agency

Contact

Contact

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☒ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
 Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: SUBCONTRACTOR NAME:

☒ Yes ☐ No

IS THIS FOR:

☐ Goods? ☐ Services? ☒ Both?

TAXPAYER ID NAME: The Hill Firm, Inc.

YOUR LAST NAME: Clauson

FIRST NAME: Kevin

M.I.:

ADDRESS: 5003 Old Greenwood Road, Suite D

CITY: Fort Smith

STATE: AR

ZIP CODE: 72903

COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
 OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

For Individuals*

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Curr ent	Form er		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ **None of the above applies**

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

1. Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.
2. I will include the following language as a part of any agreement with a subcontractor:
Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.
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I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature _____
 Vendor Contact Person: Kevin Clauson

Title: President
 Title: President

Date: 02/20/2023
 Phone No. 405/ 494-1808

Agency use only
 Agency Number _____
 Agency Name _____

Agency Contact Person _____

Contact Phone No. _____

Contract or Grant No. _____

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☐ Tax Attorney
☒ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: _____ SUBCONTRACTOR NAME: _____

☒ Yes ☐ No

IS THIS FOR:

☐ Goods? ☐ Services? ☒ Both?

TAXPAYER ID NAME: Tidwell Group, LLC

YOUR LAST NAME:: Thomas

FIRST NAME: Christopher

M.I.: N.

ADDRESS: 1401 Lavaca Street, #686

CITY: Austin

STATE: TX

ZIP CODE: 78701

COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT, OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

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Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]
	Current	Former		From MM/YY	To MM/YY	
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>				
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>				
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>				
State Employee	<input type="checkbox"/>	<input type="checkbox"/>				

☒ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%)
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ None of the above applies

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

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I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature Christopher N. Thomas
Vendor Contact Person: Christopher N. Thomas

Title: Partner
Title: Partner

Date: 2/1/23
Phone No. 512/ 693-2108

Agency use only
Agency Number _____ Agency Name _____

Agency Contact Person _____

Contact Phone No. _____

Contract or Grant No. _____

ATTACHMENT F-2

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Check one and complete:

- ☐ Applicant
☐ Consultant
☐ Contractor
☒ Tax Attorney
☐ Accounting/CPA Consultant
☐ Application Preparer

- ☐ Developer
☐ Architect
☐ Management Company
☐ Bond Attorney
☐ Energy Consultant
☐ Nonprofit Sponsor
☐ Other: _____

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, grant award or other award from or with any Arkansas State Agency. You MUST complete all information requested OR you must indicate "none of the above applies."

SUBCONTRACTOR: _____ SUBCONTRACTOR NAME: _____
☐ Yes ☒ No

TAXPAYER ID NAME: Hartzog Conger Cason LLP IS THIS FOR: ☐ Goods? ☒ Services? ☐ Both?

YOUR LAST NAME: Spradling FIRST NAME: T. M.I.: Scott

ADDRESS: 201 Robert S. Kerr Avenue, Suite 1600

CITY: Oklahoma City STATE: OK ZIP CODE: 73102

COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT,
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Position Held	Mark (✓)	Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		Person's Name(s)	Relation
			From MM/YY	To MM/YY		
General Assembly	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>					

☒ None of the above applies

F O R A V E N D O R (B U S I N E S S) *

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%) Position of Control
General Assembly	<input type="checkbox"/>	<input type="checkbox"/>					
Constitutional Officer	<input type="checkbox"/>	<input type="checkbox"/>					
State Board or Commission Member	<input type="checkbox"/>	<input type="checkbox"/>					
State Employee	<input type="checkbox"/>	<input type="checkbox"/>					

☒ **None of the above applies**

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

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3. No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature _____ Title: President Date: February 23, 2023
Vendor Contact Person: T. Scott Spradling Title: President of T. Scott Spradling PC Phone No. 405/ 996-3381

Agency use only
Agency Number _____ Agency Contact Person _____ Contact Phone No. _____ Contract or Grant No. _____

**BOARD HOUSING REVIEW COMMITTEE
ACTION MEMORANDUM**

Board HRC Meeting: 4/18/2024

Prepared by: John Blackwell

HOUSING PARTNER	
Name of Entity:	Strategic Realty Advisors, Inc.
Address of Entity:	812 Main Street Van Buren, AR 72956
Contact Person:	Jim Petty/Brent Lacefield
Phone	479-262-6655
Email Address:	jim@thesrc.com brent@thesrc.com
DEVELOPMENT INFORMATION	
Name of Development:	Patriot Park (2020 award) E. North Street and N. College Avenue Fayetteville, AR 72701
ACTION REQUESTED	
<p>Strategic Realty is requesting to exchange the 2020, 2021, and 2022 9% LIHTC allocations totaling 1,142,300 awarded to Patriot Park of Fayetteville for a 2024 9% re-issue of 1,142,300 for the same development. They are requesting this credit swap because the development will not be able to meet the IRS's extended deadline of December 31, 2024 to place the units in service. If approved, the new deadline to place the units in service will be December 31, 2025.</p>	
BACKGROUND INFORMATION	
<p>Patriot Park was originally awarded 801,000 9% LIHTC in 2020. The development was awarded 193,000 9% LIHTC in 2021 as part of the 1st hard cost increase, and 148,300 in 2022 as part of the 2nd hard cost increase. The development also received \$1,650,000 NHTF. Strategic Realty Advisors, Inc. previously requested and was granted a credit swap in October of 2023 for their 2019 awarded development, StoneRidge Duplexes in Bentonville.</p>	
FINAL RECOMMENDATION OF BOARD HOUSING REVIEW COMMITTEE	

ARKANSAS DEVELOPMENT FINANCE AUTHORITY
BOARD OF DIRECTORS MEETING
MAY 16, 2024
DEPARTMENT OF COMMERCE, 1 COMMERCE WAY
CENTRAL HIGH/OLD MILL MEETING ROOM
LITTLE ROCK, AR

The Board of Directors of the Arkansas Development Finance Authority held its regular monthly Board Meeting on Thursday, May 16, 2024, at approximately 10:35 AM.

ADFA Board Members Present: Carey Smith, Chairman; Rod Coleman, Vice-Chairman; Jon Chadwell; Stephanie Garner; Andy Babbitt (Designee for Jim Hudson, Secretary, Department of Finance and Administration); Dr. Lee Lane; Katelyn Martin; George O'Connor; Kirkley Thomas; and Larry Walther, Treasurer, Office of Treasurer of State of Arkansas.

ADFA Board Members Present Via Phone or Video: Seth Mims; Harold Perrin; and Denise Sweat.

ADFA Board Members Absent: Hugh McDonald, Cabinet Secretary of Department of Commerce.

ADFA Staff Present: Mark Conine, President, Arkansas Development Finance Authority; Ro Arrington, Vice-President, Homeownership and Public Finance; John Blackwell, Director of Tax Credits; Jake Bleed, General Counsel and Special Project Director; Lori Brockway, Federal Housing Program Manager; Chuck Cathey, Vice-President, Development Finance; Kristy Cunningham, Chief Financial Officer; Sean Doolin, Assistant Controller; Paula Farthing, Loan Servicing Manager; Susan Gardner, Assistant Federal Housing Program Manager and Software Coordinator; Tracy Green, Assistant Controller; Kimmy Helble, Executive Assistant to President and Capital Access Program Administrator; Hope Lewis, Controller; Derrick Rose, Public Information Officer; Megan Summitt, Internal Auditor; Tammy White, Compliance Manager; and Tony Williams, Director, Arkansas Student Loan Authority.

ADFA Staff Present Via Phone or Video: Jason Bays, HOME Program Coordinator; Netta Bradford, Finance Program Analyst; Kimberly Edmonson, HOME-ARP Program Specialist; Cathy Ganaway, Senior Accountant; Alisa Green, HOME-ARP Program Specialist; Lanita Hastings, HOME Program Coordinator; Amanda Hill, HOME Program Coordinator; Carol Leek, HOME Finance Program Coordinator; Yedda Matthews, Senior Accountant; and Drew Rogers, Attorney.

Others Present: Greg Handberg and Andrew Michaelson, Artspace; Tonya Peebles, Boylan Enterprises; Jim Fowler, Rose Law Firm; Tori Barett, Glenda Dean and Lee Rush, Simmons Bank; Kristina Knight, RichSmith Development; Brent Lacefield and Jim Petty, Strategic Realty; and Patricia (Pat) Forgy, Windgate Foundation.

Others Present Via Phone or Video: Steven Hykes, Academy of Math, and Science; Keeona Watson, Arkansas Economic Development Commission; Edmond Hurst, Carty & Company; Gwen Coleman and Adron Gilbert, CCI of Arkansas; Casey Kleinhenz, Community Development Corporation of Bentonville/Bella Vista, Inc; Andrea N. Cooper, Cooper Development & Consulting, LLC; Reid Hall, Ed Financial; Gordon Wilbourn, Kutak Rock; Amanda Raible, PDC Companies; Brigitte Finley-Green, Squire Patton Boggs; Nona McVay and Lornea Wells, The McVay Firm, PLLC; Matt Darst, Upward Housing Group; and Terry Warren, Warren Charter Law.

NEW BUSINESS

Minutes, Resolutions, Proposals and Appeals

Call to Order: Mr. Smith, Chairman of the Board, called the ADFA Board of Directors Meeting to order at approximately 10:35 AM then requested a roll call of Board Members.

President's Remarks: Mr. Conine stated that the ADFA Board of Directors would not be convening in June and the ADFA Board of Directors meeting scheduled for July will be held on the last Thursday of the month, July 25th, to accommodate the schedules of several Board members and afford more time for ADFA Staff to close out the fiscal year.

Mr. Conine yielded the floor to Mr. Smith.

ADFA Board Minutes: Mr. Smith presented the minutes from the April 18, 2024, ADFA Board of Directors meeting, to the Board seeking approval.

Being that there were no comments, questions, or changes, Mr. Coleman made a motion to approve the minutes. Mr. Walther seconded the motion. The motion passed.

RESOLUTIONS and CONTRACTS:

RESOLUTION APPROVING AND AUTHORIZING THE MARKETING AND ISSUANCE OF NOT TO EXCEED \$27,000,000 ARKANSAS DEVELOPMENT FINANCE AUTHORITY CHARTER SCHOOL REVENUE BONDS FOR THE PURPOSE OF PROVIDING FINANCING FOR EDUCATIONAL FACILITIES - (Academy of Math & Science - Little Rock Project):

Mr. Smith provided a summary of the resolution and reminded the Board that details of the Academy of Math and Science (AMS) project had been discussed at a previous meeting then invited Mr. Arrington to the floor for the presentation of the Resolution.

Mr. Arrington greeted the Board and announced that Mr. Hykes, who was a representative of AMS, would present the resolution and that Ms. Finley-Green of Squire Patton Boggs would give explanation of what was in the resolution and what was asked of the Board. Mr. Arrington then yielded the floor to Ms. Finley-Green.

Ms. Finley-Green introduced herself and stated that the resolution related to the issue the marketing and issuance of bonds to facilitate the financing acquisition, construction, and improvement of a new charter school facility in Little Rock for AMS.

Ms. Finley-Green continued that Mr. Arrington, Mr. Bleed, and Mr. Wilbourn, who was ADFA's counsel on this transaction, had assisted with the pursuit of the project to acquire and construct the new facility so that AMS could be operational by fall of 2024.

Ms. Finley-Green further stated that due to timing issues and that Mr. Hykes had been before the Board prior, it was requested that the marketing resolution and the bond authorizing resolution be combined into a single approval to facilitate the bonds issuance by the end of June so that the construction can proceed, and the opening of AMS remained on schedule for a fall commencement.

Ms. Finley-Green opened the floor to questions or concerns to which Mr. Mims queried how the AMS facility would be ready operational by August of 2024 with such a short time frame for construction. Ms. Finley-Green responded that the facility to be acquired is an existing school facility and already had sufficient facilities for opening and that the additional bond proceeds are to be used for constructing additional buildings over an already scheduled course of time, but that the current facilities were sufficient for opening with the smaller contingent of students this fall then expand as the additional facilities are constructed. Mr. Hykes interjected that AMS was on target for 535 students and currently had 352 students enrolled with 408 students in the hopper, and that there was more than enough interest to fill all the seats, but it is a matter of making certain that the parents complete the paperwork.

Mr. Smith restated the concern, that was voiced in a previous Board meeting, about the possibility of these bonds being sold to retail investors, and that he understood the goal was to sell to one or two institutions. Mr. Hykes agreed that the goal was to sell to qualified institutional buyers and to avoid the retail market at all costs. Mr. Hykes went on to confirm that AMS had strong interest from one single investment group that currently holds AMS bonds and is an institutional investment firm.

Ms. Finley-Green added that the bond documents currently provide, in accordance with ADFA requirements, that the minimum denomination would be \$100,000 and that sales would be limited to qualified institutional buyers and accredited investors who would not be typical retail investors, but as Mr. Hykes stated, the current discussions are with a single institutional investor who would buy the entire series of bonds.

After some discussion, Mr. Smith made a motion to approve the resolution, with the condition that these bonds are sold to qualified institutional buyers only and in regard to the possibility of retail orders, that AMS would pause, and return to ADFA for further discussion.

Mr. Coleman seconded the motion. The motion passed unanimously.

2024 WHITE RIVER CORRECTIONAL FACILITY RENOVIATION (PHASE 3) - CONTRACT FOR THE CONSTRUCTION AND EQUIPPING OF CORRECTION OR PRISON FACILITIES - Prison Construction Trust Fund: Mr. Smith invited Mr. Arrington to the floor to present on behalf of the Prison Construction Trust Fund.

Mr. Arrington stated that the presented project would be the third phase of the White River Correctional Facility renovation and expansion. Mr. Arrington noted that this request was marginally different from the projects that he previously brought before the Board because this request would grant the ADFA President permission to execute the contract, and allow the Department of Corrections (DOC) to utilize monies in the PCTF, in an amount not to exceed \$5,200,000, that is under ADFA's care, contingent that the Board of Corrections approved the contract, which was to be presented at the Board of Corrections meeting which was scheduled to meet at the same time as the ADFA Board of Directors meeting.

Mr. Smith entertained a motion to approve the execution of the 2024 White River Correctional Facility Renovation Contract, subject to the Board of Corrections' contract approval at the May 16, 2024 scheduled meeting.

Mr. Perrin made a motion to approve. Mr. Mims seconded the motion. The motion passed unanimously.

ADFA Staff Board Report: Mr. Conine directed the Board to the President's Report and commented that from April 21-24, he hosted the Southeast Executive Directors (SEED) Conference in Little Rock. Mr. Conine continued that the attendees were essentially his Housing Finance Agency (HFA) colleagues in other states, and that Simmons Bank was kind enough to offer that ADFA hold the conference at their Little Rock headquarters.

Mr. Conine stated that there were multiple benefits of this conference as the members of the conference would share information, ideas, document formats, etc.; Mr. Conine continued that one of the benefits of SEED was the amount of funds saved, due to the efforts of the whole group, which overall, is close to \$500,000.

Mr. Conine continued to the Fiscal memo, prepared by ADFA's CFO, Ms. Cunningham, and commented on the fourth paragraph, where Ms. Cunningham mentioned the two Arkansas Natural Resources Commission (ANRC) programs that ADFA administers, and stated that ADFA may close on about 200 projects by the end of June. Mr. Conine further stated that a lot of work goes into each loan closing and extended a special thank you to those whose efforts make it a probability.

Mr. Coleman queried the purpose of the loans, to which Ms. Cunningham responded that the loans were mostly based on the American Rescue Plan (ARP), a funding source of these projects, some of which were comprised of infrastructure, municipalities such as clean drinking water and sewer systems.

After a short discussion, Mr. Conine concluded his remarks and yielded the floor to Mr. Smith.

For information only. No action was taken.

OTHER BUSINESS
Committee Meetings and Reports to the Board

Housing Review Committee:

Minutes: Mr. Coleman presented the minutes to the full Board from the May 16, 2024, Housing Review Committee meeting seeking approval being that there were no questions or changes.

Mr. Chadwell made a motion to approve the minutes. Ms. Garner seconded the motion. The motion passed.

Update: Emergency Solutions Grant (ESG) - For Information Only: Ms. Brockway stated that she was providing the Board with an update that ADFA had taken on the responsibility of the Emergency Solutions Grant (ESG) funding due to the Department of Human Services (DHS) had opted out of the program.

Ms. Brockway further stated that the HOME department had been working with HUD, and that HUD had encouraged ADFA to pick up the program because it mimics the HOME-ARP program with the Supportive Services and Non-Congregate Shelter Housing effective October 1st and that there will be a lot of preliminary work before the effective date.

Ms. Brockway continued that the brand model would be \$2,296,487 for 2024 with the administrative dollars set at 7.5% which is \$172,236 with a necessity that some of the administrative dollars would have to be passed on to the nonprofits.

Ms. Brockway commented that the current recipient data for DHS indicated about 45 recipients of these ESG funds and that ADFA would be looking to make larger allocations to make more of an impact.

Ms. Brockway stated that if ADFA had not picked up the ESG funding program that the state of Arkansas would have lost the much-needed funds.

Ms. Garner interjected that the ARVAC, Inc. agency, to which she is CEO, is a current recipient of ESG funds, and she wanted the record to show that she would recuse herself from any votes that pertained to the ESG funding program. For future knowledge, it was determined that ARVAC, Inc would still be able to apply for ESG funding, but that Ms. Garner would need to abstain from said votes.

In conclusion, Ms. Brockway stated that she would provide updates to the Board on as the structure of the program is formed and whether the program would be in-house or outsourced, as ADFA currently did not have the staff availability.

For information only. No action was taken.

Action Memos: 9% LIHTC Exchange Requests: Mr. Blackwell stated that he had two exchange requests to present to the Committee and would begin with Strategic Realty Advisors.

Mr. Blackwell stated that Strategic Realty Advisors was requesting to exchange the 2022 9% LIHTC allocation totaling 621,000 which was awarded to Strategic Realty EA Phase II Partners, LP, for a 2024 9% re-issue of 621,000 for the same development which will reset the time clock on placing those units, at four different scattered site properties in Eastern Arkansas, in service. Mr. Blackwell continued that the Arkansas properties are located in Sunset, West Helena, and two properties in Wynne.

Mr. Blackwell further stated that as it is, the in-service date is set by the end of 2024. However, if approved, the new deadline to place the units in service will be December 31, 2025.

Mr. Coleman asked for verification that there would be no loss of credits or no loss of HOME funds, that this would be a simple swap of the 2022 9% LIHTC allocation of 621,000 for a 2024 9% allocation of 621,000, to which Mr. Blackwell confirmed that.

Mr. Blackwell continued on to the second exchange request on behalf of Boykin Enterprises, LLC, and stated that the request was to exchange the 2021 (1,103,491), and 2022 (105,545) 9% LIHTC allocations totaling 1,209,036 awarded to Peaks at Springdale Phase III for a 2024 9% re-issue of 1,209,036 for the same development. Mr. Blackwell further stated that the development had been approved for \$1,925,000 HOME and \$605,000 NHTF.

Mr. Coleman asked for verification that there would be no loss of credits or no loss of HOME funds, that this would be a simple swap of the 2021 and 2022 9% LIHTC allocation of 1,209,036 for a 2024 9% allocation of 1,209,036, to which Mr. Blackwell confirmed that and added that if approved, the new deadline to place the units in-service would be December 31, 2025.

Being no further questions or comments, Mr. Coleman entertained a motion to approve the exchange requests as presented for Strategic Realty Advisors and Boykin Enterprises, LLC.

Mr. Mims made a motion to approve the exchange requests.

Mr. Chadwell seconded the motion. The motion passed.

Action Memo: 4% LIHTC - Artspace Little Rock: Mr. Blackwell provided some background information that Artspace Little Rock (the "Project") was a new construction, 60-unit apartment building development in Little Rock and that all units would be available to the general public while there would be a preference for occupancy for those applicants who participate in and are committed to the arts.

Mr. Blackwell continued that the recommended action for the request would be the issuance of \$15,125,000 Bond Volume Cap which would lead to a 4% LIHTC annual amount approximated at \$1,444,394 that would generate approximately \$12,203,909 in equity with Raymond James Affordable Housing Investments as the equity investor. In addition, Mr. Blackwell concluded the request with the issuance of a Section 42(m) Letter for 4% Low-Income Housing Tax Credits and waiving the Total Development Costs limit that exceed \$245,000/Dwelling Unit (DU).

Mr. Blackwell opened the floor to Artspace Little Rock representatives, Mr. Greg Handberg, Senior Vice President, and Mr. Andrew Michaelson, Vice President, for a concise presentation.

As the presentation continued and details communicated, Mr. Michaelson stated that the development team would be comprised of AMR Architects and Clark Contractors, both of Little Rock, Arkansas with Performance Property Management as the property manager out of Minneapolis, Minnesota.

Mr. Michaelson expounded on the Waiver Request for the Total Development Costs that exceed \$245,000/DU as Parking Waiver, Artspace Little Rock Total Development Costs, Breezeway alternative materials, Building envelope materials, and Landscaping plans. Mr. Michaelson continued with the cost mitigation efforts which included a philanthropic donation, valued at \$300,000, and a Developer Fee below allowable at 10%, valued at \$750,000.

Mr. Michaelson further stated that the Windgate Foundation's philanthropic support of \$15.5 MM (\$258K/DU), if credited against per unit costs of \$502K/DU yield an adjusted ADFA-supported per unit cost of \$243K/DU.

After considerable discussion among Board members and Artspace Little Rock representatives, the Board considered that their questions were met with appropriate answers.

Mr. Coleman, Committee Chair, spoke plainly that he wanted his view of the project on public record, though he did not want to jeopardize it; he continued that he did not feel that the Artspace Little Rock project suited the mettle of the program and what ADFA meant to accomplish with housing.

Mr. Coleman further stated that he admired the Windgate Foundation and the tremendous contribution to the situation to bring the costs down, but wanted the Committee to be aware and understand what was happening.

After additional discussion, Mr. Chadwell made a motion to approve the action memo in favor of Artspace Little Rock.

Mr. O'Connor seconded the motion.

All Committee members were in favor, with one exception of Mr. Coleman, who voted against the action memo.

The motion passed.

Asset Commitment Committee:

Minutes: Mr. Chadwell presented the minutes from the April 18, 2024, Asset Commitment Committee meeting. Being there were no questions, comments, or changes, Mr. Chadwell entertained a motion to approve the minutes.

Mr. O'Connor made a motion to approve the Asset Commitment meeting minutes as presented.

Ms. Martin second the motion. The motion passed.

Presentation: Highway Ventures: Mr. Cathey opened the presentation with the initial information that Highway Ventures was an early-stage investment studio, and that the proposal was a match of Private Investment Funds up to \$2,500,000 with \$2,500,000 from the Arkansas Venture Development Fund utilizing SSBCI funds.

Mr. Cathey stated that Highway Ventures was working with one of ADFA's channel partners, the Walton Family Foundation, which is the funder of the start-up studio side.

Mr. Cathey invited Highway Ventures' representatives, Mr. Comizio, Mr. Patterson, and Mr. Terry to the floor to give a brief introduction and their presentation.

Mr. Patterson stated that in general, Highway Ventures would build great companies in Arkansas, but the focus was on Advanced Mobility because Arkansas was a focal point for innovation on logistic solutions because it was a hub for nationwide transportation with air, freight, and waterways.

Mr. Patterson continued that the region was expected to drive over 2 trillion in new industries and services, and Highway Ventures was at the forefront, bridging from lab tech to industry.

Mr. Patterson stated that the plan was to launch two companies per year, each seeded with \$500,000; he then provided the strategy for the portfolio activity, fund investment lifecycle, and fund details.

Mr. Comizio then stated that the impact investing would create 250 high paying jobs by 2034 with a majority of the capital coming from out of state while creating amplification of University engineering and entrepreneurship programs which would keep graduates in Arkansas.

After a brief discussion, Mr. Chadwell entertained a motion to approve the Highway Ventures proposal as presented.

Ms. Martin made a motion to approve.

Mr. Thomas seconded the motion. The motion passed unanimously.

Action Memo: Loan Synopsis - Communities Unlimited - SSBCI CDFI Participation Program: Mr. Cathey opened with that this was one of the programs that the U.S. Treasury asked for ADFA to undertake; to house and deploy the money to local Community Development Financial Institutions (CDFI), which is a non-depository lending institution.

Mr. Cathey continued that this request was from one of ADFA's long-term clients, Communities Unlimited, who had been with ADFA since 2001 with a zero-default track record and had been an active participant with ADFA's Capital Access Program; ADFA was eager to take part in this program.

Mr. Cathey stated that the matching lender, Hope Credit Union, is minority owner and prevalent in lending among the underserved communities in Arkansas, which is part of the SSBCI mission. ADFA had dedicated \$7,500,000 of the \$82,000,000 to help prop up loan funds in the CDFIs for deploying loans in the underserved communities, which is also referred to, by the U.S. Treasury, as Socially and Economically Disadvantaged Individuals (SEDI) in rural communities.

Mr. Cathey further stated that the request of Communities Unlimited was for ADFA to utilize SSBCI funds to match \$1,000,000 of the \$1,000,000 loan from Hope Credit Union; while Hope Credit Union's interest rate would be at 3.00%, ADFA would have an interest rate of 1.00%.

After much discussion among committee members and ADFA staff, Mr. Chadwell entertained a motion to approve the request that ADFA utilize SSBCI CDFI Participation Program funds to match \$1,000,000 of the \$1,000,000 loan from Hope Credit Union.

Mr. Thomas made a motion to approve.

Ms. Sweat seconded the motion.

The motion carried.

Confidential Reports: Bond Guaranty Program, Capital Access Program, and Problem Loan Report: For information only. No action was necessary.

ADJOURNMENT

Adjournment:

There being no further business, Mr. Smith called the ADFA Board of Directors meeting adjourned at approximately 12:50 PM.

Minutes approved and signed this 16th day of May, 2024.

Mark Conine,
President/Secretary

Carey Smith,
Chairman of the Board

**BOARD HOUSING REVIEW COMMITTEE
ACTION MEMORANDUM**

Board HRC Meeting: 5/16/2024

Prepared by: John Blackwell

HOUSING PARTNER	
Name of Entity:	Strategic Realty Advisors, Inc.
Address of Entity:	812 Main Street Van Buren, AR 72956
Contact Person:	Jim Petty/Brent Lacefield
Phone	479-262-6655
Email Address:	jim@thesrc.com brent@thesrc.com
DEVELOPMENT INFORMATION	
Name of Development:	StoneBrook Park and MeadowBrook Park Scattered Sites (2022 award) 101 South Meadowbrook, 2204 Stonebrook Circle, 315 Stonebrook Loop, 433 South Stonebrook Circle Wynne, AR 72390, West Helena, AR 72335, Sunset, AR 72364, Wynne, AR 72396
ACTION REQUESTED	
<p>Strategic Realty is requesting to exchange the 2022 9% LIHTC allocation totaling 621,000 awarded to Strategic EA Phase II Partners LP, for a 2024 9% re-issue of 621,000 for the same development. They are requesting this credit swap because the development will not be able to meet the IRS deadline of December 31, 2024 to place the units in service. If approved, the new deadline to place the units in service will be December 31, 2025.</p>	
BACKGROUND INFORMATION	
<p>Strategic EA Phase II Partners, LP was originally awarded 621,000 9% LIHTC in 2022. The development also received \$1,050,000 HOME. Strategic Realty Advisors, Inc. previously requested and was granted a credit swap in October of 2023 for their 2019 awarded development, StoneRidge Duplexes in Bentonville, and again in April of 2024 for their 2020 awarded development, Patriot Park.</p>	
FINAL RECOMMENDATION OF BOARD HOUSING REVIEW COMMITTEE	

ARKANSAS DEVELOPMENT FINANCE AUTHORITY
BOARD OF DIRECTORS MEETING
APRIL 18, 2024
DEPARTMENT OF COMMERCE, 1 COMMERCE WAY
ROCKEFELLER MEETING ROOM
LITTLE ROCK, AR

The Board of Directors of the Arkansas Development Finance Authority held its regular monthly Board Meeting on Thursday, April 18, 2024, at approximately 10:30 AM.

ADFA Board Members Present: Carey Smith, Chairman; Rod Coleman, Vice-Chairman; Jon Chadwell; Stephanie Garner; Harold Perrin; and Eric Munson (Designee for Larry Walther, Treasurer, Office of Treasurer of State of Arkansas).

ADFA Board Members Present Via Phone or Video: Andy Babbitt (Designee for Jim Hudson, Secretary, Department of Finance and Administration); Katelyn Martin; Seth Mims; Denise Sweat; and Kirkley Thomas.

ADFA Board Members Absent: Dr. Lee Lane; Hugh McDonald, Cabinet Secretary of Department of Commerce; and George O'Connor.

ADFA Staff Present: Mark Conine, President, Arkansas Development Finance Authority; Ro Arrington, Vice-President, Homeownership and Public Finance; Jake Bleed, General Counsel and Special Project Director; Chuck Cathey, Vice-President, Development Finance; Kristy Cunningham, Chief Financial Officer; John Blackwell, Director of Tax Credits; Lori Brockway, Federal Housing Program Manager; Paula Farthing, Loan Servicing Manager; Kimmy Helble, Executive Assistant to President and Capital Access Program Administrator; Hope Lewis, Controller; Derrick Rose, Public Information Officer; Megan Summitt, Internal Auditor; Tammy White, Compliance Manager; and Tony Williams, Director, Arkansas Student Loan Authority.

ADFA Staff Present Via Phone or Video: Jason Bays, HOME Program Coordinator; Netta Bradford, Finance Program Analyst; Sean Doolin, Assistant Controller; Kimberly Edmonson, HOME-ARP Program Specialist; Cathy Ganaway, Senior Accountant; Susan Gardner, Assistant Federal Housing Program Manager and Software Coordinator; Alisa Green, HOME-ARP Program Specialist; Tracy Green, Assistant Controller; Lanita Hastings, HOME Program Coordinator; Amanda Hill, HOME Program Coordinator; Carol Leek, HOME Finance Program Coordinator; Yedda Matthews, Senior Accountant; Drew Rogers, Attorney.

Others Present: Steven Hykes, Academy of Math, and Science; Edmond Hurst, Carty & Company, Inc; Chad Brown, Circumference Group; Paul Phillips, Crews & Associates; Kathleen Orlandi, Hawkins, Delafield, & Wood; Kurtis Cochran and Mike Smith, Lighthouse Advisors; Blake Bumgardner, PDC Companies; Ted Fellman and Cheryl Schluterman, Raymond James; Glenda Dean and Lee Rush, Simmons Bank; Jack Truemper, Stephens, Inc; Brent Lacefield and Jim Petty, Strategic Realty; and Arthur Orduña, Venture Center.

Others Present Via Phone or Video: Traci Williams, Domera Development, LLC; Shannon Falon, Rich Harmon, Akshai Patel and John Solarczyk, HJ Sims; Gordon Wilbourn, Kutak Rock; Mike Williams, Midwest Housing Equity Group, Inc; Michele Allgood, Mitchell Williams; Amanda Raible, PDC Companies; Kristina Knight, RichSmith Development; Jim Fowler, Rose Law Firm; Josh Kerr, Smart Investments, LLC; Lornea Wells, The McVay Firm, PLLC, and Matt Darst, Upward Housing Group.

NEW BUSINESS
Minutes, Resolutions, Proposals and Appeals

Call to Order: Mr. Smith, Chairman of the Board, called the ADFA Board of Directors Meeting to order at approximately 10:32 AM then requested a roll call of Board Members.

President's Remarks: Mr. Conine opened his remarks with the statement that the agenda was full and would reflect that the staff has been busy doing a lot of good work.

Mr. Conine extended appreciation to the guests who were in attendance, especially to those who were in-person and prepared to speak to the Board. Mr. Conine then yielded the floor to Chairman Smith.

ADFA Board Minutes: Mr. Smith presented the minutes from the March 14, 2024, ADFA Board of Directors meeting, to the Board seeking approval.

Being that there were no comments, questions, or changes, Mr. Perrin made a motion to approve the minutes. Ms. Garner seconded the motion. The motion passed.

SERIES RESOLUTION - Single Family Mortgage Revenue Bonds, 2024 Series A and Series B: Mr. Smith yielded the floor to Mr. Conine for an introduction of the Series Resolution Authorizing the Issuance and Sale of Single Family Mortgage Revenue Bonds, 2024 Series A and 2024 Series B.

Mr. Conine stated that ADFA had been working on a Mortgage Revenue Bond Issuance to offer low interest rate mortgages to first time homebuyers in Arkansas then invited Mr. Arrington to introduce several of the team that were in attendance and worked on the attainment of this accomplishment, and to speak on the Issuance.

Mr. Arrington stated that along with the team of professionals that worked on the resolution, Mr. Smith was very involved in the process, and announced his gratitude for the involvement of the entire team and Mr. Smith. Mr. Arrington then invited Raymond James representatives to speak briefly.

Mr. Fellman began with how well the team of professionals and ADFA Staff worked together and that on April 17th they were able to accomplish the sale of Arkansas's first housing revenue bond deal in about thirteen years.

Mr. Fellman stated that compared to other housing finance agencies across the country that were also closing, Arkansas did very well.

Ms. Schluterman echoed the point that the team of professionals and ADFA Staff worked hard to make the bond deal work out so well. Specifically mentioned was Mr. Arrington who pushed on pricing for a good deal.

Mr. Arrington added that ADFA will not approve a more important Bond Issue than these Series of Issues because every Basis Point, and every dollar matter as it relates to ADFA as an agency. After a brief discussion, Mr. Arrington invited Ms. Orlandi to the floor.

Ms. Orlandi stated that she brought the substantially Final Series Resolution before the Board to request the adoption. Ms. Orlandi continued that some of the General Resolution Amendments that were made modernized the 1995 General Indenture so that it was more efficient for staff and allowed for faster transactions with the Trustee and Administrators.

Being no other questions or comments, Mr. Coleman made a motion to adopt the Series Resolution Authorizing the Issuance and Sale of Single Family Mortgage Revenue Bonds, 2024 Series A and 2024 Series B as presented to the Board.

Mr. Munson seconded the motion. The motion passed.

ADFA Staff Board Report: For information only. No action was taken.

<p style="text-align: center;">OTHER BUSINESS Committee Meetings and Reports to the Board</p>

Asset Commitment Committee:

Minutes: Mr. Chadwell presented the minutes from the November 16, 2023 Asset Commitment meeting asking if any committee member had questions, comments, or changes. Being none, Mr. Chadwell entertained a motion to approve the minutes.

Ms. Martin made a motion to approve the Asset Commitment meeting minutes.
Ms. Sweat second the motion. The motion passed.

Presentation: Venture Center Arkansas Fund: Mr. Chadwell invited Mr. Cathey to the floor for the presentation of the Venture Center Arkansas Fund.

Mr. Cathey stated that the Venture Center Arkansas Fund was a collaboration of the Venture Center and Circumference Group, and that Circumference Group had been familiar to ADFA since ADFA's inception into the Venture Capital Markets; ADFA was expectant of the application and that the U.S. Treasury was well aware that Venture Center Arkansas Fund was one of the targeted companies that ADFA would like to fund

utilizing SSBCI funds, matching up to \$5 MM Private Investment Funds with \$5 MM from the Arkansas Venture Development Fund, and that no funds would be dispersed until funds are raised.

Mr. Cathey continued that it was determined that the funding would be most helpful as a direct investment in the Fund to provide funds for the companies that are coming out of the Venture Center. Mr. Cathey then invited Mr. Orduña and Mr. Brown to the floor to deliver their presentation.

Mr. Orduña and Mr. Brown greeted the Board then Mr. Brown stated that Venture Center Arkansas Fund's current focus was to raise \$10 MM in funding to invest solely into early stage, technology-driven Arkansas companies in high-valued sectors that contribute to the economic growth of Arkansas.

Mr. Orduña stated that Venture Center Arkansas Fund (VCA Fund) was a not-for-profit entrepreneur support organization with a mission to accelerate the success of entrepreneurs in the state of Arkansas. Mr. Orduña stressed that VCA Fund wanted to identify promising early-stage companies who may have started outside of the state but are willing to relocate and make as primary headquarters or as primary focus.

Upon the closing of the presentation, Mr. Orduña and Mr. Brown yielded the floor to Mr. Cathey, at which time, Mr. Cathey rationalized that VCA Fund was a model of the best use of what SSBCI funding is intended to be deployed for.

During discussion among Board members, ADFA Staff, and VCA Fund Partners, Mr. Cathey clarified that ADFA would match funds as VCA Fund raises money, but that ADFA funds would always be the "last money in". Mr. Cathey continued that it has been established what the funds are available for, what the area of focus would be, and that the investments would need to match what ADFA and SSBCI have already set as guidelines.

Mr. Cathey invited Mr. Mike Smith to comment, to which he brought attention to other ADFA approved SSBCI-funded projects and stated that those projects were more focused on Northwest Arkansas and that this project is Central and South Arkansas, covering the rest of the state, and would be a great compliment to what ADFA had already approved.

Mr. Conine commented that he viewed Mr. Orduña and Mr. Brown as high prospects that will translate at the next level, and that along with Winrock, Lighthouse Advisors, and their teams, were very qualified, and very professional. Mr. Munson echoed Mr. Conine and added that with the investment of money and partnerships, the greater the success for Arkansas.

Mr. Chadwell queried if there were any other questions or comments. Being none, he entertained a motion to approve the funding of Venture Center Arkansas Fund (VCA Fund) as presented.

Mr. Perrin made a motion to approve. Mr. Thomas seconded the motion. The motion passed unanimously, with the exception of Mr. O'Connor, who was absent.

Update: Conduit Bond Issue - AMS Charter School: Mr. Chadwell invited Mr. Arrington to the floor to provide an update on behalf of AMS Charter School.

Mr. Arrington stated that the update which is a change of the senior banking underwriter on this transaction, should be viewed as a housekeeping item, and he wanted to give the Board an opportunity to visit with the new group, HJ Sims; Mr. Hykes of AMS Charter School, and Shannon Falon, Akshai Patel and John Solarczyk of HJ Sims, are available to answer questions that you may have about the replacement of these bonds.

Mr. Arrington continued with a reminder that a conduit issue is people using ADFA to access Capital Markets, and sometimes Taxable Bonds; ADFA has no liability on these transactions, though we do need to be stewards of our good name as it relates to stability of the Bond Issue.

Mr. Arrington commented that there is expectation that AMS Charter School would return in May with both an Authorizing Resolution and a Final Resolution that would allow the Board to vote on price and close the Issue since there would not be a meeting in June, and not wanting to cause further delay.

Mr. Smith, ADFA Chairman of the Board, opened additional discussion between the Board and Mr. Hykes, first asking Mr. Hykes to remind the Board what the plans for Arkansas were and how AMS Charter School chose Arkansas.

Mr. Hykes reminded the Board that the formerly known David O' Dodd Elementary would now become AMS School in Little Rock, and that the decision to choose Arkansas was not an easy decision, as Texas was the initial choice due to the population, and opportunities for growth, but upon meeting with Scott Smith of the Arkansas Public School Resource Center (APSRC), AMS Charter School learned that Arkansas matched the mission of what they had been able to accomplish in Arizona, which was serving areas that are challenged economically and do not have quality educational choice. Mr. Hykes continued that during their demographic research it was discovered that within a 10-minute drive radius from the school location that about 60% of those students attended D or F rated schools, then Mr. Hykes shared his passion that "where you live should not dictate the type of education you receive, and you may not have the money now, but you will never have the money if you do not have that foundation of education" and that is the AMS Charter School mission.

Mr. Hykes clarified that AMS Charter School chose to use HJ Sims as the senior underwriter because the HJ Sims team is well-versed with charter school financing and has over 25 years of experience in this market.

Mr. Smith requested to hear from HJ Sims to familiarize ADFA with the team and their capabilities, and to reassure ADFA that HJ Sims would be able to market this transaction.

Mr. Patel and Mr. Harmon responded with their areas of focus, three of which were health care, affordable housing for seniors, and education, such as supporting schools like AMS Charter School, then shared their plan for a twofold marketing approach, reaching out to private investors who have an affinity for startups, and also look at traditional institutional investors who also have an interest in charter schools.

For information only. No action was necessary.

Confidential Reports: Bond Guaranty Program, Capital Access Program, and Problem Loan Report: For information only. No action was necessary.

Housing Review Committee:

Minutes: Mr. Coleman presented the minutes to the full Board from the March 14, 2024, Housing Review Committee meeting seeking approval.

Mr. Chadwell made a motion to approve the minutes. Ms. Garner seconded the motion. The motion passed.

Action Memo: LIHTC Exchange Request: Mr. Blackwell stated that Strategic Realty Advisors was requesting to exchange the 2020 9% LIHTC allocations that was awarded to Patriot Park, totaling 1,142,300, for a 2024 9% re-issue of 1,142,300 for the same development to allow for more time to complete the Project; the current placed in-service deadline is December 31, 2024, which the project cannot meet. If approved, the new deadline to place the units in service will be December 31, 2025.

Mr. Blackwell reminded the Board of the resources that are committed to the Project. The Project has received credits for 2020, 2021, and 2022, as ADFA and the Board approved hard cost increases for years 2021 and 2022, in addition the project is also receiving \$1,650,000 in NHTF.

Mr. Blackwell announced that Mr. Petty and Mr. Lacefield of Strategic Realty Advisors were in attendance to answer questions from the Board.

For clarification, Mr. Blackwell, stated that the tax credits would not be lost, they will be re-issued to the same Project to provide a new place in service deadline.

Ms. Brockway added that she had put in an extension request to HUD because there is a 4-year completion deadline in association with the NHTF funds, and that the deadline for this Project is September 1, 2024; she has not heard back from HUD in regard to the request. In total, Ms. Brockway has three extension requests in with HUD on Mr. Petty's projects with no response as of yet.

Mr. Coleman addressed Mr. Petty and asked if he was aware of the situation. Mr. Petty responded that the delay for completion was due to a combination of the pandemic,

supply chain, and not all permit and planning departments are operating within the same time frame.

Ms. Garner asked for more information regarding the extension request from HUD to which Ms. Brockway responded that from the date that the funds are committed in the IDIS system, which is what HUD monitors ADFA and draw downs with, there is a 4-year completion deadline associated with the NHTF funds; if the Project is not listed as complete in the IDIS system, the Project is involuntarily terminated, no draw downs can be made, and HUD will consider it a failed project. However, according to HUD Code of Federal Regulations a request for a 1-year extension can be made, which is what ADFA had done and hoped to receive a favorable response, which ADFA is still waiting for.

Mr. Petty added that specifically with the knowledge the HUD deadline, he had to get others involved and had been working with a large national firm, Nixon Peabody, LLP, who are ready to assist.

Mr. Perrin addressed Mr. Petty and asked if the HUD extension is granted, will he be able to meet the deadline to which Mr. Petty responded that he could meet the extended deadline of December 31, 2025, if granted, and that if the extension is not granted, they are committed to finishing the Project, and would need to find a way to fund the difference.

Mr. Coleman asked for the record to show that both Mr. Petty and Mr. Lacefield were asked if they were aware and understood all the deadlines to which both Mr. Petty and Mr. Lacefield responded with recognition.

Mr. Coleman entertained a motion for the exchange of credits for Patriot Park as presented by ADFA Staff.

Mr. Chadwell made a motion to approve the exchange of credits for Patriot Park as presented. Mr. Smith seconded the motion. The motion passed.

Action Memo: Second 9% LIHTC Application Round: Mr. Blackwell directed the Committee's attention to the calculation of 2024 9% LIHTC and noted that the current amount of 2024 9% LIHTC is 10,000,242.

Mr. Blackwell further noted that eight applications were received by the March deadline with a request of almost 6.8 million in 9% LIHTC. ADFA Staff proposed to open up a second application cycle that would begin August 1, 2024 and anticipate they would be ready to present the applications to the Committee at the October meeting.

Mr. Blackwell clarified that that there would be a minimum of 3.2 million available in 9% LIHTC for the second application cycle and that the applicants would only be competing with each other, they would not compete against the initial applicants.

Ms. Garner made a query about how to start the process for the application. Mr. Blackwell responded that there was information on the ADFA website, and that his contact information was there so that once he was contacted, he could provide an informational email to the interested party then they would complete an application and follow the checklist.

Mr. Blackwell stated that the 3.2 million available in 9% LIHTC was enough to fund a minimum of three projects.

Mr. Coleman entertained a motion to approve the opening of a second round of 9% LIHTC applications starting effective August 1, 2024.

Mr. Mims made a motion to approve. Mr. Chadwell seconded the motion. The motion carried.

Report: Non-Compliant Projects as of April 2024: Mr. Coleman invited Ms. White to present the April 2024 Non-Compliant Projects Report.

Ms. White stated that she wanted to bring this report to the Board's attention, so they had a better understanding of what part Compliance performs on the projects that Lori and John's group present, and as the funds are awarded and issued; it is then that Compliance steps in to follow up on these projects to ensure that the guidelines on these programs and the funds involved are being followed.

Ms. White further stated the biggest challenge takes place once these projects reach about 15 years and the owners start selling projects and compliance requirements tend to fall off. One of the most common reasons for this that ADFA Staff hears from the new owners is that they have been informed from the seller that the credits were over; technically, the amount of money they're receiving off those credits is gone, but the sellers are not imparting the importance of the long-term affordability because the affordability carries out through the extended use all through the 35 years.

Ms. White continued that often times the owners will change hands, or management will change hands and ADFA is not notified. The purpose of the Non-Compliant Projects report is not inclusive but does outline the names of the property, city of location, owners, management companies, funds used in the project, and a list of the non-compliant items that are extended past 90 days.

Ms. White stated that just by listing the report and notifying the owners that the report would be presented to the Board, we have started receiving phone calls from the owners, meetings between some of the owners and managements have been made to have more technical assistance visits of what needs to be done to get back into compliance. Ms. White listed the five areas that Compliance works strongly in as Annual Owner Certifications that are due every February, stating that they are still in compliance with the regulations and requirements of the programs and funds involved, Compliance monitors the annual upload items since the physical inspections have been bid out to

U.S. Housing Consultants then ADFA Compliance department follows up to ensure the management companies followed procedure to bring these properties back into compliance for the reported findings.

Ms. White further stated that ADFA would issue a small \$50 non-compliant fee for each unit that is not compliant, but, at a later time, would like for the Board to consider an increase so that it would make more of an impact and gain the attention of the owners and management so that they would want to remain in compliance. Several Committee members concurred that a stronger penalty needs to be in place.

Mr. Conine interjected that with the announcement of the Non-Compliant Projects report going public was the first step for Compliance in this process and that there has been much discussion about the process to raise the fees because the State has an involved process and Compliance has begun that process then plan to bring it to the Committee.

Ms. Garner sought affirmation that while a project was non-compliant that the owner could not apply for another project with ADFA while in the state of non-compliance to which Ms. White confirmed Ms. Garner's statement.

Mr. Chadwell proposed a lien program, for discussion at a later time, that would not allow the owner to sell the property without ADFA being notified.

General consensus of the Committee was that the report was useful, and that the Committee would help provide the power that the Compliance department would need on the decided route to encourage compliance within State guidelines.

For information only. No action was taken.

Report: Compliance Monitoring Activities: January - March 31, 2024: For information only. No action was taken.

Professional Selection Committee:

Minutes: Mr. Perrin presented the Professional Selection Committee minutes from the January 18, 2024 meeting seeking approval.

Mr. Coleman made a motion to approve the minutes. Ms. Martin seconded the motion. The motion passed.

Memorandum: Request for Proposal (RFP) - Arkansas Student Loan Authority (ASLA) - Program Administrator: Mr. Perrin invited Mr. Arrington to the floor to deliver the Request for Proposal (RFP) on behalf of the Arkansas Student Loan Authority (ASLA).

Mr. Arrington stated that only one response was received for the RFP that was issued on February 7, 2024, for the ASLA Program Administrator, and it was from the existing contract holder, EdFinancial Services.

Mr. Arrington continued that the Staff Professional Selection Committee recommended that the ADFA Board approve the acceptance of this proposal.

Mr. Conine commented that EdFinancial was a long-time loan servicer for ASLA, and the Program Administrator would be considered as an add-on service, and the pricing on this is a high-level of service for an extremely low price.

Mr. Williams elaborated that these are default management services where the student is tracked for three years after they leave school; it's a call center and student engagement services where ASLA contacts the student on the school's behalf to encourage them to reenroll or to complete their financial aid applications, or any other message that the school may need. These are not programs that ASLA makes money on, but it complements the program; we did not call just to promote loans, but we called because we have a menu of services that we use to help the student along with the web support.

Mr. Perrin thanked Mr. Williams for his comments and entertained a motion to approve the Request for Proposal as recommended by the Staff Professional Selection Committee.

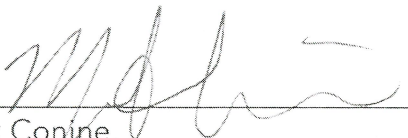
Mr. Chadwell made a motion to approve. Mr. Coleman seconded the motion. The motion passed unanimously.

ADJOURNMENT

Adjournment:

There being no further business, Mr. Smith called the ADFA Board of Directors meeting adjourned at approximately 12:54 PM.

Minutes approved and signed this 18th day of April, 2024.



Mark Conine,
President/Secretary



Carey Smith,
Chairman of the Board