



Howard Lee Hill II

Shareholder

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Lee Hill, office managing shareholder in Baker Donelson's Jackson office, concentrates his practice in the development and financing of complex real estate transactions, including affordable housing, public finance, solar energy, and economic development matters.

Lee's practice is grounded in the intersection of business and government, assisting clients (both public and private) in the opportunities that exist there and in navigating the complexities that can arise in the regulatory arena. Much of his work involves negotiating and structuring public-private partnerships and assisting clients in project developments utilizing layers of funding and regulatory schemes.

Lee has a particular emphasis on the representation of non-profit and for-profit developers utilizing low income housing tax credits and tax exempt debt in connection with affordable housing developments. He also advises clients in deals using historic tax credits, and new markets tax credits in connection with commercial real estate developments. He actively works with the Firm's public housing authority and private developer clients who are rehabilitating aging public housing assets or developing new housing through HUD's Mixed Finance and Rental Assistance Demonstration project transactions, and he represents banks and other lenders in connection with the same. As a part of that representation, he drafts and negotiates joint venture development agreements and analyzes and structures cross-cutting legal and regulatory constraints from multiple funding sources such as tax credits, HOME Program Funds, Housing Trust Fund Funds, Federal Home Loan Bank Affordable Housing Program Funds, CDBG, and HUD subsidy programs. He also advises Opportunity Zone funds, with a particular emphasis on affordable housing projects. As a part of his practice, Lee regularly advises clients on real property acquisitions/dispositions, zoning and land use issues, and financing agreements.

Lee also serves as bond counsel to private and public entities in a variety of bond financing transactions, including the issuance of general obligation bonds, revenue bonds, special assessment bonds, tax increment financing bonds, and exempt facility bonds. Lee's work also involves representing clients expanding or relocating their businesses, from site selection through negotiation and finalization of the legal issues associated with a new project site.

Additionally, he has represented varying participants in the development and financing of solar energy farms, including developers, lenders in equipment sale-leaseback transactions, and tax equity investors. Further, Lee was a part of the Baker Donelson team that represented the Mississippi Public Service Commission in connection with its review and adjudication of a putative rate filing by an investor-owned utility for a multi-billion dollar Integrated Gasification Combined Cycle Generating Facility.

Prior to attending law school, Lee served as assistant to the commissioner at the Mississippi Department of Transportation, worked with local government officials to provide continuing education seminars and technical assistance for municipalities and counties, and served as a legal extern in the Office of the Chief Counsel to the Governor of the state of Mississippi.

Representative Matters

- Served as developer's counsel in the approximate \$20 million acquisition and rehabilitation of a 152-unit elderly and disabled housing facility converted to Section 8 PBVs under HUD's Rental Assistance

Demonstration (RAD) Program, utilizing approximately \$6.6 million in low income housing tax credit equity, \$11 million cash collateralized tax-exempt bonds that will be redeemed with equity and an insured loan under the HUD 221(d)(4) Program, Housing Trust Funds, a subordinate loan of Replacement Housing Factor Funds, and a subordinate loan of Affordable Housing Program Funds.

- Served as developer's counsel in the approximate \$10 million acquisition and rehabilitation of an 86-unit housing development under HUD's Rental Assistance Demonstration (RAD) Program, utilizing approximately \$6.1 million in low income housing tax credit equity, HOME Funds, Affordable Housing Program Funds, conventional construction lending and conventional permanent lending.
- Served as counsel to a public housing authority in connection with an approximate \$8 million development, which included the conversion of public housing units under HUD's RAD Program.
- Served as developer's counsel in the new construction of a 26-unit housing development under HUD's Mixed-Finance Development Program, utilizing approximately \$4 million in low income housing tax credit equity, commitment of housing authority operating subsidy, Section 8 Project Based Vouchers and conventional construction lending.
- Serves as counsel to a socially purposed Opportunity Zone fund investing in affordable housing projects.
- Served as counsel to a public housing authority in connection with converting its entire public housing portfolio to Section 8 Project Based Voucher Assistance under HUD's Rental Assistance Demonstration Program.
- Served as lender's counsel in connection with an approximate \$1 million permanent loan, the proceeds of which were used to finance the preservation of over 600 public housing units converting to Section 8 assistance under HUD's Rental Assistance Demonstration (RAD) Program.
- Represented a publicly traded global offshore engineering, procurement, construction and installation company in negotiating a ground lease with a state port authority and economic development incentives at the local and state level in connection with the ground lease.
- Served as bond counsel on \$17,135,000 Municipal Water and Sewer System Revenue Refunding Bonds.
- Served as bond counsel on \$12,384,000 Municipal General Obligation Refunding Bonds.
- Served as bond counsel on \$21,550,000 Mississippi Business Finance Corporation Taxable Revenue Bonds financing a student housing/mixed use project.
- Served as bond counsel to a city issuer of \$1.35 million Combined Water and Sewer System Revenue Bonds (tax exempt), which was sold to the USDA.
- Served as bond counsel to a county issuer of \$2.43 million General Obligation Refunding Bonds (taxable).
- Represented a private developer client in a multi-staged hotel and entertainment venue development that was financed with state and federal new market tax credits, tax exempt bonds, Tax Increment Financing proceeds and other state and local incentives, with a total project cost of more than \$60 million.
- Closed an \$18 million affordable housing deal on behalf of a joint venture of two non-profit housing developers (including a PHA instrumentality) for the demolition and redevelopment of an aging and deteriorating 80-unit public housing facility in Mississippi. The five-year project included leading the regulatory approval process, structuring the many layers and cross-cutting requirements associated with the funding sources (including tax-exempt housing bonds, low income housing tax credit equity, public housing capital funds, and FHLB Affordable Housing Program funds, among others), securing HUD approval of the transaction and resolving title deficiencies in connection with issuing title insurance.
- Performed real estate due diligence for a major bank in connection with its financing of a new solar energy development comprising thousands of acres of land. Provided advice regarding title commitment and proforma review, mineral waivers, easements and access, and flood zone matters, among other things.



Professional Honors & Activities

- Member – American Bar Association (Forum on Affordable Housing and Community Development [Webinars and Conferences Committee], State and Local Government Law, Young Lawyers Division)
- Co-Chair – ABA Forum on Affordable Housing and Community Development Law 2020 Fall Bootcamp
- Member – Mississippi Bar Association (Young Lawyers Division, Governmental Law Section, Business Law Section)
- Member – Capital Area Bar Association and Jackson Young Lawyers
- Member – National Association of Bond Lawyers
- Member – Mississippi Economic Development Council
- Listed in *Chambers USA: America's Leading Business Lawyers* as a leading lawyer in Mississippi in the area of Real Estate law (2019)
- Named a *Best Lawyers: Ones to Watch® in America* for Real Estate Law (2021 – 2023)
- Named as one of *Mississippi Business Journal's* "Top 50 Under 40" (2018)
- Listed as a Mid-South Rising Star by *Mid-South Super Lawyers* in Real Estate (2018 – 2020)



Speaking Engagements

- "Diversity, Equity & Inclusion," 2023 Mississippi Association of Housing and Redevelopment Officials (MAHRO) Annual Conference, Biloxi, Mississippi (August 2023)
- "Navigating Housing and Employment Laws During COVID-19," Mississippi Association of Housing and Redevelopment Officials (MAHRO) (April 2020)
- "PHA 101 - The Development Toolbox," SERC-NAHRO Fall Workshop, in New Orleans, Louisiana (November 2018)
- "Stacking Capital to Effectuate Meaningful Community Development Projects," CLE for Bulldog Lawyers, Mississippi State University, Department of Political Science and Public Administration (November 2015)



Education

- Mississippi College School of Law, J.D., 2010, magna cum laude
 - Associate Editor, *Mississippi College Law Review*
 - Member, Mississippi College Moot Court Board
 - American Jurisprudence Awards for the highest average in five classes, including, Constitutional Law, Education Law and Criminal Law
 - Scholarship Recipient – Mississippi Defense Lawyers Association, Rankin County Bar Association and Robert Hauberg Federal Bar Association
- Mississippi State University, Master of Public Policy and Administration, 2005, summa cum laude
 - Most Outstanding Graduate Student
- Mississippi State University, B.A., Political Science, 2003



Admissions

- Mississippi, 2010
- U.S. District Court for the Northern and Southern Districts of Mississippi, 2010
- U.S. Court of Appeals for the Fifth Circuit, 2010