

HCHA REDEVELOPMENT AUTHORITY

RESOLUTION NO. 15-01

RESOLUTION APPROVING AND AUTHORIZING HCHA REDEVELOPMENT AUTHORITY, INC. (THE "NONPROFIT CORPORATION") TO ACCEPT A GRANT NOT TO EXCEED \$8,000,000.00 FROM THE HARRIS COUNTY HOUSING AUTHORITY (THE "AUTHORITY") OF FUNDS SOURCED FROM THE TEXAS GENERAL LAND OFFICE (THE "GLO FUNDS"), LOAN SUCH GLO FUNDS TO RETREAT AT WESTLOCK LTD. (THE "PARTNERSHIP"), AND EXECUTE THE REQUISITE DOCUMENTS IN ORDER TO FACILITATE THE DEVELOPMENT OF RETREAT AT WESTLOCK IN TOMBALL, TEXAS (THE "PROJECT"); AND FURTHER AUTHORIZING THE NONPROFIT CORPORATION TO TAKE SUCH OTHER STEPS AS THE NONPROFIT CORPORATION DEEMS NECESSARY OR CONVENIENT TO CARRY OUT THESE RESOLUTIONS

WHEREAS, the Nonprofit Corporation is a sponsored affiliate of the Authority;
and

WHEREAS, the Authority has a commitment from the Texas General Land Office (the "GLO") for certain CDBG funds, a portion of which the Authority intends to sub-grant to the Nonprofit Corporation to assist with the development of the Project; and

WHEREAS, the Nonprofit Corporation will serve as the sole member of HCHA Westlock, LLC (the "Company"), which is the general partner of the Partnership; and

WHEREAS, to facilitate the development of the Project, the Nonprofit Corporation now seeks to accept the sub-grant of the GLO funds (in an amount not to exceed \$8,000,000.00) (the "GLO Funds") from the Authority and loan such GLO Funds to the Partnership (the Project owner);

NOW, THEREFORE, BE IT RESOLVED, that the Nonprofit Corporation agrees to take all steps necessary to accept the sub-grant of up to \$8,000,000.00 of GLO Funds from the Authority (the "Grant") and loan such granted GLO Funds to the Partnership for the development of the Project (the "Loan" and together with the Loan, the "Transaction"); and

BE IT FURTHER RESOLVED, that the Nonprofit Corporation, in its own capacity and in its capacity as sole member of the Company, which is the general partner of the Partnership, in connection with (i) the Grant to the Nonprofit Corporation and the Loan to the Partnership, and (ii) the related transactions contemplated thereby, the Nonprofit Corporation, in its aforementioned capacities, as applicable, is authorized to execute and deliver all such agreements (grant or otherwise), affidavits, security agreements, notes, subordination agreements, deeds of trust, assignments, financing statements, documents, consents, assurances, supplements, instruments and other writings

HARRIS COUNTY HOUSING AUTHORITY REDEVELOPMENT AUTHORITY

of every nature whatsoever as the Nonprofit Corporation, in its aforementioned capacities, as applicable, deems necessary to consummate the closing of the transactions contemplated by these resolutions (collectively, the "Documents") and each are hereby in each and every respect authorized, ratified and confirmed; and

BE IT FURTHER RESOLVED, that the Company, in its own capacity and in its capacity as sole member of the general partner of the Partnership, in connection with (i) the Grant to the Nonprofit Corporation and the Loan to the Partnership, and (ii) the related transactions contemplated thereby, the Company, in its aforementioned capacities, as applicable, is authorized to execute and deliver any and all requisite Documents, and each are hereby in each and every respect authorized, ratified and confirmed; and

BE IT FURTHER RESOLVED, that the Partnership, in connection with (i) the Grant to the Nonprofit Corporation and the Loan to the Partnership, and (ii) the related transactions contemplated thereby, the Partnership is authorized to execute and deliver any and all requisite Documents, and each are hereby in each and every respect authorized, ratified and confirmed; and

BE IT FURTHER RESOLVED, that the Executing Officer (defined below) as representative of each of the Nonprofit Corporation, the Company, and the Partnership, as applicable, is severally authorized and directed, for and on behalf of, and as the act and deed of, each of the Nonprofit Corporation, the Company, and the Partnership, as applicable, to execute and deliver Documents and such other notices, requests, demands, directions, consents, approvals, orders, undertakings, amendments, further assurances or other instruments as may be necessary or appropriate in order to cause each of the Nonprofit Corporation, the Company, and the Partnership, as applicable, to carry into effect the intent of the foregoing resolutions and/or required in connection therewith and to make such modifications thereto as shall be conclusively evidenced by the execution of such documents; and such other instruments are hereby approved, ratified and confirmed in all respects; and

BE IT FURTHER RESOLVED that Tom McCasland (the "Executing Officer"), the Secretary of the Nonprofit Corporation, is authorized, empowered, and directed to negotiate and execute the Documents and any other necessary documents, agreements, and/or certifications for the Transaction of behalf of each of the Nonprofit Corporation, the Company, and the Partnership, as applicable; and

BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by these Resolutions have already been taken on behalf of either of the Nonprofit Corporation, the Company, or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Nonprofit Corporation, the Company, or the Partnership, as applicable, effective as of the date such actions were taken; and

BE IT FURTHER RESOLVED, that each of the Nonprofit Corporation, the Company, and the Partnership, as applicable, in order to provide financing for the Project, has the authority to enter into the Transaction, for the purpose of funding the Project; and

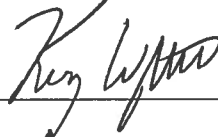
HARRIS COUNTY HOUSING AUTHORITY REDEVELOPMENT AUTHORITY

BE IT FURTHER RESOLVED, that the execution by the Executing Officer of any document or instrument authorized by the foregoing Resolutions or any document or instrument executed in the accomplishment of any action or actions authorized, or the execution of any amendment or modification of any such document or instrument shall be deemed to be conclusive approval thereof by the Nonprofit Corporation, the Company or the Partnership, as the case may be, and the binding act and obligation of the Nonprofit Corporation, the Company or the Partnership.

These Resolutions shall be in full force and effect from and upon their adoption.

PASSED, by the Board of Commissioners this 15th day of July 2015.

President: _____



Secretary: _____



HCHA REDEVELOPMENT AUTHORITY

RESOLUTION NO. 15-02

RESOLUTION APPROVING AND AUTHORIZING THE HCHA REDEVELOPMENT AUTHORITY, INC. (THE “NONPROFIT CORPORATION”), A SPONSORED AFFILIATE OF THE HARRIS COUNTY HOUSING AUTHORITY (THE “AUTHORITY”), TO TAKE SUCH STEPS AS IT DEEMS NECESSARY TO (A) ASSUME THE INTEREST OF THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE “PFC”) IN HCHA WESTLOCK, LLC; (B) EXECUTE AND DELIVER ANY AND ALL REQUISITE DOCUMENTS TO EFFECT THE FOREGOING; AND (C) TAKE ANY OTHER ACTIONS NECESSARY TO CARRY OUT THIS RESOLUTION

WHEREAS, both the PFC and the Nonprofit Corporation are sponsored affiliates of the Harris County Housing Authority (the “Authority”); and

WHEREAS, the PFC serves as the sole member of HCHA Westlock, LLC (the “General Partner”), which is the sole general partner of Retreat at Westlock, Ltd. (the “Partnership”), which was formed for the development of the Retreat at Westlock, a 140 unit affordable housing development for the elderly to be developed on certain land owned by the PFC and located in Harris County (the “Project”); and

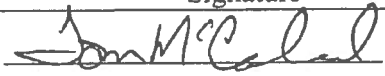
WHEREAS, the Project will be developed in part using loan funds sourced from the proceeds of the sale of bonds issued by the PFC; and

WHEREAS, it is in the best interest of the Authority, the PFC and the Project that the PFC not serve as both bond issuer and sole member of the general partner of the Project;

NOW THEREFORE, BE IT RESOLVED, that the Nonprofit Corporation is hereby authorized to assume the PFC’s interest in the General Partner (the “Interests”), and is further authorized to execute and deliver the requisite documents to effect the foregoing, including without limitation an assignment and assumption agreement and an amendment to the company agreement of the General Partner (all such requisite documents, the “Documents”); and that Tom McCasland, as Secretary of the Nonprofit Corporation (the “Executing Officer”), is hereby authorized, empowered and directed for, on behalf of, and in the name of each of the Nonprofit Corporation to execute and deliver the Documents to the appropriate parties, and such other documents and instruments in connection therewith as may be necessary or desirable, with such changes and modifications thereto as shall be approved by executing the same, such execution and delivery to be conclusive evidence of such approvals; and

BE IT FURTHER RESOLVED, that this Resolution may be executed in several counterparts, and all so executed shall constitute as one resolution, binding on all the parties hereto. Any counterpart of this resolution, which has separate signature pages attached to it, which together contain the signatures of all parties or is executed by an attorney-in-fact on behalf of some or all of the parties, shall for all purposes be deemed a fully executed instrument; and

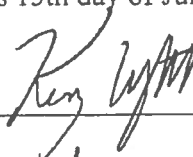
BE IT FURTHER RESOLVED, that the following person or persons now hold the office indicated below and that such person's bona fide signature is set forth below:

Name	Title	Signature
Tom McCasland	Secretary of the Nonprofit Corporation	

These Resolutions shall be in full force and effect from and upon their adoption.

PASSED, by the Board of Commissioners this 15th day of July 2015.

President:



Secretary:



HCHA REDEVELOPMENT AUTHORITY, INC.

RESOLUTION NO. 15-03

RESOLUTION APPROVING AND AUTHORIZING THE HCHA REDEVELOPMENT AUTHORITY, INC. (THE “NONPROFIT CORPORATION”) TO TAKE SUCH STEPS AS THE NONPROFIT CORPORATION DEEMS NECESSARY, ON ITS OWN BEHALF AND IN ITS PLANNED CAPACITY AS THE SOLE MEMBER OF THE GENERAL PARTNER OF RETREAT AT WESTLOCK, LTD., TO (A) OBTAIN TAX-EXEMPT BONDS, TAX CREDITS, AND OTHER FINANCING FOR THE CONSTRUCTION, DEVELOPMENT, AND OPERATION OF THE RETREAT AT WESTLOCK APARTMENTS; (B) EXECUTE AND DELIVER ANY AND ALL REQUISITE DOCUMENTS TO EFFECT THE FOREGOING; AND (C) TAKE ANY OTHER ACTIONS NECESSARY TO CARRY OUT THIS RESOLUTION

WHEREAS, the Nonprofit Corporation is a sponsored affiliate of Harris County Housing Authority (the “Authority”) and will serve as the sole member of HCHA Westlock, LLC (the “General Partner”), which is the sole general partner of Retreat at Westlock, Ltd. (the “Partnership”); and

WHEREAS, the current limited partners in the Partnership include Tom McCasland, an individual, as the limited partner, and KV Westlock, LLC, a Texas limited liability company, as special limited partner (the “KV Partner”); and

WHEREAS, to facilitate financing of the acquisition and development of Retreat at Westlock, a 140 unit affordable housing development for the elderly which is to be developed on the Property (the “Project”), (i) the Authority and the Harris County Public Facility Corporation (the “PFC”) heretofore approved, and the Partnership heretofore entered into certain loan documents (the “2014 Loan Documents”) relating to a loan of up to \$1,933,000.00 (the “County Loan”) from Harris County (the “County”), and the PFC and the Partnership entered into a Ground Lease of the Property (the “Ground Lease”); and

WHEREAS, the County Loan is secured by a leasehold deed of trust against the Property; and

WHEREAS, the PFC received \$1,885,000.00 of the proceeds of the County Loan, which it heretofore loaned to the Partnership; and

WHEREAS, in connection with the development and operation of the Project, the Partnership obtained a pre-equity loan from Hudson HT, LP, a Delaware limited partnership (the “Hudson Lender”), in an amount up to \$225,000.00 (the “Hudson Loan,” and together, with the Bonds, County Loan, CDBG Sub-grant Loan, and CONA Loan, all as defined herein, the “Loans”), for which the Hudson Loan is secured by a leasehold deed of trust against the Property; and

WHEREAS, the Partnership was previously awarded an allocation of approximately \$1,300,000.00 in 2013 Housing Tax Credits (the “9% Tax Credits”) by the Texas Department of Housing and Community Affairs (“TDHCA”), for which the 9% Tax Credits the Partnership were intended to be leveraged, along with certain other financing, to the develop the Project in 2014; and

WHEREAS, the developer of the Project, which was an affiliate of the KV Partner, decided it would be unable to complete the construction of the Project in accordance with the timeline set by TDHCA, which caused the closing on the debt and equity financing for the Project to not occur, and the 9% Tax Credits to be returned to TDHCA; and

WHEREAS, in early 2015, the Partnership (i) Applied for an allocation of approximately \$560,983.00 in 2015 4% Housing Tax Credits (the “Tax Credits”) from TDHCA, which the Partnership expects to be awarded on or around July 30, 2015; and (ii) Received a bond reservation for Multifamily Housing Mortgage Revenue Bonds (Retreat at Westlock Project) Series 2015 in the amount up to \$15,000,000.00 to be issued by the PFC (the “Bonds”); and

WHEREAS, the PFC will loan the proceeds from the sale of the Bonds to the Partnership to finance a portion of the costs of the Project; and

WHEREAS, the Partnership now intends to leverage the Tax Credits, Bonds, and certain other financing (collectively and including without limitation, the Capital Contributions and Loans, the “Project Financing”), to develop the Project; and

WHEREAS, an affiliate of Hudson Housing Capital (“Hudson”) desires to invest approximately \$5,777,550.00 in capital contributions (“Capital Contributions”) in the Partnership for the development of the Project in consideration of admission to the Partnership as a limited partner, pursuant to the terms and conditions as set forth in the Partnership’s proposed amended and restated agreement of limited partnership and all exhibits thereto (the “Partnership Agreement”); and

WHEREAS, in connection with the construction, equipping and operating of the Project, the Partnership desires to obtain a construction loan from Capital One National Association (“CONA”) in an amount up to \$12,000,000.00, which will be sourced from Bond proceeds and will to be secured by a leasehold deed of trust against the Property (the “CONA Loan”); and

WHEREAS, in connection with the development and operation of the Project, the Partnership desires to obtain a loan of Community Development Block Grant Disaster Recovery funds from the Nonprofit Corporation in an amount up to \$8,000,000.00 (the “CDBG Sub-grant Loan”), which will be secured by a leasehold deed of trust against the Property; and

WHEREAS, in connection with the contemplated Project Financing, the Hudson Lender may require the Partnership to enter into various documents further evidencing or ratifying the Hudson Loan (the “Hudson Bring-Down Documents”), if any; and

WHEREAS, in connection with the contemplated Project Financing, the County may require the Partnership to enter into various documents further evidencing or ratifying the County Loan (the “County Bring-Down Documents”), if any; and

WHEREAS, in connection with the Bonds and the contemplated Project Financing, the Partnership and Nonprofit Corporation are required to enter into various documents which will evidence the Loans, including but not limited to commitments, indentures, loan and/or credit and funding agreements, promissory notes, fee and leasehold deeds of trust with absolute assignment of leases and rents, regulatory agreements, security agreement and fixture filing, indemnity agreements, guaranties, certificates, directions, approvals, waivers, notices, instruments, the County Assignment, other assignments, and other communications that may be required by CONA, the Hudson Lender, the Nonprofit Corporation, and/or the County in connection with the Loans and the Bonds (all of such loan and security documents collectively, the “2015 Loan Documents,” and together, with any Hudson Bring-Down Documents, and any County Bring-Down Documents, the “Loan Documents”); and

WHEREAS, in connection with the contemplated Project Financing, Hudson, the County, and/or CONA may require the Partnership and PFC to amend and restate the Ground Lease (such amended and restated Ground Lease, the “AR Ground Lease”); and

WHEREAS, in connection with the contemplated Project Financing, the Partnership and Nonprofit Corporation intend to enter into various construction-related document agreements pursuant to which the Nonprofit Corporation will serve as general contractor of the Project, and ICON Construction, LLC will serve as Prime Subcontractor (collectively, the “Construction Contracts”);

NOW, THEREFORE, BE IT RESOLVED, that the Partnership is authorized to obtain the Loans from the PFC, CONA, Nonprofit Corporation, County, and Hudson Lender, and each of the Partnership, General Partner, and the Nonprofit Corporation, as and to the extent applicable, is authorized to execute and deliver the Loan Documents; and that Tom McCasland as Secretary of the Nonprofit Corporation (the “Executing Officer”) is hereby authorized, empowered and directed, for and on behalf of, and in the name of each of the Partnership, the General Partner, and the Nonprofit Corporation to execute and deliver Loan Documents to the appropriate parties, and such other documents and instruments in connection therewith as may be necessary or desirable, with such changes and modifications thereto as shall be approved by executing the same such execution and delivery to be conclusive evidence of such approvals; and

BE IT FURTHER RESOLVED, that the form of Partnership Agreement is hereby approved, and the Partnership, General Partner, and Nonprofit Corporation, as applicable, are authorized to execute the Partnership Agreement, pursuant to which *inter alia* Hudson will be admitted to the Partnership; Tom McCasland will withdraw as limited partner, the KV Partner will withdraw as special limited partner; Retreat at Westlock SLP LLC, a Texas limited liability company, will be admitted to the Partnership; and the Capital Contributions will be made and accepted, pursuant to the terms thereof; and will execute and deliver all other documents as may be necessary to consummate the transactions described in this resolution and in the Partnership Agreement on behalf of the Partnership, the General Partner, and/or the Nonprofit Corporation

including any Development Agreement, Right of First Refusal Agreement, Social Services Agreement, Social Services Plan, Unconditional Guaranty, Contribution Certificate(s), and/or such other written instruments or obligations that the Partnership, General Partner, and/or Nonprofit Corporation may be required to execute by Hudson, in connection with the aforesaid events and transactions containing such terms and conditions as are acceptable to the Partnership, General Partner, and/or Nonprofit Corporation (collectively, the "Equity Documents"); and that the Executing Officer is authorized, empowered and directed, for and on behalf of and in the name of the Partnership, General Partner, and Nonprofit Corporation to execute and deliver the Partnership Agreement and Equity Documents; and

BE IT FURTHER RESOLVED, that both the Nonprofit Corporation and Partnership are authorized to execute and deliver an AR Ground Lease as required by Hudson or CONA Lender, and execute and deliver such additional documents and instruments in connection with the leasehold disposition and acquisition of the Property as may be reasonably necessary or desirable to accomplish the transaction; and

BE IT FURTHER RESOLVED, that both the Nonprofit Corporation and Partnership are authorized to execute and deliver the Construction Contracts, and execute and deliver such additional documents and instruments in connection with the construction and development of the Project as may be reasonably necessary or desirable to accomplish the transaction; and

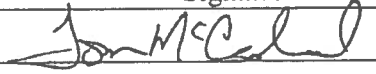
BE IT FURTHER RESOLVED, that the Executing Officer's execution of any document or instrument authorized by the foregoing resolutions, or any document or instrument executed in the accomplishment of any action or actions authorized, or the execution of any amendment or modification of any such document or instrument shall be deemed to be conclusive approval thereof by the Partnership, General Partner, and the Nonprofit Corporation, as the case may be, and the binding act and obligation of the Partnership, General Partner, and the Nonprofit Corporation; and

BE IT FURTHER RESOLVED, that the Nonprofit Corporation finds that the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit the Partnership, General Partner, and the Partnership; and

BE IT FURTHER RESOLVED, that this resolution may be executed in several counterparts, and all so executed shall constitute as one resolution, binding on all the parties hereto. Any counterpart of this resolution, which has separate signature pages attached to it, which will together contain the signatures of all parties or be executed by an attorney-in-fact on behalf of some or all of the parties, shall, for all purposes, be deemed a fully executed instrument; and



BE IT FURTHER RESOLVED, that the Nonprofit Corporation is authorized and directed to deliver a certified copy of the foregoing resolutions to CONA, the County, the Hudson Lender, and Hudson, and to certify that the foregoing resolutions were duly adopted, and that the provisions thereof are in full conformity with the Articles of InNonprofit Corporation and Bylaws of the Nonprofit Corporation; and

BE IT FUTHER RESOLVED, that the following person now holds the office indicated below and that such person's bona fide signature is certified and set forth below:

Name	Title	Signature
Tom McCasland	Secretary of the Nonprofit Corporation	

This resolution shall be in full force and effect from and upon its adoption.

PASSED, by the Board of Commissioners this 15th day of July 2015.

President: 
Secretary: 

HARRIS COUNTY HOUSING AUTHORITY REDEVELOPMENT AUTHORITY

RESOLUTION NO. 15-04

RESOLUTION AUTHORIZING THE HARRIS COUNTY HOUSING AUTHORITY REDEVELOPMENT AUTHORITY, INC. (THE "NONPROFIT CORPORATION") TO (A) ENTER INTO A COMPANY AGREEMENT WITH ITEX DEVELOPMENT, LLC ("ITEX") PURSUANT TO THE AGREEMENT THAT BOTH THE NONPROFIT CORPORATION AND ITEX WILL OWN A 50% INTEREST IN RETREAT AT WESTLOCK DEVELOPMENT, LLC (THE "DEVELOPMENT ENTITY"), WHICH WILL BE USED TO FACILITATE THE DEVELOPMENT OF THE RETREAT AT WESTLOCK APARTMENTS; (B) EXECUTE AND DELIVER ANY AND ALL OTHER REQUISITE DOCUMENTS TO EFFECT THE FOREGOING; AND (C) TAKE ANY OTHER ACTIONS NECESSARY TO CARRY OUT THIS RESOLUTION

WHEREAS, Harris County Housing Authority (the "Authority") through its sponsored affiliate, the Nonprofit Corporation, desires to develop the Retreat at Westlock Apartments, a 140-unit affordable housing development for the elderly to be located in Harris County, Texas (the "Project"); and

WHEREAS, the Authority and its development partner, ITEX, have collaborated on a development plan for the Project; and

WHEREAS, the Authority and ITEX intend to co-develop the Project, as equal members of a limited liability company known as "Retreat at Westlock Developer, LLC" (the "Developer Entity") and seek to reflect the agreement between the parties in a company agreement;

NOW, THEREFORE, BE IT RESOLVED, by the Nonprofit Corporation, that that the form of Company Agreement for the Development Entity, pursuant to which the Nonprofit Corporation and ITEX will own 50% of the membership interests in the Developer Entity (the "Company Agreement") is hereby approved, and the Nonprofit Corporation is authorized to execute the Company Agreement and to execute and deliver all other documents as may be necessary to consummate the transactions described in this resolution and in the Company Agreement (if any, the "Related Documents"); and that Tom McCasland, in his capacity as Secretary of the Nonprofit Corporation, is authorized, empowered and directed for, on behalf of, and in the name of the Nonprofit Corporation to execute and deliver the Company Agreement and Related Documents.

These Resolutions shall be in full force and effect from and upon their adoption.

PASSED, by the Board of Commissioners this 15th day of July 2015.

President:



Secretary:



RESOLUTION 15-05

**RESOLUTION TO NAME ACTING SECRETARY OF HARRIS COUNTY HOUSING
AUTHORITY REDEVELOPMENT AUTHORITY**

WHEREAS, the corporation's secretary, Tom McCasland, has tendered his resignation to the Board of Directors effective August 31, 2015; and

WHEREAS, the Harris County Housing Authority Board has formed a CEO Search Committee that is actively interviewing qualified candidates for the CEO posting; and

WHEREAS, the CEO of Harris County Housing Authority serves as the Secretary of Harris County Housing Authority Redevelopment Authority; and

WHEREAS, the Board has not extended an offer of employment to any CEO candidate at this time;

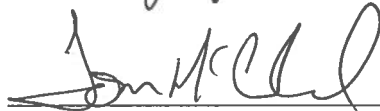
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors names Horace Allison as acting Secretary of the Harris County Housing Authority Redevelopment Authority's Board of Directors effective September 1, 2015 with all powers and duties of Secretary until such time as the Board of Directors deems otherwise.

PASSED, by the Board of Directors this 26th day of August 2015.

President: _____



Secretary: _____



RESOLUTION NO. 15-06

**RESOLUTION AUTHORIZING THE HCHA REDEVELOPMENT
AUTHORITY, INC. (THE "CORPORATION") TO FORM THE
GENERAL PARTNER AND PARTNERSHIP FOR THE FENIX ESTATES
PROJECT; TO ESTABLISH THE BANKING ACCOUNT FOR
PARTNERSHIP; AND TO CARRY OUT ANY OTHER ACTIONS
DEEMED NECESSARY FOR THESE RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation") formed under the Texas Business Organizations Code by Harris County Housing Authority (the "Authority"), desires to become the sole member of the General Partner of Fenix Estates I GP, LLC, the general partner of Fenix Estates I, LP (the "Partnership"); and

WHEREAS, the Partnership intends to apply for an award of 4% low income housing tax credits ("Tax Credits") from the Texas Department of Housing and Community Affairs in order to raise funding for the construction of the Fenix Estates, an approximately 200-unit multifamily housing and commercial development in Houston, Harris County, Texas (the "Project"); and

WHEREAS, the Corporation desires to authorize the creation of the Partnership and its general partner;

NOW THEREFORE, BE IT RESOLVED THAT, in connection with the transactions contemplated by this resolution, the Corporation, in its corporate capacity and in its capacity as the sole member of Fenix Estates I GP, LLC, hereby adopts the following resolution:

Certificate of Formation of the Company

BE IT FURTHER RESOLVED, that the Certificate of Formation of Fenix Estates I GP, LLC, a Texas limited liability company (the "Company"), attached hereto as Exhibit "A", has been prepared for filing with the Secretary of State of the State of Texas and is to be filed with the Secretary of the State of Texas, and that the Certificate of Filing and a copy of the Certificate of Formation as returned by the Secretary of State upon filing be inserted into the minute book of the Company; and

BE IT FURTHER RESOLVED, that the Company is being formed for its company purpose and to otherwise deal with the Project in accordance with any applicable regulations, and the provisions of its Company Agreement; and

Company Agreement

BE IT FURTHER RESOLVED, that the form of Company Agreement attached hereto as Exhibit “B”, be, and it hereby is, approved and is adopted as the Company Agreement of the Company; and

BE IT FURTHER RESOLVED, that the sole member of the Company is directed to certify a copy of this Company Agreement and insert it in the minute book of the Company, and maintain it in the principal office of the Company, open for inspection by any partner of the Partnership, or by any officer or member of the Company, at all reasonable times during office hours; and

Certificate of Formation of the Partnership

BE IT FURTHER RESOLVED that the Certificate of Formation of the Partnership, attached hereto as Exhibit “C”, has been prepared for filing with the Secretary of State of the State of Texas and is to be filed with the Secretary of the State of Texas, and that the Certificate of Filing and a copy of the Certificate of Formation as returned by the Secretary of State upon filing shall be inserted into the minute book of the Partnership; and

BE IT FURTHER RESOLVED, that the Partnership is being formed to construct, develop, renovate, repair, improve, maintain, operate, lease, dispose of and otherwise deal with the Project in accordance with any applicable regulations, and the provisions of its Agreement of Limited Partnership; and

Adoption of Partnership Agreement

BE IT FURTHER RESOLVED, that the form of Agreement of Limited Partnership attached hereto as Exhibit “D”, be, and it hereby is, approved to be adopted as the Agreement of Limited Partnership of the Partnership and that the Company, in its capacity as general partner of the Partnership, is hereby authorized to execute the Agreement of Limited Partnership; and

BE IT FURTHER RESOLVED, that the Company, as general partner of the Partnership, is directed to certify a copy of the fully-executed Agreement of Limited Partnership and insert it in the minute book of the Partnership, and maintain it in the principal office of the Partnership, open for inspection by any partner of the Partnership, or by any officer or member of the Company, at all reasonable times during office hours; and

Banking Authority

BE IT FURTHER RESOLVED, that the Company be, and it hereby is, authorized and directed to execute and deliver on behalf of itself and/or the Partnership, such form a resolution of any state or national banking institution that the Company may select (the "Bank"), as may be required to establish whatever checking accounts and borrowing accounts the Company shall deem necessary and appropriate for the Company's use and for and on behalf of the Partnership; and

BE IT FURTHER RESOLVED, that the Company be, and hereby is, authorized to certify to the Bank that this resolution have been duly adopted and to verify to the Bank the name and specimen signature of ~~Harce~~ Allison, who is the person authorized hereby to sign on behalf of the Company and/or on behalf of the Partnership, and, if and when any new authorized person is selected, to verify the fact of the change and the name and specimen signature of the newly authorized person; and

BE IT FURTHER RESOLVED, that this resolution and the former resolution to which it is applicable shall continue in full force and effect until official written notice of the rescission thereof by the Company and/or the Partnership has been given to the Bank; and

Ratification

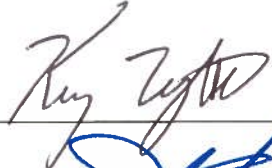
BE IT FURTHER RESOLVED, that the signing of this resolution shall constitute full ratification of any actions previously taken in contemplation of this resolution by the signatories; and

BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by this resolution have already been taken on behalf of the Corporation, such actions are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken; and

BE IT FURTHER RESOLVED, that the Corporation is authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by this resolution.

This resolution shall be in full force and effect from and upon its adoption.

PASSED, by the Board of Directors this 16th day of September 2015.

President:  _____

Acting Secretary:  _____

RESOLUTION NO. 15-07

RESOLUTION AUTHORIZING THE EXECUTION OF DOCUMENTS IN CONNECTION WITH THE AWARD OF TAX CREDITS, ISSUANCE OF BONDS, AND OTHER FINANCING DOCUMENTS TO FINANCE THE DEVELOPMENT OF THE FENIX ESTATES PROJECT

WHEREAS, HCHA Redevelopment Authority, Inc. (the "Corporation"), a Texas non-profit corporation, has been created by Harris County Housing Authority (the "Authority") for the purposes of promoting community welfare by providing decent housing that is affordable to low income families in the City of Houston and Harris County, Texas, and providing support services to the residents of such housing; and

WHEREAS, the Corporation serves as the sole member of the general partner of Fenix Estates I, LP (the "Partnership"), which is a partnership formed to develop and construct approximately 200 units of affordable housing known as Fenix Estates (the "Project"); and

WHEREAS, the Partnership intends to finance the Project with the use of tax credits, bonds, and CDBG-DR funds which were granted to the Authority; and

WHEREAS, the Partnership shall submit an application for an award of 4% tax credits for the Project and related documents (collectively the "Tax Credit Application") to the Texas Department of Housing and Community Affairs; and

WHEREAS, the Partnership shall submit an application and related documents for bond financing for the Project (collectively the "Bond Application") to the Texas Bond Review Board and Texas Attorney General; and

WHEREAS, in order to facilitate the foregoing, it is necessary to authorize the Chief Executive Officer / Executive Director of the Authority and the President and Secretary of the Corporation to execute any and all documents for the transactions relating to the Tax Credit Application or the Bond Application;

NOW, THEREFORE, BE IT RESOLVED by the governing Board of HCHA Redevelopment Authority, Inc. that Kerry Wright, Chairman of the Board of Commissioners of the Authority and President of the Corporation's Board of Directors, and Horace Allison, the Chief Executive Officer / Executive Director of the Authority and the Secretary of the Corporation's Board of Directors, are each individually authorized to execute any and all documents on behalf of the Corporation, Fenix Estates I GP, LLC (the "GP"), and/or the Partnership as necessary and appropriate for, on behalf of, and in the name of the Corporation, the GP, and/or the Partnership, including but not limited to, the Determination Notice from the

Texas Department of Housing and Community Affairs, and any and all other loan and bond documents as necessary to develop and finance the Project, including the Bond Application and the Tax Credit Application; and

BE IT FURTHER RESOLVED that the Corporation hereby approves the submission of the Bond Application and the Tax Credit Application, in its individual capacity and in its capacity as the sole member of the GP which is the sole general partner of the Partnership; and that the Corporation hereby also approves the submission of the Bond Application and the Tax Credit Application on behalf of the Partnership; and

BE IT FURTHER RESOLVED that this resolution and the form resolutions to which it is applicable shall continue in full force and effect until official written notice of the rescission thereof by the Corporation; and

BE IT FURTHER RESOLVED that the recitals of this resolution are hereby found to be true and are incorporated herein for all purposes; and

BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by this resolution have already been taken on behalf of the Corporation, the GP, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the GP, and/or the Partnership, effective as of the date such actions were taken; and

BE IT FURTHER RESOLVED that the Corporation is authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by this resolution.

PASSED, by the Board of Directors this 21st day of October 2015.

President: _____



Secretary: _____



RESOLUTION NO. 15-08

**RESOLUTION NAMING VICE PRESIDENT
OF HCHA REDEVELOPMENT AUTHORITY, INC.'S BOARD OF
DIRECTORS**

WHEREAS, Article III of the Bylaws of the Harris County Housing Authority Redevelopment Authority establishes the position of Vice President of the Board of Directors; and

WHEREAS, Joe Ellis currently serves as Vice President of the Board of Commissioners of the HCHA Redevelopment Authority, Inc.; and

WHEREAS, Joe Ellis has resigned as Vice President of the Board of Directors of the Harris County Housing Authority Redevelopment Authority effective October 21, 2015;

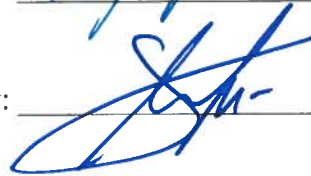
NOW, THEREFORE, BE IT RESOLVED that, by majority vote of the Board of Directors, Treasurer Womack is named Vice President of the Board to fill the unexpired term of that Office.

PASSED, by the Board of Directors this 21st day of October 2015.

President: _____



Secretary: _____



RESOLUTION NO. 15-09

**RESOLUTION NAMING TREASURER OF HCHA REDEVELOPMENT
AUTHORITY, INC.'S BOARD OF DIRECTORS**

WHEREAS, Article III of the Bylaws of the Harris County Housing Authority Redevelopment Authority, Inc. establishes the position of Secretary of the organization; and

WHEREAS, Gerald Womack currently serves as Treasurer of the Board of Directors of the HCHA Redevelopment Authority, Inc.; and

WHEREAS, Gerald Womack was elected as Vice President of the Board of Directors of the Harris County Housing Authority Redevelopment Authority, Inc. effective October 21, 2015, leaving a vacancy in the role of Treasurer on the Board;

NOW, THEREFORE, BE IT RESOLVED that, by majority vote of the Board of Directors, Commissioner Gonzalez is named Treasurer of the Board to fill the unexpired term of that Office.

PASSED, by the Board of Directors this 18th day of November 2015.

President: _____
Secretary: _____

