

**RESOLUTION NO. 16-01**

**RESOLUTION BY THE HARRIS COUNTY HOUSING AUTHORITY  
PUBLIC FACILITY CORPORATION FOR INDUCEMENT OF BONDS TO  
BE ISSUED TO FINANCE THE FENIX ESTATES PROJECT**

**WHEREAS**, the Board of Commissioners of the Harris County Housing Authority (the “Unit”) has, pursuant to the Public Facility Corporation Act, Chapter 303, Texas Government Code, as amended (the “Act”), approved and created Harris County Housing Authority Public Facility Corporation, a nonprofit public facility corporation (the “Issuer”); and

**WHEREAS**, the Issuer, on behalf of the Unit is empowered to issue bonds to finance, refinance, or provide one or more public facilities, as such term is defined in the Act, which projects will be within or partially within the Unit’s boundaries, including Harris County, Texas; and

**WHEREAS**, Fenix Estates I, LP, a Texas limited partnership (the “User”), has requested that the Issuer finance a low income multi-family housing project named Fenix Estates consisting of approximately 200 units to be located at 3815 Gulf Freeway, Houston, Texas 77003 (the “Project”) within the boundaries of the Unit in Harris County, Texas, and further that the Issuer adopt this Resolution with respect to the acquisition, construction, and installation of the Project; and

**WHEREAS**, the User has advised the Issuer that a contributing factor which would further induce the User to proceed with providing for the acquisition and construction of the Project would be a commitment and agreement by the Issuer to issue revenue bonds pursuant to the Act (the “Bonds”) to finance and pay for the Project; and

**WHEREAS**, in view of a shortage of decent, safe and sanitary housing for persons and families of low income at prices or rentals that they can afford, it is considered essential that construction of the Project be completed at the earliest practicable date, but at the same time, the User wishes to begin construction of the Project after satisfactory assurances from the Issuer, subject to the conditions set forth herein, that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the costs of the Project will be made available to finance the Project; and

**WHEREAS**, the Issuer finds, intends, and declares that this Resolution shall constitute its official binding commitment, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount of up to \$20,000,000 and to expend the proceeds thereof to acquire, construct, and install the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds; and

**WHEREAS**, in order to finance and pay for the Project through the issuance of revenue bonds, the interest on which is excludable from the gross income of the holders thereof under the

Internal Revenue Code of 1986, as amended (the "Code"), the Issuer must apply to the Texas Bond Review Board (the "TBRB") for a reservation of state ceiling available to "private activity bonds" (as defined in the Code) for a calendar year;

**NOW, THEREFORE, BE IT RESOLVED** that the following actions of the issuer are hereby ratified and approved:

Section 1. Subject to the terms hereof, the Issuer agrees that it will:

(a) Issue the Bonds, and if the User and the Issuer agree, other evidences of indebtedness providing temporary financing of the Project which will be issued after the date hereof and be refunded by the Bonds pursuant to the Act, or any other Texas legislation heretofore or hereafter enacted which may provide a suitable method of financing in addition to or in substitution for the Act.

(b) Cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, the Issuer will take such action and authorize the execution of such documents and will take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary or desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums, paying agents' charges, and Trustee's fees, if any, on the Bonds; payment of fees and charges of the Issuer or the Unit; acquisition, construction, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any appropriate and necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be mutually satisfactory to the Issuer, the Unit, and the User.

(c) If the proceeds from the sale of the Bonds are insufficient, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, and installation of the Project, as requested by the User and within then applicable limitations.

(d) Take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas, the Unit, nor any political issuer, subdivision, or agency of the State of Texas shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State of Texas, the

Unit, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The obligation of the Issuer to issue the Bonds is specifically subject to satisfaction of each of the following conditions:

- (i) evidence that the Project will not be operated for profit or as a source of revenue to the Issuer or User;
- (ii) the receipt of a ruling from the Internal Revenue Service or an opinion from nationally recognized bond counsel, substantially to the effect that the interest on the Bonds is excludable from gross income tax purposes under existing law;
- (iii) Approval of the Bonds by all other governmental agencies required to approve the Bonds including, but not limited to, approval of the Bonds by the Attorney General of the State of Texas and any other applicable governmental authority; and
- (iv) any other conditions reasonably imposed by the Issuer.

Section 2. The Issuer hereby authorizes the submission of an application to the TBRB for a reservation of the state ceiling for "private activity bonds" for program year 2016 and each subsequent calendar year at the User's request to finance the Project. Any officer of the Board of Directors is hereby authorized to execute and submit an application to the TBRB in such form as may be approved by the TBRB for such purpose.

Section 3. It is understood by the Issuer and the Unit, and the User has represented to the Issuer, that in consideration of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that:

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself to pay to the Issuer (or to a Trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums, paying agents' fees, and Trustee's fees, if any, on the Bonds, as and when the same become due and payable, with such contract to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User.

(b) The User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times, indemnify and hold harmless the Issuer against all losses, costs, damages, expenses, and liabilities of

whatsoever nature (including but not limited to attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, installation, operation, use, occupancy, maintenance, or ownership of the Project.

(c) The User will provide to the Issuer all information required to be submitted to the TBRB and any other governmental agencies for approval of the Project or the Bonds and will execute all necessary documents in connection therewith.

Section 4. The Issuer finds, determines, recites, and declares that the issuance of the Bonds to provide financing for the Project will promote the public purposes set forth in Section 303 of the Act, including, without limitation, assisting persons of low and moderate income to obtain decent, safe and sanitary housing at rentals they can afford.

Section 5. It is understood by the Issuer that all commitments of the Issuer and the User with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than three years from the date of this Resolution, or such other date as shall be mutually satisfactory to the Issuer and the User.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any of its wholly-owned subsidiaries; (iii) any "related person" as defined in Section 144(a)(3) of the Code; or (iv) any legal successor thereto, respectively, subject to approval of the Issuer's bond counsel and, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. The adoption of this Resolution, as requested by the User, shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing financing for the Project, and this Resolution shall constitute an agreement between the Authority (on behalf of the Issuer) and the User effective on the date that this Resolution is adopted, and this Resolution is affirmative of official action taken by the Issuer towards the issuance of the Bonds.

**PASSED**, by the Board of Directors this 25th day of April 2016.

President: \_\_\_\_\_

Secretary: \_\_\_\_\_

**RESOLUTION NO. 16-02**

**RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY  
PUBLIC FACILITY CORPORATION TO GRANT AN EASEMENT TO  
CENTERPOINT ENERGY RESOURCES CORP., D/B/A CENTERPOINT ENERGY  
TEXAS GAS OPERATIONS FOR GAS MAIN EXTENSIONS**

**WHEREAS**, Harris County Housing Authority Public Facility Corporation owns the following property upon which The Retreat at Westlock is being built:

Unrestricted Reserve "A" of Block 1 of Retreat at Westlock, a subdivision located in the William Perkins Survey, Abstract 621, Harris County, Texas, according to the map or plat thereof recorded in Film Code No. 665242 of the Map Records of said county and state, being the same property described in a deed from Baker-Jackson Real Estate Investments, LTD., to Harris County Housing Authority Public Facility Corporation, dated August 28, 2014 and filed for record under County Clerk's File No. 20140389778 in the Official Public Records of Real Property of said County and State

(the "Property"); and

**WHEREAS**, Centerpoint Energy Resources Corp., d/b/a Centerpoint Energy Texas Gas Operations ("Centerpoint") is the natural gas utility provider to the Property ; and

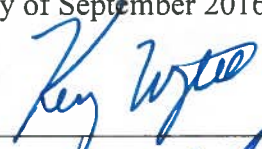
**WHEREAS**, in order to provide natural gas services, Centerpoint has requested an Easement across the Property;

**NOW, THEREFORE, BE IT RESOLVED** that the Harris County Housing Authority Public Facility Corporation is authorized to grant an Easement to Centerpoint for gas main extensions to, and upon, the Property;

**PASSED**, by the Board of Directors this 22<sup>nd</sup> day of September 2016.

President: \_\_\_\_\_

Secretary: \_\_\_\_\_



**RESOLUTION NO. 16-03**

**RESOLUTION OF THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION TO ENTER INTO A THIRD AMENDMENT TO AGREEMENT BETWEEN HARRIS COUNTY AND HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION FOR THE RETREAT AT WESTLOCK; AND AUTHORIZING THE CORPORATION TO TAKE SUCH OTHER STEPS AS THE CORPORATION DEEMS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, Harris County Housing Authority Public Facility Corporation (“the Corporation”) is a sponsored affiliate of the Authority; and

**WHEREAS**, on June 25, 2013, the Corporation entered into an agreement (“the Agreement”) with Harris County, Texas (the “County”) in which the County loaned the Corporation \$1,133,000.00 in Home Investment Partnership Programs (“HOME”) funds for the Retreat at Westlock development, a 140-unit affordable housing development for the elderly located at the southwest corner of State Highway 249 and Westlock Road in Harris County (the “Project”); and

**WHEREAS**, the Authority authorized, and the Corporation formed, HCHA Westlock, LLC, whose sole member is the Corporation (“HCHA Westlock”); and

**WHEREAS**, HCHA Westlock is the General Partner of the Retreat at Westlock, LTD (the “Partnership”); and

**WHEREAS**, on April 8, 2014, the Corporation and County amended the Agreement to: 1) add HOME Funds in the amount of \$800,000.00 for a total HOME funds loan of \$1,933,000.00 for acquisition and inspection costs; 2) replace the previous Loan Note for the HOME funds; 3) increase the number of assisted units from 29 units to 49 units; 4) increase the number of Section 504 units; and, 5) revise deadlines to account for Project delays.; and

**WHEREAS**, on August 25, 2015, the Corporation and County further amended the Agreement to: 1) revise the Budget to add \$200,000.00 in HOME funds for a total of \$2,133,000.00 in HOME funds, add \$420,000.00 in CDBG-D Round 2 funds, and increase HOME Match funds; 2) replace the previous Loan Note for HOME funds; 3) include options if bids received are over budget; 4) include Whistleblower Protection Act provisions; 5) increase the number of assisted units from 49 to 71 units; and 6) revise deadlines to account for Project delays; and

**WHEREAS**, the Corporation and the County now wish to amend the Agreement once again in order to: 1) revise the Scope of Services to increase the number of HOME assisted-units from 71 to 72; and 2) amend the Budget to add non-county funds in the amount of \$2,283,733.00 to the Project; and

**WHEREAS**, in connection with this Third Amendment to the Agreement between the Corporation and the County, the Partnership and Corporation may be required to enter into various documents, including, but not limited to, commitments, amendments to documents evidencing and governing the original loans, promissory notes, fee and leasehold deeds of trust with absolute assignment of leases and rents, regulatory agreement, security agreement and fixture filing, indemnity agreements, guaranties, certificates, directions, approvals, waivers, notices, instruments, assignments, and other communications as may be required by the County, any other lender with a loan secured by a fee or leasehold interest in the Project, and/or the Partnership's limited partner (all of documents collectively, the "Transaction Documents"); and

**WHEREAS**, the Authority authorized the Corporation to enter into a Third Amendment to Agreement Between Harris County and Harris County Housing Authority Public Facility Corporation for the Retreat at Westlock Project in substantially similar form as Exhibit A attached to this Resolution;



**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of the Harris County Housing Authority Public Facility Corporation authorizes the Corporation to enter into a Third Amendment to Agreement Between Harris County and Harris County Housing Authority Public Facility Corporation for the Retreat at Westlock Project in substantially similar form as Exhibit A attached to this Resolution; and

**BE IT FURTHER RESOLVED**, that the execution by the Executing Officer of any document or instrument authorized by this Resolution, 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 Authority and the Corporation, as the case may be, and the binding act and obligation of such entity; and

**BE IT FURTHER RESOLVED**, that the Board of Directors of the Corporation finds the actions authorized by this Resolution may reasonably be expected to directly or indirectly benefit each of the Authority and the Corporation; and

**BE IT FURTHER RESOLVED**, that the Corporation is authorized and directed to deliver a certified copy of the foregoing Resolution to the County, any other lender with a loan secured by a fee or leasehold interest in the Project, and/or the Partnership's limited partner, and to certify that the foregoing Resolution was duly adopted and that the provisions thereof are in full conformity with the governing and organizational documents of each of the Corporation; and

**BE IT CERTIFIED** 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
Horace Allison	CEO of the Authority	
Horace Allison	Secretary of the Corporation	

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

**PASSED**, by the Board of Directors this 22nd day of September 2016.

President:  \_\_\_\_\_  
Secretary:  \_\_\_\_\_



**RESOLUTION NO. 16-04**

**RESOLUTION BY THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "ISSUER") FOR INDUCEMENT OF BONDS TO BE ISSUED TO FINANCE THE FENIX ESTATES PROJECT**

**WHEREAS**, the Board of Commissioners of the Harris County Housing Authority (the "Unit"), pursuant to the Public Facility Corporation Act, Chapter 303, Texas Government Code, as amended (the "Act"), has approved and created Harris County Housing Authority Public Facility Corporation, a nonprofit public facility corporation (the "Issuer"); and

**WHEREAS**, the Issuer, on behalf of the Unit is empowered to issue bonds to finance, refinance, or provide one or more public facilities, as such term is defined in the Act, which projects will be within or partially within the Unit's boundaries, including Harris County, Texas; and

**WHEREAS**, Fenix Estates I, LP, a Texas limited partnership (the "User"), has requested that the Issuer finance a low income multi-family housing project named Fenix Estates consisting of approximately 200 units to be located at 3815 Gulf Freeway, Houston, Texas 77003 (the "Project") within the boundaries of the Unit in Harris County, Texas, and further that the Issuer adopt this Resolution with respect to the acquisition, construction, and installation of the Project; and

**WHEREAS**, the User has advised the Issuer that a contributing factor which would further induce the User to proceed with providing for the acquisition and construction of the Project would be a commitment and agreement by the Issuer to issue revenue bonds pursuant to the Act (the "Bonds") to finance and pay for the Project; and

**WHEREAS**, in view of a shortage of decent, safe and sanitary housing for persons and families of low income at prices or rentals that they can afford, it is considered essential that construction of the Project be completed at the earliest practicable date, but at the same time, the User wishes to begin construction of the Project after satisfactory assurances from the Issuer, subject to the conditions set forth herein, that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the costs of the Project will be made available to finance the Project; and

**WHEREAS**, the Issuer finds, intends, and declares that this Resolution shall constitute its official binding commitment, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount of up to \$30,000,000 and to expend the proceeds thereof to acquire, construct, and install the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds; and

**WHEREAS**, in order to finance and pay for the Project through the issuance of revenue bonds, the interest on which is excludable from the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "Code"), the Issuer must apply to the Texas Bond Review Board (the "TBRB") for a reservation of state ceiling available to "private activity bonds" (as defined in the Code) for a calendar year;

**NOW, THEREFORE, BE IT RESOLVED** that the following actions of the Issuer are hereby ratified and approved:

Section 1. Subject to the terms hereof, the Issuer agrees that it will:

(a) Issue the Bonds, and if the User and the Issuer agree, other evidences of indebtedness providing temporary financing of the Project which will be issued after the date hereof and be refunded by the Bonds pursuant to the Act, or any other Texas legislation heretofore or hereafter enacted which may provide a suitable method of financing in addition to or in substitution for the Act.

(b) Cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, the Issuer will take such action and authorize the execution of such documents and will take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary or desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums, paying agents' charges, and Trustee's fees, if any, on the Bonds; payment of fees and charges of the Issuer or the Unit; acquisition, construction, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any appropriate and necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be mutually satisfactory to the Issuer, the Unit, and the User.

(c) If the proceeds from the sale of the Bonds are insufficient, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, and installation of the Project, as requested by the User and within then applicable limitations.

(d) Take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas, the Unit, nor any political issuer, subdivision, or agency of the State of Texas shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State of Texas, the Unit, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The obligation of the Issuer to issue the Bonds is specifically subject to satisfaction of each of the following conditions:

(i) evidence that the Project will not be operated for profit or as a source of revenue to the Issuer or User;

(ii) the receipt of a ruling from the Internal Revenue Service or an opinion from nationally recognized bond counsel, substantially to the effect that the interest on the Bonds is excludable from gross income tax purposes under existing law;

(iii) Approval of the Bonds by all other governmental agencies required to approve the Bonds including, but not limited to, approval of the Bonds by the Attorney General of the State of Texas and any other applicable governmental authority; and

(iv) any other conditions reasonably imposed by the Issuer.

Section 2. The Issuer hereby authorizes the submission of an application to the TBRB for a reservation of the state ceiling for "private activity bonds" for program year 2016 and each subsequent calendar year at the User's request to finance the Project. Any officer of the Board of Directors is hereby authorized to execute and submit an application to the TBRB in such form as may be approved by the TBRB for such purpose.

Section 3. It is understood by the Issuer and the Unit, and the User has represented to the Issuer, that in consideration of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that:

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself to pay to the Issuer (or to a Trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums, paying agents' fees, and Trustee's fees, if any, on the Bonds, as and when the same become due and payable, with such contract to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User.

(b) The User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times, indemnify and hold harmless the Issuer against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, installation, operation, use, occupancy, maintenance, or ownership of the Project.

(c) The User will provide to the Issuer all information required to be submitted to the TBRB and any other governmental agencies for approval of the Project or the Bonds and will execute all necessary documents in connection therewith.

Section 4. The Issuer finds, determines, recites, and declares that the issuance of the Bonds to provide financing for the Project will promote the public purposes set forth in Section 303 of the Act, including, without limitation, assisting persons of low and moderate income to obtain decent, safe and sanitary housing at rentals they can afford.


Section 5. It is understood by the Issuer that all commitments of the Issuer and the User with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than three years from the date of this Resolution, or such other date as shall be mutually satisfactory to the Issuer and the User.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any of its wholly-owned subsidiaries; (iii) any "related person" as defined in Section 144(a)(3) of the Code; or (iv) any legal successor thereto, respectively, subject to approval of the Issuer's bond counsel and, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. The adoption of this Resolution, as requested by the User, shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing financing for the Project, and this Resolution shall constitute an agreement between the Authority (on behalf of the Issuer) and the User effective on the date that this Resolution is adopted, and this Resolution is affirmative of official action taken by the Issuer towards the issuance of the Bonds.

PASSED, by the Board of Directors this 19th day of October 2016.

President:



Secretary:

