

**RESOLUTION NO. 13-01**

**RESOLUTION TO ELECT THE OFFICERS OF HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE “CORPORATION”) AND AUTHORIZE THE OFFICERS TO PERFORM ALL ACTS NECESSARY AND APPROPRIATE TO CARRY OUT THE BUSINESS OF THE CORPORATION**

**WHEREAS**, at a meeting of the Board of Directors of Harris County Housing Authority Public Facility Corporation (the “Corporation”), the Corporation undertakes the following actions:

**NOW, THEREFORE**, the Board of Directors of the Corporation hereby adopt the following resolutions at a duly-called meeting of the Corporation:

**RESOLVED**, that the individuals named below are hereby appointed as the current Officers of the Corporation:

President – Beto Cardenas

Vice President – Kerry Wright

Secretary – Tom McCasland

**RESOLVED FURTHER**, that each Officer above may enter into contracts or execute and deliver instruments on behalf of the Corporation;

**RESOLVED FURTHER**, that the each of the officers named above shall serve in his or her respective capacity until (a) a successor is duly qualified and appointed by the Board of Directors of the Corporation; or (b) such individual no longer serves as a Commissioner of the Board of the Harris County Housing Authority (the “Authority”), a staff member of the Authority, or an Officer of the Authority, in which case his or her office shall be vacated until a successor is duly qualified, appointed and approved.

**RESOLVED FURTHER**, that these Officers are empowered to carry out the day-to-day business of the Corporation, to perform all acts necessary and appropriate to carry out the business of the Corporation, subject to the direction and control of the Directors;

**RESOLVED FURTHER**, that all acts, transactions, agreements, or actions undertaken by any of the Officers, Directors, and/or representatives of this Corporation, prior to this date, in connection with the foregoing matters, the formation of the Corporation, and all matters resolved in all previous resolutions of the Corporation, are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken;

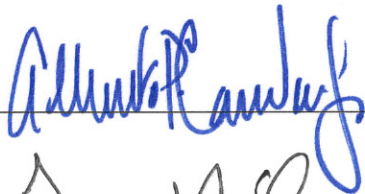
**RESOLVED FURTHER**, that all resolutions, consents, certificates, agreements, and actions undertaken prior hereto by any of the Officers and/or Directors of this Corporation, are

hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken; and

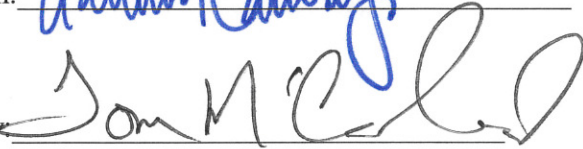
**RESOLVED FURTHER**, that the Officers and Directors of the Corporation be, and they hereby are, authorized to do any and all acts and things and to execute any and all agreements, consents, certificates, and documents as in their opinion, or in the opinion of counsel to the Corporation, may be necessary or appropriate in order to carry out the purposes and intent of any of the foregoing resolutions.

PASSED, by the Board of Directors of the Corporation this 26th day of March 2013.

Chairman:



Secretary:



## **RESOLUTION NO. 13-02**

### **RESOLUTION SIGNATORY AUTHORITY FOR HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE “CORPORATION”) TO OPEN AND MAINTAIN BANK ACCOUNTS AND AUTHORIZE THE AUTHORIZED OFFICERS TO PERFORM ALL ACTS NECESSARY AND APPROPRIATE TO CARRY OUT THE BUSINESS OF THE CORPORATION**

**WHEREAS**, at a meeting of the Board of Directors of Harris County Housing Authority Public Facility Corporation (the “Corporation”), the Corporation undertakes the following actions:

**NOW, THEREFORE**, the Board of Directors of the Corporation hereby adopt the following resolutions at a duly-called meeting of the Corporation:

**RESOLVED**, that the Corporation is authorized and directed to open and maintain an account in any state or national banking institution (the “Bank”) that the Corporation may select, as may be required to establish whatever checking accounts and borrowing accounts the Corporation shall deem necessary and appropriate for and on behalf of itself and/or for and on behalf of any entity affiliated with the Corporation that is controlled by the Harris County Housing Authority or by the Corporation;

**RESOLVED FURTHER**, that the Corporation hereby is authorized to certify to the Bank that these Resolutions have been duly adopted and to verify to the Bank the names and specimen signatures of the Corporation authorized hereby to sign, and if and when any new authorized persons are elected, to verify the fact of the change and the name and specimen signature of the Corporation;

**RESOLVED FURTHER**, 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 has been given to the Bank;

**RESOLVED FURTHER**, that (a) the Secretary, Thomas McCasland, and (b), Joseph Ellis (each (a) and (b) an “Authorized Officer”), in accordance with the Bylaws of the Corporation, is each individually authorized to sign checks, drafts, and other instruments drawn on the bank accounts of the Corporation at the Bank;

**RESOLVED FURTHER**, that these Authorized Officers are empowered to carry out the day-to-day business of the Corporation, to perform all acts necessary and appropriate to carry out the business of the Corporation and purposes of these Resolutions, subject to the direction and control of the Directors; and

**RESOLVED FURTHER**, that the Authorized Officers and Directors of the Corporation be, and they hereby are, authorized to do any and all acts and things and to execute any and all

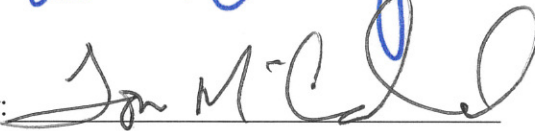
agreements, consents, certificates, and documents as in their opinion, or in the opinion of counsel to the Corporation, may be necessary or appropriate in order to carry out the purposes and intent of any of the foregoing resolutions.

**PASSED**, by the Board of Directors of the Corporation this 26th day of March 2013.

Chairman:

A handwritten signature in blue ink, appearing to read "William P. Cantu", written over a horizontal line.

Secretary:

A handwritten signature in black ink, appearing to read "Jon McCall", written over a horizontal line.

**PFC RESOLUTION NO. 13-3  
HARRIS COUNTY HOUSING AUTHORITY  
PUBLIC FACILITY CORPORATION**

**RESOLUTION TO ELECT THE OFFICERS OF HARRIS COUNTY  
HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE  
“CORPORATION”) AND AUTHORIZE THE OFFICERS TO PERFORM  
ALL ACTS NECESSARY AND APPROPRIATE TO CARRY OUT THE  
BUSINESS OF THE CORPORATION**

**WHEREAS**, at a meeting of the Board of Directors of Harris County Housing Authority Public Facility Corporation (“Corporation”), the Corporation undertakes the following actions:

**NOW, THEREFORE**, the Board of Directors of the Corporation hereby adopts the following resolutions at a duly-called meeting of the Corporation:

**RESOLVED**, that the individuals named below are hereby appointed as the current Officers of the Corporation:

President – Kerry Wright

Vice President – David Riddle

Secretary – Tom McCasland

**RESOLVED FURTHER**, that each Officer above may enter into contracts or execute and deliver instruments on behalf of the Corporation;

**RESOLVED FURTHER**, that the each of the officers named above shall serve in his or her respective capacity until (a) a successor is duly qualified and appointed by the Board of Directors of the Corporation; or (b) such individual no longer serves as a Commissioner of the Board of the Harris County Housing Authority (the “Authority”), a staff member of the Authority, or an Officer of the Authority, in which case his or her office shall be vacated until a successor is duly qualified, appointed and approved.

**RESOLVED FURTHER**, that these Officers are empowered to carry out the day-to-day business of the Corporation, to perform all acts necessary and appropriate to carry out the business of the Corporation, subject to the direction and control of the Directors;

**RESOLVED FURTHER**, that all acts, transactions, agreements, or actions undertaken by any of the Officers, Directors, and/or representatives of this Corporation, prior to this date, in connection with the foregoing matters, the formation of the Corporation, and all matters resolved in all previous resolutions of the Corporation, are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken;

**RESOLVED FURTHER**, that all resolutions, consents, certificates, agreements, and actions undertaken prior hereto by any of the Officers and/or Directors of this Corporation, are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken; and

**RESOLVED FURTHER**, that the Officers and Directors of the Corporation be, and they hereby are, authorized to do any and all acts and things and to execute any and all agreements, consents, certificates, and documents as in their opinion, or in the opinion of counsel to the Corporation, may be necessary or appropriate in order to carry out the purposes and intent of any of the foregoing resolutions.

PASSED, by the Board of Directors of the Corporation this 17th day of July 2013.

President: 

Secretary: 

**RESOLUTION NO. 13-04  
HARRIS COUNTY HOUSING AUTHORITY  
PUBLIC FACILITY CORPORATION**

**RESOLUTION APPROVING AND AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "CORPORATION") TO EXECUTE LOAN DOCUMENTS IN ORDER TO FACILITATE THE FINANCING OF RETREAT AT WESTLOCK IN TOMBALL, TEXAS; AND AUTHORIZING THE CORPORATION TO TAKE SUCH OTHER STEPS AS THE CORPORATION DEEMS NECESSARY OR CONVENIENT TO CARRY OUT THESE RESOLUTIONS**

**WHEREAS**, Harris County Housing Authority Public Facility Corporation, a Texas non-profit public facility corporation (the "Corporation"), is the sole member of HCHA Westlock, LLC (the "Company"), which in turn serves as the sole general partner of Retreat at Westlock, Ltd. (the "Partnership");

**WHEREAS**, to facilitate financing of the acquisition and development of Retreat at Westlock located in Tomball, Harris County, Texas (the "Project"), the Partnership desires to enter into a loan from Harris County. (the "Lender");

**NOW THEREFORE**, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION:

**RESOLVED**, that the Company, in its own capacity and in its capacity as sole member of the general partner of the Partnership, in connection (i) with the acquisition and construction loan by Lender, in an amount of \$1,133,000 (the "Loan") encumbered by the Project, and (ii) the related transactions contemplated thereby, the Company, in the aforementioned capacity, is authorized to execute and deliver all such agreements, affidavits, security agreements, notes, subordination agreements, deeds of trust, assignments, financing statements, documents, consents, assurances, supplements, instruments and other writings of every nature whatsoever as the Company, in its aforementioned capacity, deems necessary to consummate the closing of the transactions contemplated by these resolutions (collectively, the "Loan Documents") and each are hereby in each and every respect authorized, ratified and confirmed; and

**FURTHER RESOLVED**, that the Executing Officer (defined below) as representative of the Company is severally authorized and directed, for and on behalf of, and as the act and deed of, the Company, in the aforementioned capacity, to execute and deliver to the Lender the Loan 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 the Company 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



**FURTHER RESOLVED**, that Tom McCasland (the "Executing Officer"), the Executive Director / Secretary of the Corporation, is authorized, empowered, and directed to negotiate and execute the Loan Documents and any other necessary documents, agreements, and/or certifications for the Loan;

**FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken on behalf of the Company, in its own capacity or in its capacity as the sole member of the general partner of the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Company, effective as of the date such actions were taken.

**FURTHER RESOLVED**, that the Corporation, acting in its own capacity and in its capacity as the sole member of the Company, the general partner of the Partnership, in order to provide acquisition and construction loan financing for the Project, has the authority to enter into the Loan, for the purpose of funding the Project;

**FURTHER RESOLVED**, that the execution by the Executive Director 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 Company or the Partnership, as the case may be, and the binding act and obligation of the Company or the Partnership, as the case may be;

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

PASSED, by the Board of Directors of the Corporation this 17th day of July 2013.

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

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



## **RESOLUTION NO. 13-05**

**AUTHORIZING THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "CORPORATION") TO TAKE SUCH OTHER STEPS AS THE CORPORATION DEEMS NECESSARY TO ACCEPT THE AWARD OF 2013 HOUSING TAX CREDIT COMMITMENT NOTICE (THE "LIHTC COMMITMENT") ON BEHALF OF RETREAT AT WESTLOCK, LTD. (THE "PARTNERSHIP"); AUTHORIZING THE CORPORATION TO EXECUTE, AND TO CARRY OUT SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO SUBMIT, ANY DOCUMENTATION PERTAINING TO THE LIHTC COMMITMENT; AND ANY OTHER ACTIONS NECESSARY TO CARRY OUT THESE RESOLUTIONS**

**WHEREAS**, the Harris County Housing Authority Public Facility Corporation, a Texas public facility corporation formed under the Local Government Code of Texas and under the Texas Business Organizations Code, desires to become the sole member of the General Partner of HCHA Westlock, LLC, the general partner of Retreat at Westlock, Ltd. (the "Partnership");

**WHEREAS**, the Partnership has received an award of low income housing tax credits ("Tax Credits") from the Texas Department of Housing and Community Affairs ("TDHCA") in order to raise additional funding for the construction of the Retreat at Westlock project in Tomball, Texas (the "Project");

**WHEREAS**, the Partnership desires to accept the award of Tax Credits by executing the 2013 Housing Tax Credit Commitment Notice ("LIHTC Commitment");

**NOW THEREFORE**, in connection with the transactions contemplated by these resolutions, the undersigned, being Harris County Housing Authority Public Facility Corporation (the "Corporation"), in its corporate capacity and in its capacity as the sole member of HCHA Westlock, LLC, a Texas limited liability company (the "Company"), hereby adopts the following resolutions, and the Executing Officer (as defined below), acting for and on behalf of the Corporation, is authorized by the Corporation to do the following:

### LIHTC Application and Authorization to Seek Financing

**RESOLVED**, that Tom McCasland (the "Executing Officer"), acting alone, without the necessity of joinder by any other person, for and on behalf of the Partnership, to execute any and all documents relating to the LIHTC Application and any award of Housing Tax Credits for the Project, including the following:

i) Review, execute, approve and submit the LIHTC Application, the LIHTC Commitment, the carryover allocation agreement, the required documentation for the 10% Test, and the required

documentation for the cost certification, and to take such other steps as the Partnership deems necessary in order to facilitate the filing of the LIHTC Application with the TDHCA on or before any required submission date for the purpose of raising additional funding for the Project, to accept any award of tax credits, and to comply with any TDHCA requirements in order to receive the award of tax credits;

ii) Negotiate, approve, execute and deliver any and all documents necessary or desirable to market and sell the tax credits to a tax credit investor; and

iii) Review, execute, approve, and submit all other documents necessary to effectuate the foregoing Resolution, all on such terms and containing such provisions as the Executing Officer of the Corporation and of the Partnership executing the same shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his execution and delivery thereof; and

**RESOLVED**, that the Executing Officer is authorized to take such other actions for the Partnership or for the Corporation as the Executing Officer considers appropriate toward completion of the transactions contemplated by these resolutions or performance of the obligations of the Partnership under the LIHTC Application and any other documents and agreements executed in connection with the transactions contemplated hereby; and it is further

#### Certificate of Formation of the Company

**RESOLVED**, that the Certificate of Formation of HCHA Westlock, LLC (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;

**RESOLVED FURTHER**, 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.

#### Company Agreement

**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;

**RESOLVED FURTHER**, 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.

### Certificate of Formation of the Partnership

**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;

**RESOLVED FURTHER**, 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.

### Adoption of Partnership Agreement

**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;

**RESOLVED FURTHER**, 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.

### Banking Authority

**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 resolutions 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;

**RESOLVED FURTHER**, that the Company be, and hereby is, authorized to certify to the Bank that these resolutions have been duly adopted and to verify to the Bank the name and specimen signature of Tom McCasland, 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;

**RESOLVED FURTHER**, 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 Company and/or the Partnership has been given to the Bank.

Ratification

**RESOLVED**, that the signing of these resolutions shall constitute full ratification of any actions previously taken in contemplation of these resolutions by the signatories.

**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.

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

**PASSED**, this 18th day of September 2013.

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

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