

RESOLUTION NO. 15-01

**RESOLUTION OF BOARD OF DIRECTORS DECLARING INTENT TO ISSUE BONDS
AND CONTAINING OTHER PROVISIONS RELATING TO UP TO \$15,000,000
MULTIFAMILY HOUSING REVENUE BONDS (RETREAT AT WESTLOCK
APARTMENTS)**

WHEREAS, the Board of Commissioners of 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 the Harris County Housing Authority Public Facility Corporation, a nonprofit corporation (the "Issuer"); and

WHEREAS, the Issuer is authorized to issue revenue bonds for the purpose of paying all or part of the cost of a Public Facility as defined in the Act, and to sell or lease the project to others or loan the proceeds of the bonds to others to finance all or part of the cost of the Public Facility; and

WHEREAS, the Act authorizes the Issuer: (a) to make loans to any person to provide financing for rental residential developments located within Harris County, Texas (the "County"), and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Issuer; (b) to issue its revenue bonds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with the issuance of such bonds; and (c) to pledge all or any part of the revenues, receipts or resources of the Issuer, including the revenues and receipts to be received by the Issuer from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Issuer in order to secure the payment of the principal or redemption price of and interest on such bonds; and

WHEREAS, Retreat at Westlock, Ltd., a Texas limited partnership, or such other limited partnership as the sole member of the general partner designates (the "User"), has requested that the Issuer finance a low income housing project consisting of approximately 140 units to be located at 24000 block of State Highway 249, south of Westlock Drive, in Harris County, Texas (the "Project") within the boundaries of the Unit, 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 up to \$15,000,000 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:

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

(a) Issue the Bonds in the aggregate principal amount up to \$15,000,000, and if the User and the Issuer agree, other evidences of indebtedness, which will be issued after the date hereof 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 or reimbursement of Project costs; 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) 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;

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

(iii) 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 2015 (or other available bond funds administered by the TBRB) and each subsequent calendar year at the User's request to finance the Project. Any officer of the Issuer 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 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 the Project and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative of official action taken by the Issuer towards the issuance of the Bonds within the meaning of Sections 1.1038(a)(5)(i) and (ii) and 1.150-2, Title 26, Code of Federal Regulations, as amended, and applicable rulings of the Internal Revenue Service thereunder, to the end that Bonds issued to reimburse Project costs may qualify for the exemption provisions of Section 142(a)(7) of the Code and that the interest on the Bonds will therefore be excludable from the gross incomes of the holders thereof under the provisions of Section 103(a)(1) of the Code.

Section 8. Prior to the initial delivery of the Bonds, the President, Vice President, the Secretary and all other officers of the Board of the Issuer, the Issuer's Counsel, and Bond Counsel are hereby authorized and directed to approve any technical changes or corrections to this Resolution or to any of the instruments authorized and approved by this Resolution necessary in order to correct any ambiguity or mistake or properly or more completely document the transactions contemplated and approved by this Resolution.

PASSED, by the Board of Directors this 11th day of May 2015.

President:  _____

Secretary:  _____

RESOLUTION NO. 15-02

RESOLUTION APPROVING AND AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "CORPORATION") TO ACCEPT A GRANT NOT TO EXCEED \$8,000,000.00 OF FUNDS SOURCED FROM THE TEXAS GENERAL LAND OFFICE (THE "GLO FUNDS") FROM THE HARRIS COUNTY HOUSING AUTHORITY (THE "AUTHORITY"), 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 CORPORATION TO TAKE SUCH OTHER STEPS AS THE CORPORATION DEEMS NECESSARY OR CONVENIENT TO CARRY OUT THESE RESOLUTIONS

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

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

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

WHEREAS, to facilitate the development of the Project, the Corporation now seeks to accept the grant of the GLO Funds (in an amount now to exceed \$8,000,000.00) from the Authority and loan such GLO Funds to the Partnership (the "Project Owner");

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does and takes all steps necessary to accept the 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 Corporation, in its own capacity and, as applicable, 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 Corporation and the Loan to the Partnership, and (ii) the related transactions contemplated thereby, the 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 of every nature whatsoever as the 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 of the to the 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 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 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 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 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 Executive Director / Secretary of the 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 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 Corporation, the Company, or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the Company, or the Partnership, as applicable, effective as of the date such actions were taken; and

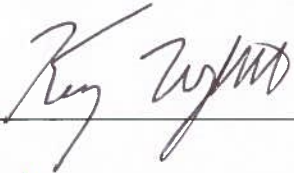
BE IT FURTHER RESOLVED, that each of the Corporation, the Company, and the Partnership, as applicable, in order to provide financing for the Project, has the authority to enter into the Transaction, for the purpose of funding the Project; and

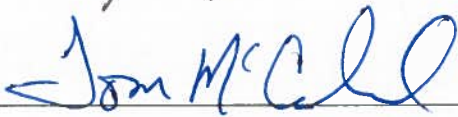
BE IT FURTHER RESOLVED, that the execution by the Executing Officer of any document or instrument authorized by the foregoing Resolutions or any document or

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 Corporation, the Company or the Partnership, as the case may be, and the binding act and obligation of the Corporation, the Company or the Partnership, as applicable.

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

PASSED, by the Board of Commissioners this 11th day of May 2015.

Chairman: 

Secretary: 

4830-8372-7636, v. 1

HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

RESOLUTION NO. 15-03

RESOLUTION APPROVING AND AUTHORIZING THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "PFC") TO TAKE SUCH STEPS AS IT DEEMS NECESSARY TO (A) ASSIGN ITS INTEREST IN HCHA WESTLOCK, LLC TO HCHA REDEVELOPMENT AUTHORITY, INC. (THE "NONPROFIT CORPORATION"); (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 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 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

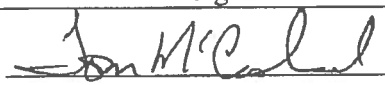
WHEREAS, it is in the best interest of the Authority, the PFC and the Project that the PFC not serve as both bond issuer and sole member of the general partner of the Project;

NOW, THEREFORE, BE IT RESOLVED, that the PFC is hereby authorized to assign its interest in the General Partner (the "Interests") to the Nonprofit Corporation, and is further authorized to execute and deliver the requisite documents to effect the foregoing, including an assignment and assumption agreement and an amendment to the company agreement of the General Partner (all such requisite documents, the "Documents") without limitation; and that Tom McCasland, as Secretary of the PFC (the "Executing Officer"), is hereby authorized, empowered and directed, for, on behalf of, and in the name of the PFC 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 for 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

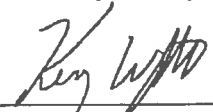
HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

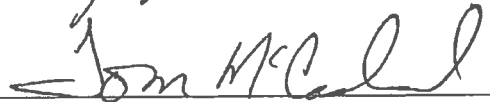
BE IT FURTHER RESOLVED, that the following person or persons now hold the office indicated below and that such person's bona fide signature is set forth below:

Name	Title	Signature
Tom McCasland	Secretary of the PFC	

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: 

HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

RESOLUTION NO. 15-04

RESOLUTION APPROVING AND AUTHORIZING THE HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "PFC") TO (A) SELECT U.S. BANK AS THE BOND TRUSTEE FOR THE ISSUANCE OF THE MULTIFAMILY HOUSING MORTGAGE REVENUE BONDS (RETREAT AT WESTLOCK PROJECT) SERIES 2015 (THE "BONDS"); (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 PFC is a sponsored affiliate of Harris County Housing Authority (the "Authority"); and

WHEREAS, the PFC intends to issue the Bonds, the proceeds from the sale of which will be loaned to the Retreat at Westlock, Ltd. for the construction of the Retreat at Westlock, a 140-unit affordable housing project for seniors to be developed in Harris County (the "Project"); and

WHEREAS, maintenance of the Bonds requires a bond trustee (the "Bond Trustee"); and

WHEREAS, the PFC issued RFP No. 15-03 in solicitation of proposals to serve as Bond Trustee and received numerous responses thereto; and

WHEREAS, the responses have been reviewed by the Authority's staff, who recommend the selection of US Bank as the Bond trustee; and

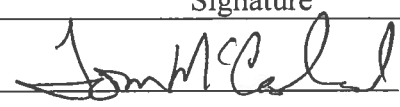
WHEREAS, it is in the best interest of the PFC to select U.S. Bank as Bond Trustee;

NOW, THEREFORE, BE IT RESOLVED, that the PFC is authorized to engage U.S. Bank as Bond Trustee and execute and deliver the requisite documents to effect the foregoing (the "Documents"); and that Tom McCasland, as Secretary of the PFC (the "Executing Officer"), is hereby authorized, empowered and directed for, on behalf of, and in the name of the PFC 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 for all the parties hereto. Any counterpart of this resolution, which has separate signature pages attached to it, that, 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

HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

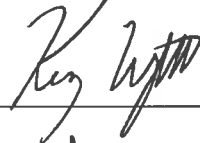
BE IT FURTHER RESOLVED, that the following person or persons now hold the office indicated below and that such person's bona fide signature is set forth below:

Name	Title	Signature
Tom McCasland	Secretary of the PFC	

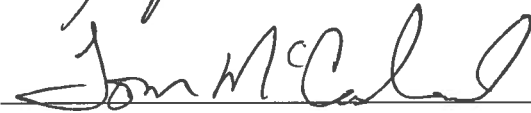
These Resolutions shall be in full force and effect from and upon their adoption.

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

President:



Secretary:



RESOLUTION NO. 15-05

RESOLUTION AUTHORIZING 1) THE ISSUANCE, SALE, AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS (THE RETREAT AT WESTLOCK PROJECT) SERIES 2015; 2) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS NECESSARY TO CARRY OUT THE FINANCING OF SUCH MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT; AND 3) AUTHORIZING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, Harris County Housing Authority Public Facility Corporation (the “Issuer”) has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), for the purpose of assisting Harris County Housing Authority (the “Sponsor”) in financing, refinancing or providing public facilities; and

WHEREAS, the Act authorizes the Issuer: (a) to make loans to any person to provide financing for public facilities located within the corporate limits of Harris County, Texas (the “County”) and intend the public facilities to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Issuer; (b) to issue its revenue bonds for the purpose of obtaining moneys to make such loans and provide such financing to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with the issuance of such bonds; and (c) to pledge all or any part of the revenues, receipts or resources of the Issuer, including the revenues and receipts to be received by the Issuer from or in connection with such loans, and to mortgage, pledge, or grant security interests in such loans or other property of the Issuer in order to secure the payment of the principal or redemption price of and interest on such bonds; and

WHEREAS, the Board of Directors of the Issuer (the “Board”) has authorized the issuance, sale, and delivery of its Multifamily Housing Revenue Bonds (The Retreat at Westlock Project) Series 2015 (the “Bonds”), pursuant to and in accordance with the terms of a Trust Indenture, dated as of August 1, 2015 (the “Indenture”), between the Issuer and U.S. Bank National Association as trustee (the “Trustee”) for the purpose of lending the proceeds to the Retreat at Westlock, Ltd., a Texas limited partnership (the “Borrower”), to provide financing for the construction of a multifamily housing residential rental development known as The Retreat at Westlock, located within Harris County, Texas and described more fully on Exhibit A attached hereto (the “Project”), all in accordance with the Constitution and laws of the State of Texas. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Indenture; and

WHEREAS, the Board adopted and declared its intent to issue revenue bonds to provide financing for the Project by resolution on May 11, 2015; and

WHEREAS, it is anticipated that the Note will be secured by a Construction and Permanent Leasehold Deed of Trust, Security Agreement, Assignment of Leases and Rents, and

Fixture Filing (the "Security Instrument") from the Borrower for the benefit of the Issuer and the Board desires to accept such Security Instrument; and

WHEREAS, in order to assist in carrying out the acquisition, construction, and equipping of the Project, the Board has determined that the Issuer shall enter into a Loan Agreement (the "Agreement") with the Borrower, pursuant to which (i) the Issuer will agree to make a mortgage loan funded with the proceeds of the Bonds (the "Mortgage Loan") to the Borrower to enable the Borrower to finance costs of the acquisition, construction, and equipping of the Project and related costs; and (ii) the Borrower will execute and deliver a promissory note (the "Note") in an original principal amount equal to the original aggregate principal amount of the Bonds, and provide the payment of interest on such principal amount equal to the interest on the Bonds, and to pay other costs described in the Agreement; and

WHEREAS, in order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986 as amended (the "Code"), the Issuer will require the Borrower to enter into a Tax Regulatory Agreement and Declaration of Restrictive Covenants, dated on August 1, 2015 (the "Regulatory Agreement") with respect to the Project; and

WHEREAS, the Board desires to ratify certain other actions heretofore taken with respect to the Bonds; and

WHEREAS, the Issuer desires to authorize the Trustee to invest and reinvest the proceeds of the Bonds and all other funds received and held under the Agreement; and

WHEREAS, Section 147(f) of the Code requires that the Bonds be approved by the "applicable elected representative" (the "AER") after a public hearing following reasonable public notice; and

WHEREAS, with respect to bonds issued by the Issuer, the AER is the board of County Commissioners; and

WHEREAS, notice of a public hearing with respect to the Bonds and the Project on July 14, 2015, was published no less than 14 days before such date in a newspaper of general circulation available to residents within the County; and

WHEREAS, the public hearing was held on the date and at the time and place set out in such published notice and conducted in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Bonds and the Project to be heard; and

WHEREAS, the Board has determined to provide financing for the Project in accordance with the Agreement, the Bonds, the Regulatory Agreement, and the Security Instrument (all documents in such form as approved by the officers of the Issuer and its advisors) by authorizing the issuance of the Bonds, the execution, and delivery or acceptance of such documents and the taking of such other actions as may be necessary or convenient;

NOW, THEREFORE BE IT RESOLVED, by the Board of Commissioners of the Harris County Housing Authority that the following is hereby authorized:

Section 1.--Public Hearing. The Board hereby finds, determines, recites, and declares that a public hearing, with respect to the Bonds and the Project, was held on July 14, 2015; that notice of such public hearing was published no less than 14 days before such date in a newspaper of general circulation available to residents within the County; that such notice included the date, time, and place of the public hearing, the location, general nature, and the initial owner of the Project and the maximum aggregate principal amount of the Bonds; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

Section 2.--Issuance, Execution, Sale and Delivery of the Bonds. The issuance of the Bonds is hereby authorized according to the conditions set forth herein, and in the Agreement and upon execution and delivery of the Agreement, the President, Vice President, and the Secretary of the Issuer are each hereby authorized to execute, attest, and affix the Issuer's seal (if any) to the Bonds; and to deliver the Bonds to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration, and the Trustee for authentication (to the extent required in the Agreement) and, thereafter, to sell the Bonds to the purchaser thereof as provided in the Indenture and deliver the Bonds as provided in the Agreement.

Section 3.--Interest Rate, Principal Amount, Maturity and Price. The officers of the Issuer are hereby authorized to fix and determine the interest rate, principal amount, maturity, and price of the Bonds, for all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Indenture and the Bonds provided that: (i) contained in the Indenture, the interest on the Bonds shall be prior to the Conversion Date at the applicable Construction Interest Rate and either on or after the Conversion Date not exceed 5.5% per annum; (ii) the aggregate principal amount of the Bonds shall not exceed \$15,000,000; (iii) the final maturity of the Bonds shall occur not later than December 1, 2033; and (iv) the price at which the Bonds are sold shall not exceed the principal amount thereof.

Section 4.--Approval, Execution and Delivery of the Agreement. The officers of the Issuer are each hereby authorized to execute the Regulatory Agreement in form and substance approved by such officers with such changes or additions thereto as may be approved by the President or Vice President of the Issuer (upon advice of bond counsel to the Issuer) as evidenced by their execution and delivery, and to deliver the Regulatory Agreement.

Section 5.--Approval, Execution and Delivery of the Regulatory Agreement. The officers of the Issuer are each hereby authorized to execute the Regulatory Agreement in form and substance approved by such officers with such changes or additions thereto as may be approved by the President or Vice President of the Issuer (upon advice of bond counsel to the Issuer), as evidenced by their execution and delivery, and to deliver the Regulatory Agreement.

Section 6.--Determination of Moderate Income. The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income as established by the Issuer.

Section 7.--Execution and Delivery of Other Documents. The officers of the Issuer are each hereby authorized to execute, attest, affix the Issuer's seal (if any) to, and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests, and other papers whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this resolution.

Section 8.--Power to Revise Form of Documents. Notwithstanding any other provision of this resolution, the officers of the Issuer are each hereby authorized to make or approve such revisions to this resolution and in the form of the documents hereby approved in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this resolution; and approval of such changes by the Issuer shall be indicated by such officers' execution of the documents.

Section 9.--Incorporation of Preamble. The recitals in the preamble of this resolution are true, correct, and complete, and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

Section 10.--Submission to the Attorney General of Texas. The Board hereby authorizes the submission to the Attorney General of Texas, as required under Chapter 1202, Texas Government Code, for approval of a transcript of legal proceedings relating to the issuance, sale, and delivery of the Bonds.

Section 11.--Purposes of Resolution. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the County to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the County, to reduce public expenditures for crime prevention and control, public health, welfare, and safety, and for other valid public purposes.

Section 12.--Limited Obligations. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Agreement to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer.

Section 13.--Ratification of Certain Prior Actions. All other prior actions taken for or on behalf of the Issuer in connection with the Bonds are hereby ratified, confirmed, and approved.

Section 14.--Limited Obligations. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation, a pledge, a loan of the faith, credit, or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the County, or any other political subdivision or governmental unit.

Section 15.--Approval Conditions. The actions and obligations authorized in this resolution shall be subject to and conditioned upon receipt by the Issuer on the date of delivery of the Bonds of the appropriate opinions of Tax Counsel with respect to the Bonds.

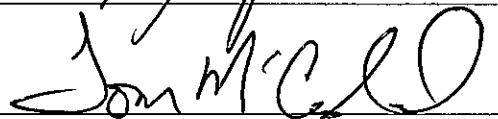
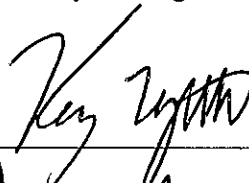
Section 16.--Information Return for Tax Exempt Private Activity Bonds. The Board further directs that an officer of the Issuer submit or cause the submission of a statement containing the information required by Section 149(e) of the Code to the Secretary of the Treasury no later than the 15th day of the second calendar month after the close of the calendar quarter in which the Bonds is issued.

Section 17.--Effective Date. This resolution shall be in full force and effect from and upon its adoption.

PASSED, by the Board of Commissioners this 5th day of August 2015.

President: _____

Secretary: _____



RESOLUTION 15-06

**RESOLUTION TO NAME ACTING SECRETARY OF HARRIS COUNTY HOUSING
AUTHORITY PUBLIC FACILITY CORPORATION**

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

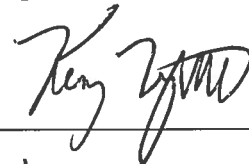
WHEREAS, the CEO of Harris County Housing Authority serves as the Secretary of Harris County Housing Authority Public Facility Corporation; and

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

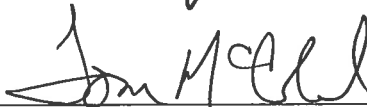
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors names Horace Allison as acting Secretary of the Harris County Housing Authority Public Facility Corporation's Board of Directors effective September 1, 2015 with all powers and duties of Secretary until such time as the Board of Directors deems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

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

President: _____



Secretary: _____



HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

RESOLUTION NO. 15-07

RESOLUTION APPROVING AND AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "CORPORATION") TO AMEND LOAN DOCUMENTS IN ORDER TO FACILITATE ADDITIONAL FINANCING FOR THE 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 THIS RESOLUTION

WHEREAS, the Corporation previously borrowed \$1,933,000.00 from Harris County for the development of Retreat at Westlock, a 140-unit affordable housing development for the elderly to be located at the southwest corner of State Highway 249 and Westlock Road in Harris County (the "Project"); and

WHEREAS, of the \$1,933,000 borrowed from the County (the "Original PFC Loan"), \$48,000.00 was used to pay certain required Harris County Public Infrastructure Department inspection costs and the remaining \$1,885,000 was loaned to Retreat at Westlock, Ltd, a Texas limited partnership that is developing and will own and operate the Project (the "Partnership") as reimbursement for expended costs associated with the construction and development of the Project (the "Original Partnership Loan," and referenced collectively with the Original PFC Loan, the "Original Loans"); and

WHEREAS, in connection with the Original PFC Loan, a Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement") was recorded against the fee interest in the Project, pursuant to which 49 of the 140 units in the Project were to be "HOME-assisted" units and comply with the restrictions of the Regulatory Agreement; and

WHEREAS, the County now desires to loan and the PFC desires to borrow an additional \$200,000.00 in HOME funds and an additional \$420,000.00 in CDBG-DR funds (the "Additional PFC Loan"), which funds the PFC will loan to the Partnership for the development of the Project (the "Additional Partnership Loan" and referenced collectively with the Additional PFC Loan, the "Increased Loan"); and

WHEREAS, as a condition of the Increased Loan, the County desires to amend the Regulatory Agreement to increase the number of assisted units from 49 to 71; and

WHEREAS, in connection with the Increased Loan, the Partnership and Corporation are required to enter into various documents which will evidence the Increased Loan, 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");

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation hereby authorizes the Corporation to obtain the Additional PFC Loan from the County, and is authorized to execute and deliver the Transaction Documents, as applicable; and that Horace Allison as Acting Secretary of the Corporation (the "Executing Officer") is hereby authorized, empowered and directed, for and on behalf of, and in the name of the Corporation to execute and deliver the Transaction Documents to the requesting party, 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 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 Corporation, and the binding act and obligation of the Corporation; and

BE IT FURTHER RESOLVED, that Corporation is hereby authorized to amend the Regulatory Agreement to increase the number of assisted units from 49 to 71 and increase the number of units affordable to families earning 60% or less of area median income from at least 22 to 44; and

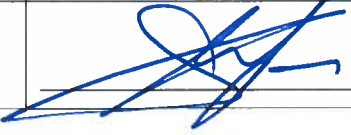
BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit the Corporation; and

BE IT FURTHER RESOLVED, that this Resolution may be executed in several counterparts, and all so executed shall constitute one resolution, binding on all the parties hereto. Any counterpart of this Resolution, which has attached to it separate signature pages 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 Corporation is authorized and directed to deliver a certified copy of the foregoing resolutions 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 resolutions were duly adopted and that the provisions thereof are in full conformity with the Articles of Incorporation and Bylaws of the Corporation; and

HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION

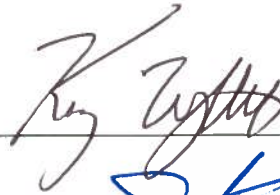
BE IT CERTIFIED that the following person or persons now hold the office indicated below and that such person's bona fide signature is set forth below:

Name	Title	Signature
Horace Allison	Acting Secretary of the Corporation	

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

PASSED, by the Board of Commissioners this 9th day of September 2015.

Chairman: _____



Secretary: _____



RESOLUTION NO. 15-08

RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION (THE "ISSUER") TO INDUCE BONDS TO BE USED TO FINANCE THE FENIX ESTATES PROJECT

WHEREAS, the Board of Commissioners of Harris County Housing Authority (the "Unit") has approved and created Harris County Housing Authority Public Facility Corporation, a nonprofit public facility corporation (the "Issuer"), pursuant to the Public Facility Corporation Act, Chapter 303, Texas Government Code, as amended (the "Act"); 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 terms 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 2015 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 Unit (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 21st day of October 2015.

President: _____

Secretary: _____

RESOLUTION NO. 15-09

**RESOLUTION NAMING VICE PRESIDENT
OF HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY
CORPORATION'S BOARD OF DIRECTORS**

WHEREAS, Article III of the Bylaws of the Harris County Housing Authority Public Facility Corporation 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 Harris County Housing Authority Public Facility Corporation; and

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

NOW, THEREFORE, BE IT RESOLVED that, by majority vote of the Board of Directors, Director 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: _____

