

RESOLUTION NO. 16-01

RESOLUTION TO APPROVE THE SELECTION OF AN INVESTOR AND LENDER FOR FENIX ESTATES; AUTHORIZE THE EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE A COMMITMENT LETTER; AND AUTHORIZE HCHA REDEVELOPMENT AUTHORITY, INC. TO TAKE ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation"), is the sole member of Fenix Estates I GP, LLC (the "Company"), which in turn serves as the sole general partner of Fenix Estates I, LP (the "Partnership"); and

WHEREAS, the Partnership is the owner of the Fenix Estates, a proposed low income multi-family housing project consisting of approximately 200 units to be located at 3815 Gulf Freeway, Houston, Texas 77003 (the "Project") within the boundaries of the Harris County Housing Authority (the "Authority") in Harris County, Texas; and

WHEREAS, the Project will be financed using Bonds and 4% Low Income Housing Tax Credits which will be purchased by a syndicator/investor (the "Investor"); and

WHEREAS, the construction financing for the Bonds will be borrowed from a proposed lender (the "Lender"); and

WHEREAS, the Authority has released a Request for Proposals for an Investor and Lender and has made a selection from the submitted proposals;

NOW, THEREFORE, BE IT RESOLVED that the Executing Officer, Horace Allison, is authorized to negotiate and execute a letter of commitment with an Investor and with a Lender, in order to initiate the financing of the transactions contemplated by these Resolutions; and

BE IT FURTHER RESOLVED, that in the event the Executing Officer is unable to successfully negotiate terms and conditions that are in the best interest of the Corporation, then he is authorized to proceed to the next best proposal for negotiation of terms and conditions for the Project; and

BE IT 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 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; 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 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; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer of the Authority shall bring the final negotiated agreement back to the Board for discussion and authorization to execute.

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

President: _____



Secretary: _____



RESOLUTION NO. 16-02

**RESOLUTION AUTHORIZING THE NEGOTIATION AND EXECUTION OF A CONTRACT
FOR PROPERTY MANAGEMENT SERVICES FOR FENIX ESTATES**

WHEREAS, the HCHA Redevelopment Authority, Inc. ("the Corporation"), a Texas non-profit corporation, is proposing to develop a 200 unit permanent supportive housing development known as Fenix Estates (the "Project"); and

WHEREAS, a Request for Proposals ("RFP") for property management services for Fenix Estates on February 1, 2016 seeking proposals from firms to provide property management services; and

WHEREAS, three proposals in response to the RFP from Allied Orion Group, QuadCo Management Solutions, and New Hope Housing were received; and

WHEREAS, the proposals reviewed, evaluated, and ranked; and

WHEREAS, New Hope Housing's response to the RFP was rated most qualified, responsive, and most advantageous to HCHA; and

WHEREAS, New Hope Housing has years of experience, a successful track record of managing permanent supportive housing projects, and history of providing comprehensive supportive services at their existing developments;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of HCHA Redevelopment Authority, Inc. authorizes the Secretary to negotiate and execute a property management contract with New Hope Housing in an amount not to exceed 6% of gross potential rent.

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

President: _____

Secretary: _____

RESOLUTION NO. 16-03

**RESOLUTION APPROVING AND AUTHORIZING THE NEGOTIATION AND
EXECUTION OF A CONTRACT FOR GENERAL CONTRACTING SERVICES FOR
FENIX ESTATES**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation"), is proposing to develop a 200 unit permanent supportive housing development known as Fenix Estates (the "Project"); and

WHEREAS, an Invitation for Bids ("IFB") for general contracting services for Fenix Estates was issued on multiple dates (January 10th, April 10th, May 17th); and

WHEREAS, one bid in response to the ("IFB") from Qualified Contractors, Inc. was received; and

WHEREAS, the bid received was reviewed and evaluated; and

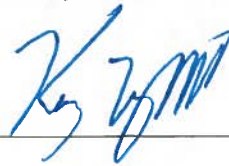
WHEREAS, Qualified Construction, Inc.'s response to the IFB was rated responsive and reasonable to HCHA; and

WHEREAS, Qualified Construction, Inc. has experience in successfully building affordable housing developments;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of HCHA Redevelopment Authority, Inc. authorizes the Secretary to negotiate and execute a contract with Qualified Construction, Inc. in an amount not to exceed \$31,022,000.00.

PASSED, by the Board of Directors this 20th day of July 2016.

President: _____



Secretary: _____



RESOLUTION NO. 16-04

**RESOLUTION AUTHORIZING THE NEGOTIATION AND EXECUTION OF A CONTRACT
FOR PROPERTY MANAGEMENT SERVICES FOR FENIX ESTATES**

WHEREAS, the HCHA Redevelopment Authority, Inc. ("the Corporation"), a Texas non-profit corporation, is proposing to develop a 200 unit permanent supportive housing development known as Fenix Estates (the "Project"); and

WHEREAS, the Corporation issued a Request for Proposals ("RFP") for property management services for Fenix Estates on February 1, 2016 seeking proposals from firms to provide property management services; and

WHEREAS, three proposals in response to the RFP from Allied Orion Group, QuadCo Management Solutions, and New Hope Housing were received; and

WHEREAS, the staff of HCHA reviewed, evaluated, and ranked the responses to the RFP; and

WHEREAS, New Hope Housing's response to the RFP was rated most qualified, responsive, and most advantageous to HCHA; and

WHEREAS, pursuant to Resolution 16-20, the Authority authorized the HCHA Redevelopment Authority to enter into contract negotiations with New Hope Housing; and

WHEREAS, the HCHA Redevelopment Authority entered into negotiations with New Hope Housing but were unable to agree to terms regarding the management of Fenix Estates; and

WHEREAS, the HCHA Redevelopment Authority desires to enter into negotiations with the second highest ranked firm (Allied Orion Group); and

WHEREAS, Allied Orion Group has extensive experience and a successful track record in managing tax credit developments and providing comprehensive supportive services;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of HCHA Redevelopment Authority, Inc. authorizes the Secretary to negotiate and execute a property management services contract with Allied Orion Group in an amount not to exceed 6% of gross potential rent.

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

President: _____

Secretary: _____

RESOLUTION NO. 16-05

**RESOLUTION AUTHORIZING FENIX ESTATES CONDOS, LLC (THE
"COMPANY") TO CONTROL CONDOMINIUM SPACE COVERING THE
FENIX ESTATES PROJECT AND ANY OTHER ACTIONS NECESSARY TO
CARRY OUT THESE RESOLUTIONS**

WHEREAS, Harris County Housing Authority Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation") and instrumentality of the Harris County Housing Authority (the "Authority"), is the sole member of Fenix Estates Condos, LLC, a Texas limited liability company (the "Company"); and

WHEREAS, the Company shall take control of all of the space the of the Fenix Estates Project (the "Project") in order to declare and create condominiums covering residential units and commercial unit(s) within the Project; and

WHEREAS, the Company desires to enter into a Master Declaration and conveyance documentation (the "Declaration Documents") for the purposes of memorialized in this resolution; and

WHEREAS, the Company desires Fenix Estates I, LP and Fenix Estates Commercial, LLC to become orders of the residential condominium units and the commercial condominium unit, respectively;

NOW, THEREFORE, BE IT RESOLVED that the Corporation, acting in its individual capacity, and in its capacity as the sole member of the Company, be, and hereby is, authorized and directed to negotiate and to enter into the Declaration Documents in such form and containing such provisions as the Executing Officer (hereafter defined) may deem necessary or appropriate, which are hereby in each and every respect approved, ratified and confirmed; and

BE IT FURTHER RESOLVED, that all other documents, instruments, writings of any nature required in order to carry out the purposes of this resolution as executed by the Corporation and/or the Company in consummation of the transactions herein described, including, but not limited to Declaration Documents, shall be in form and substance approved by the Executing Officer (hereafter defined); and

BE IT FURTHER RESOLVED, that, once condominiums are established, such condominium spaces shall be conveyed to Fenix Estates I, LP for the residential condominium units and to Fenix Estates Commercial, LLC for the Commercial condominium unit(s); and

BE IT FURTHER RESOLVED, that Horace Allison, the Secretary of the Corporation (the "Executing Officer"), acting for and on behalf of the Corporation and for and on behalf of the Company, is hereby authorized and directed to take such other action in the consummation of the transactions herein contemplated and to do any and all other acts and things necessary or proper in furtherance of the transactions contemplated by this resolution, as the Executing Officer shall deem to be necessary or desirable, without the necessity of attestation by the any other officer and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of the Corporation and the Company; and

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

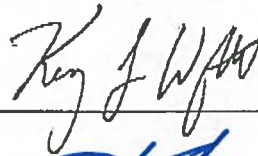
BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by this Resolution have already been taken on behalf of the Corporation or the Company, such actions are hereby ratified and confirmed as the valid actions of the Corporation or the Company, effective as of the date such actions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

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

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

PASSED, by the Board of Directors this 16th day of November 2016.

President: _____

A handwritten signature in black ink, appearing to read "Katy J. W. Neuro", written over a horizontal line.

Secretary: _____

A handwritten signature in blue ink, appearing to be a stylized name, written over a horizontal line.

RESOLUTION NO. 16-06

RESOLUTION AUTHORIZING FENIX ESTATES COMMERCIAL, LLC (THE "COMPANY") TO CONTROL THE COMMERCIAL CONDOMINIUM SPACE IN THE FENIX ESTATES PROJECT AND ANY OTHER ACTIONS NECESSARY TO CARRY OUT THIS RESOLUTION

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation") and instrumentality of the Harris County Housing Authority (the "Authority"), is the sole member of Fenix Estates Commercial MM, LLC, a Texas limited liability company (the "Managing Member"); and

WHEREAS, the Managing Member is the sole manager of, and a member of, Fenix Estates Commercial, LLC, a Texas limited liability company (the "Company"); and

WHEREAS, the Company shall take control of all of the commercial space in the Fenix Estates Project in order to lease it to the Authority; and

WHEREAS, the Company desires to enter into conveyance documentation (the "Ownership Documents") for the purposes of memorialized in this resolution;

NOW, THEREFORE, BE IT RESOLVED that the Corporation, acting in its individual capacity, and in its capacity as the sole member of the Managing Member and in turn in its capacity as the sole managing member of the Company, be, and hereby is, authorized and directed to negotiate and to enter into the Ownership Documents in such form and containing such provisions as the Executing Officer (hereafter defined) may deem necessary or appropriate, which are hereby in each and every respect approved, ratified and confirmed; and

BE IT FURTHER RESOLVED, that all other documents, instruments, writings of any nature required in order to carry out the purposes of this resolution as executed by the Corporation, the managing Member, and/or the Company in consummation of the transactions herein described, including, but not limited to Ownership Documents, shall be in form and substance approved by the Executing Officer (hereafter defined); and

BE IT FURTHER RESOLVED, that, once a commercial condominium unit or units are established, such commercial condominium space(s) shall be conveyed to the Company, and the Company hereby accepts and approves such conveyance; and

BE IT FURTHER RESOLVED, that Horace Allison, the Secretary of the Corporation (the "Executing Officer"), acting for and on behalf of the Corporation and for and on behalf of the Company, is hereby authorized and directed to take such other action in the consummation of the transactions herein contemplated and to do any and all other acts and things necessary or proper in furtherance of the transactions contemplated by this resolution, as the Executing Officer shall deem to be necessary or desirable, without the necessity of attestation by the any other officer and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of the Corporation, the managing Member, and the Company; and

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

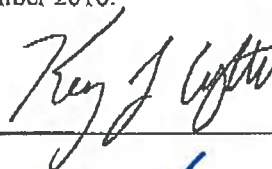
BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by this Resolution have already been taken on behalf of the Corporation, the Managing Member, or the Company such actions are hereby ratified and confirmed as the valid actions of the Corporation, the Managing Member, or the Company,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

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

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

PASSED, by the Board of Directors this 16th day of November 2016.

President: _____

A handwritten signature in black ink, appearing to read "Katy J. Lipton", written over a horizontal line.

Secretary: _____

A handwritten signature in blue ink, appearing to read "Katy J. Lipton", written over a horizontal line.

RESOLUTION NO. 16-07

RESOLUTION AUTHORIZING A TRANSFER OF NON-PROGRAM FUNDS FROM HARRIS COUNTY HOUSING AUTHORITY (THE "AUTHORITY") TO THE CORPORATION FOR THE DEVELOPMENT OF THE FENIX ESTATES PROJECT (THE "PROJECT") AND TO TAKE ANY OTHER ACTIONS DEEMED NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation"), is an instrumentality of the Harris County Housing Authority (the "Authority"); and

WHEREAS, the Authority owns the land on which the Fenix Estates project, a proposed low income multi-family housing project consisting of approximately 200 units to be located at 3815 Gulf Freeway, Houston, Texas 77003 (the "Project") is to be situated; and

WHEREAS, the Corporation owns all of the interest in the sole general partner of the ground lessor of the Project; and the Corporation owns all of the interest in the developer of the Project; and

WHEREAS, the Authority desires to transfer \$1,000,000 of non-program funds (the "Funds") to the Corporation for the purpose of developing the Project;

NOW THEREFORE, BE IT RESOLVED, that, in connection with the development of the Project, the Authority shall transfer the Funds to the Corporation, and the Corporation hereby accepts the transfer the Funds; and

BE IT FURTHER RESOLVED that the Executing Officer, Horace Allison, is authorized to execute any documentation necessary in order to complete the transactions contemplated by this resolution; and

BE IT FURTHER RESOLVED, that, to the extent any of the actions authorized by this resolution has already been taken on behalf of the Corporation, such actions are hereby ratified and confirmed as the valid actions of the Corporation; that the past lawful actions of the Commissioners and Officers related to this resolution, taken on behalf of the Corporation, are hereby ratified, approved, and adopted, effective as of the date such actions were taken; and

BE IT FURTHER RESOLVED, that the execution by the Executing Officer of any document or instrument authorized by the foregoing resolution or any document or instrument executed in the accomplishment of any action or actions authorized, 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 the Executing Officer take any other related action necessary or convenient in order to carry out this Resolution.

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

PASSED, by the Board of Directors this 16th day of November 2016.

President: _____

Secretary: _____

RESOLUTION NO. 16-08

**RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY
REDEVELOPMENT AUTHORITY, INC. (THE “CORPORATION”) TO FORM
THREE BUSINESS ENTITIES FOR THE FENIX ESTATES CONDOMINIUM
SPACE, AND ANY OTHER ACTIONS NECESSARY TO CARRY OUT THIS
RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the “Corporation”) formed under the Texas Business Organizations Code by the Harris County Housing Authority (the “Authority”), desires to become the sole member of Fenix Estates Condos, LLC (the “Condo Owner”) and of Fenix Estates Commercial MM, LLC (the “Managing Member”), the latter of which shall be the Managing Member of Fenix Estates Commercial, LLC (the “Company”); and

WHEREAS, the above-mentioned business entities are being formed for the purposes to own, make a condominium declaration, and control the condominium space within the Fenix Estates Project which shall contain the office space for the Authority’s use; and

WHEREAS, the Corporation desires to authorize the creation of the above-mentioned business entities;

NOW THEREFORE, BE IT RESOLVED that, in connection with the transactions contemplated by this resolution, the Corporation, in its corporate capacity and also in its capacity as the sole member of Fenix Estates Condos, LLC and as the sole member of Fenix Estates Commercial MM, LLC, in turn the Managing Member of Fenix Estates Commercial, LLC, hereby adopts the following resolution; and

The Formation of the Condo Owner

BE IT RESOLVED, that the Certificate of Formation of the Condo Owner, a Texas limited liability company, 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

BE IT FURTHER RESOLVED, that the Condo Owner is being formed for its company purpose and to control the condominium space covering the Fenix Estates Project in accordance with any applicable regulations, and the provisions of its Company Agreement; and

BE IT FURTHER RESOLVED, that the Company Agreement of the Condo Owner, as approved by the Authority, be, and it hereby is, approved and is adopted as the Company Agreement of the Condo Owner; and

BE IT FURTHER RESOLVED, that Horace Allison and Paul Curry shall each be an initial Manager of the Condo Owner under the terms of its Company Agreement and each are authorized to act as a Manager on behalf of the Condo Owner; and

The Formation of the Managing Member

BE IT FURTHER RESOLVED, that the Certificate of Formation of the Managing Member, a Texas limited liability company, 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

BE IT FURTHER RESOLVED, that the Managing Member is being formed for its company purpose and is, through its control of the Company, to control the commercial condominium space in the Fenix Estates Project in accordance with any applicable regulations, and the provisions of its Company Agreement; and

BE IT FURTHER RESOLVED, that the Company Agreement of the Managing Member, as approved by the Authority, be, and it hereby is, approved and is adopted as the Company Agreement of the Managing Member; and

BE IT FURTHER RESOLVED, that Horace Allison and Paul Curry shall each be an initial Manager of the Managing Member under the terms of its Company Agreement and each are authorized to act as a Manager on behalf of the Managing Member; and

The Formation of the Company

BE IT FURTHER RESOLVED, that the Certificate of Formation of the Company, a Texas limited liability company, 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

BE IT FURTHER RESOLVED, that the Company is being formed for its company purpose and to control the commercial condominium space in the Fenix Estates Project in accordance with any applicable regulations, and the provisions of its Company Agreement; and

BE IT FURTHER RESOLVED, that the Company Agreement of the Company, as approved by the Authority, be, and it hereby is, approved and is adopted as the Company Agreement of the Company; and

BE IT FURTHER RESOLVED, that the Managing Member shall be the sole manager of, and a member of, the Company under the terms of the Company's Company Agreement and the Managing Member is authorized to act on behalf of the Company; and

Banking Authority for the Company

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

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

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

Ratification

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

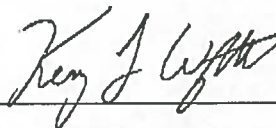
BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by this Resolution have already been taken on behalf of the Corporation, such actions are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken; and

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

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

PASSED, by the Board of Directors this 16th day of November 2016.

President: _____



Secretary: _____



Exhibits to Resolutions

Organizational Charts

RESOLUTION NO. 16-09

**RESOLUTION TO AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY (THE
“AUTHORITY”) TO APPROVE AND RATIFY ACTIONS IN CONNECTION WITH
FINANCING FOR FENIX ESTATES THAT INCLUDE (I) APPROVAL FOR HCHA
DEVELOPMENT AUTHORITY, INC. (THE “CORPORATION”) TO ENTER INTO A HOME
LOAN FROM THE CITY OF HOUSTON (THE “LENDER”), AND (II) APPROVAL TO LET
THE AUTHORITY TAKE ANY OTHER ACTIONS DEEMED NECESSARY OR CONVENIENT TO
CARRY OUT THIS RESOLUTION**

WHEREAS, the Corporation, a Texas non-profit corporation and instrumentality of the Authority, is the sole member of Fenix Estates I GP, LLC (the “General Partner”), a Texas limited liability company; and

WHEREAS, the General Partner is the sole general partner of Fenix Estates I, LP (the “Partnership”), a Texas limited partnership that controls the residential property (the “Property”) located in the City of Houston, Harris County, Texas whereupon the Partnership shall construct a 200-unit multifamily complex known as Fenix Estates (the “Project”); and

WHEREAS, the Corporation desires to enter into a HOME loan in the amount of up to \$3,900,000.00 (the “Loan”) from the City of Houston (the “Lender”) for the development and related costs of the Project;

NOW, THEREFORE, BE IT RESOLVED that the Authority is authorized to take all action resolved in the following paragraphs contemplated by this resolution, and that the Commissioners of the Authority hereby adopt the following resolution:

BE IT RESOLVED that the Corporation is authorized to (a) enter into a Loan and make any amendments to the Loan, and (b) execute a promissory note or notes in the amount of \$3,900,000.00 payable to the order of Lender (collectively, the “Loan Documents”), an amended and restated deed of trust and Restrictive Covenants against the a Project and all other documents and instruments executed as security for or otherwise in connection with the Loan; and

BE IT FURTHER RESOLVED, that the Corporation shall enter into an Intercreditor and Subordination Agreement among the Lender, Harris County, Harris County Housing Authority, Citibank, N.A., and the Partnership (the “Intercreditor Agreement”); and

BE IT FURTHER RESOLVED, that the Corporation shall also enter into a Letter Loan Agreement with Partnership (the “Letter Loan Agreement”), and the Corporation shall lend the proceeds of the Loan to the Company in accordance with the Letter Loan Agreement; and

BE IT FURTHER RESOLVED, that Horace Allison (the “Executing Officer”), the Secretary of the Corporation, is hereby authorized, for and on behalf of the Corporation, to negotiate such terms and conditions for the Loan as the Executing Officer may deem best, and authorize the Horace Allison, the

Chief Executive Officer (the "CEO"), on behalf of the Corporation, to execute and deliver the Loan Documents, the Intercreditor Agreement, and the Letter Loan Agreement, and any other instruments or written obligations (collectively, the "Closing Documents") desired or required by the Lender in connection with the Loan, containing such terms and conditions deemed acceptable or agreeable to such Executing Officer, conclusively evidenced by execution and delivery by the Executing Officer; and

BE IT FURTHER RESOLVED, that the Executing Officer is hereby authorized, on behalf of the Corporation, to take any necessary further action, and is authorized to do all things necessary in connection with or arising out of the Loan; and

BE IT FURTHER RESOLVED, that the Executing Officer is authorized and empowered to initiate or carry out all such acts deemed necessary and to initiate or carry out the execution and delivery of all such documents, instruments, and certificates (including, without limitation, any and all notices and certificates required or permitted to be given or made to the Lender under the terms of any of the instruments executed on behalf of the Corporation relating to the Loan) on behalf of Corporation; and may, at his discretion, deem it necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolution and also may perform the obligations of the Corporation under the Closing Documents; and

BE IT FURTHER RESOLVED, that the Executing Officer's execution of any documents authorized by the foregoing resolution or in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) enforceable as the binding act and obligation of the Corporation without the necessity of the signature, the attestation of any other officer, or of affixing any corporate seal; and

BE IT FURTHER RESOLVED, that all acts, transactions or agreements undertaken prior to the adoption of the resolution by any such Officer or Commissioner of the Authority are hereby ratified, confirmed, and adopted by Authority; and

BE IT FURTHER RESOLVED, that the Closing Documents, the Loan, and the Letter Loan Agreement may reasonably be expected to benefit, directly or indirectly, the Corporation; and

BE IT FURTHER RESOLVED, that the Authority is authorized to take such other actions that the Corporation or Authority deem necessary or appropriate to complete the transactions contemplated by this resolution.

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

PASSED, by the Board of Directors this 21st day of December 2016.

President: _____

Secretary: _____