

**RESOLUTION NO. 17-01**

**RESOLUTION AUTHORIZING A SECOND EXTENSION  
OF A CONTRACT FOR JANITORIAL SERVICES**

WHEREAS Harris County Housing Authority (HCHA) entered into an Agreement for janitorial services (the Agreement) with ABM Janitorial Services – South Central, Inc. (ABM) on February 1, 2015 in the amount of \$18,900.00; and

WHEREAS on February 1, 2016, the parties extended the Agreement for another one (1) year term (the Extension); and

WHEREAS, Paragraph 2 of the Extension allows for a second extension of the Agreement for up to another one (1) year term; and

WHEREAS, in December 2016, HCHA issued a Quotation for Small Purchases (QSP) for janitorial services; and

WHEREAS, HCHA received a reasonable number of quotes in response to the QSP; and

WHEREAS, staff determined that ABM was the responsive and responsible vendor that submitted the lowest cost to HCHA;

NOW THEREFORE BE IT RESOLVED, that the Chief Executive Officer (CEO) is authorized to execute a second extension of the Agreement for Janitorial Services through February 1, 2018 in an amount not to exceed \$18,900, and to take such actions as the CEO deems necessary to effectuate the intent of this resolution.

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

PASSED, by the Board of Commissioners this 18<sup>th</sup> day of January 2017.

Chairman: \_\_\_\_\_

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

RESOLUTION NO. 17-02

RESOLUTION AUTHORIZING SECOND AMENDMENT  
TO CONTRACT FOR LEGAL SERVICES

WHEREAS, in October 2013, Harris County Housing Authority (HCHA) entered into an Amended Contingent Fee Agreement and Power of Attorney (the Agreement) with various law firms to pursue claims against various parties and defend HCHA against claims brought by Guy Rankin, IV (Rankin); and

WHEREAS, since entering into the Agreement, HCHA has resolved its claims against all parties except Rankin; and

WHEREAS, the need for contingent representation has substantially diminished since execution of the Agreement; and

WHEREAS, HCHA and the law firms, except The Grady Law Firm, P.C. (Grady) and Martin, Disiere, Jefferson & Wisdom, L.L.P. (Martin Disiere), have agreed to terminate their relationship under the Agreement; and

WHEREAS, HCHA's General Counsel, and attorneys and support staff from Harris County Attorney's Office currently assist, and will continue to assist, Grady and Martin Disiere in all aspects of HCHA's litigation with Rankin; and

WHEREAS, HCHA desires for Grady and Martin Disiere to continue representing HCHA in its pursuit of claims against Rankin, and defending HCHA against Rankin's claims, at an hourly, rather than contingent, rate; and

WHEREAS, Grady and Martin Disiere desire to continue representing HCHA in its pursuit of claims against Rankin, and defending HCHA against Rankin's claims, at an hourly, rather than contingent, rate;

NOW, THEREFORE BE IT RESOLVED, that the Chief Executive Officer is hereby authorized to negotiate and execute a second amendment to contract for legal services with The Grady Law Firm, P.C. and Martin, Disiere, Jefferson & Wisdom, L.L.P. with substantially the same terms as appear in Exhibit A.

PASSED, by the Board of Commissioners this 18<sup>th</sup> day of January 2017.

Chairman: \_\_\_\_\_

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

**RESOLUTION NO. 17-03**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO  
NEGOTIATE AND EXECUTE THE RENEWAL OF A REVOCABLE LICENSE  
AGREEMENT WITH THE U.S. DEPARTMENT OF VETERANS AFFAIRS**

WHEREAS, Harris County Housing Authority (HCHA) has excess office space on the second floor of its office building; and

WHEREAS, The U.S. Department of Veterans Affairs (the VA) employs Veterans Affairs Supportive Housing (VASH) case managers who provide HCHA's VASH voucher recipients intensive social services; and

WHEREAS, the VA has indicated a desire to continue to locate its employees at HCHA;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that the Chief Executive Officer of HCHA is hereby authorized to negotiate a renewed revocable license agreement not to extend past May 13, 2017 with the VA to locate employees at HCHA's offices; and

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

PASSED, by the Board of Commissioners this 18th day of January 2017.

Chairman: \_\_\_\_\_

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

## RESOLUTION NO. 17-04

### RESOLUTION APPROVING REVISIONS TO HCHA'S ADMINISTRATIVE PLAN

WHEREAS, Harris County Housing Authority (HCHA) held a Resident Advisory Board meeting on October 28, 2016; and

WHEREAS, HCHA held a public hearing on the Annual Public Housing Authority (PHA) Plan and the revised Administrative Plan on January 17, 2017; and

WHEREAS, HCHA staff recommends the revised Administrative Plan as attached, which includes the following changes:

- Updates to procedures related to the waitlist process;
- Revisions to the notification and attendance of briefing appointment;
- Updates to procedures related to the zero income process;
- Revisions to the Quality Control inspection process; and

WHEREAS, staff recommends various other edits made in the revised Administrative Plan to improve clarity; comply with federal regulations; and reduce redundant, contradictory, or extraneous information;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that HCHA hereby adopts the revised Administrative Plan attached to this resolution; and

PASSED, by the Board of Commissioners this 18<sup>th</sup> day of January 2017.

Chairman: \_\_\_\_\_

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

Attachment:  
2017 Administrative Plan

**RESOLUTION NO. 17-05**

**RESOLUTION APPROVING THE 2017 ANNUAL PUBLIC HOUSING  
AUTHORITY (PHA) PLAN**

WHEREAS, Harris County Housing Authority (HCHA) held a Resident Advisory Board meeting on October 28, 2016; and

WHEREAS, HCHA held a public hearing on the revised HCHA Annual Plan and the revised Administrative Plan on January 17, 2017;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that that HCHA hereby adopts the 2017 Annual PHA Plan attached to this resolution;

PASSED, by the Board of Commissioners this 18th day of January 2017

Chairman: \_\_\_\_\_

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

RESOLUTION NO. 17-06

RESOLUTION OF HARRIS COUNTY HOUSING AUTHORITY  
AUTHORIZING FORMATION OF HCHA DEVELOPMENT  
CORPORATION AS A TEXAS PUBLIC FACILITY CORPORATION

WHEREAS, Harris County Housing Authority (the Authority) desires to create a public facility corporation in accordance with Chapter 303 of the Texas Local Government Code, which shall be called HCHA Development Corporation (the Corporation), in order to promote decent, safe, and sanitary affordable housing within Harris County, Texas, and to develop housing for residents of Harris County, Texas and/or residents of properties under the jurisdiction of the Authority; and

WHEREAS, the Authority is the sponsor of the Corporation; and

WHEREAS, the Certificate of Formation of the Corporation, attached hereto as Exhibit "A," has been prepared for filing with the Secretary of State of the State of Texas, and the form of Bylaws, attached hereto as Exhibit "B," has been proposed as the Bylaws for the Corporation;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that formation of the Corporation is in furtherance of both the objective of the Authority to promote decent, safe, and sanitary affordable housing within Harris County, Texas; and the purpose of development of housing for residents of Harris County and/or for residents of residential properties under the jurisdiction of the Authority; and

Certificate of Formation

BE IT FURTHER RESOLVED, that the Certificate of Formation of the Corporation attached hereto as Exhibit "A" be filed with the Secretary of State of the State of Texas, and that the Certificate of Filing and a copy of the Certificate of Formation as returned by the Secretary of State upon filing be inserted into the minute book of the Corporation; and

Corporate Records

BE IT FURTHER RESOLVED that the Corporation shall maintain, as part of its records, a minute book that shall include, but that shall not be limited to, records of the Corporation's Certificate of Formation and amendments thereto, its Bylaws and amendments thereto, minutes of all its meetings, the time and the place of each such meeting, whether the meeting was regular or special, the manner in which the meeting was authorized, the notice given, the names of those present or represented at the meeting, all resolutions duly passed by the Corporation, and the proceedings of each meeting; and

Adoption of Bylaws

BE IT FURTHER RESOLVED, that the form of Bylaws attached hereto as Exhibit "B," be, and it hereby is, approved and adopted as the Bylaws of the Corporation; and

BE IT FURTHER RESOLVED, that the Secretary of the Corporation is directed to certify a copy of these Bylaws and insert them in the minute book of the Corporation, and maintain them in the principal office of the Corporation, open for inspection by any Officer of or any Commissioners of the Authority, or by any Officer of or any Director of the Corporation, at all reasonable times during office hours; and

Board of Directors

BE IT FURTHER RESOLVED, that the directors of the Corporation shall, at all times, be limited to individuals who are either the Commissioners of the Authority, the Executive Director of the Authority, Officers of the Authority, and/or executive staff members of the Authority. In the event that a Director of the Corporation ceases to be a Commissioner of the Authority, the Executive Director of the Authority, Officer of the Authority, or executive staff member of the Authority, such event shall constitute automatic resignation as a Director of the Corporation; and

BE IT FURTHER RESOLVED, that the duly qualified, appointed, and acting Commissioners of the Board of the Authority, Executive Director of the Authority and Director of Finance serve as board members of the Board of Directors of the Corporation until their successors are duly appointed and qualified; and

Officers

BE IT FURTHER RESOLVED, that the four individuals named below are hereby appointed as the initial Officers of the Corporation, and as such may enter into contracts or execute and deliver instruments on behalf of the Corporation:

Kerry Wright, President;

Gerald Womack, Vice President;

Horace Allison, Secretary;

Paul Curry, Treasurer; and

BE IT FURTHER RESOLVED, that the each of the officers named above shall serve in his or her respective capacity until either a successor is duly qualified and appointed by the Board of Directors of the Corporation; or such individual no longer serves as a Commissioner of the Board, Executive Director of the Authority, an officer of the Authority, or an executive staff member of the Authority, in which case his or her office shall be vacated until a successor is duly qualified, appointed and approved; and

Payment of Organization Fees

BE IT FURTHER RESOLVED, that the Authority is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation; and

Banking Authority

BE IT FURTHER RESOLVED, that the Authority be, and hereby is, authorized and directed to execute and deliver on behalf of the Corporation such form resolutions of any state or national banking institution (the Bank), that the Authority may select, as may be required to establish whatever checking accounts and borrowing accounts the Authority shall deem necessary and appropriate for and on behalf of the Corporation; and

BE IT FURTHER RESOLVED, that the Authority be, and hereby is, authorized to certify to the Bank that this resolution has been duly adopted and to verify to the Bank the names and specimen signatures of Kerry Wright, Horace Allison and Paul Curry, who are the persons authorized hereby to sign on behalf of the Authority and/or the Corporation, 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 resolutions to which it is applicable shall continue in full force and effect until official written notice of the rescission thereof by the Authority has been given to the Bank; and

General Authority

BE IT FURTHER RESOLVED, that the Authority be, and it hereby is, authorized to do any and all acts and things and to execute any and all agreements, consents, and documents as in its opinion, or in the opinion of counsel to the Authority, may be necessary, convenient, or appropriate in order to carry out the purposes and intent of the foregoing resolution; and

Ratification

BE IT FURTHER RESOLVED, that the signing of this resolution shall constitute full ratification of any actions taken in contemplation of this resolution by the signatories; this resolution shall be in full force and effect from and upon its adoption; and

BE IT FURTHER RESOLVED, that all actions heretofore taken by the Executive Director or by any Director to carry out the intent of the foregoing resolution, and her or his execution and delivery of such instruments and documents as he believes are necessary for that purpose, are hereby approved, ratified, and confirmed in all respects.

PASSED, by the Board of Commissioners this 18th day of January 2017.

Chairman: \_\_\_\_\_

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

Attachments

Exhibit A - Certificate of Formation for the Corporation

Exhibit B - Bylaws of the Corporation

**RESOLUTION NO. 17-07**

**RESOLUTION AUTHORIZING A CONTRACT FOR SECURITY SERVICES**

**WHEREAS**, the Harris County Housing Authority (HCHA) requires security services in order to effectively protect its clients and staff; and

**WHEREAS**, HCHA staff solicited proposals from entities to provide security services and received quotes from Vets Securing, Close Protection & Security, WE Security, Inc., Houston Enforcement Inc., and Top Gun Security & Investigation; and

**WHEREAS**, HCHA terminated its contract with the vendor initially determined to be the responsive and responsible vendor that submitted the lowest cost to HCHA; and

**WHEREAS**, WE Security, Inc. was determined to be the next responsible vendor that submitted the lowest cost to HCHA;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of the HCHA that the Chief Executive Officer is authorized and directed to execute a contract for security services with WE Security, Inc.

**PASSED**, by the Board of Commissioners this 15th day of February 2017.

Chairman: \_\_\_\_\_



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



Attachment: WE Security, Inc. contract and vendor price comparison

**RESOLUTION NO. 17-08**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER  
(CEO) TO NEGOTIATE AND EXECUTE AN INTERLOCAL  
AGREEMENT WITH HARRIS COUNTY, THE CITY OF HOUSTON,  
AND HOUSTON HOUSING AUTHORITY TO EXPAND THE  
HOUSING SEARCH AND LOCATION TOOL**

WHEREAS, Chapters 392 and 791 of the Texas Local Government Code authorize Harris County Housing Authority (HCHA) to enter into Interlocal Agreements with other governmental bodies; and

WHEREAS, Harris County, Texas (the County) currently has an agreement with Emphasys Computer Solutions (Emphasys) to establish, host and maintain a database of affordable rental properties in Harris County (housing search and location tool); and

WHEREAS, the County granted HCHA, the City of Houston, Texas (the City), and Houston Housing Authority (HHA) access to the housing search and location tool; and

WHEREAS, the County desires to expand the services provided by Emphasys; and

WHEREAS, the expansion of services will add costs to the County's contract with Emphasys; and

WHEREAS, the County has requested that HCHA, the City, and HHA pay a proportionate share of the increase in costs; and

WHEREAS, the expansion of services will benefit HCHA; and

WHEREAS, HCHA's proportionate share of the increase in costs is \$8,731.00;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of HCHA hereby authorizes the CEO to negotiate and execute an Interlocal Agreement with the County, the City, and HHA to expand the housing search and location tool; and

BE IT FURTHER RESOLVED, that HCHA is authorized to pay its proportionate share of the increase in costs, in the amount of \$8,731.00, under said Interlocal Agreement.

PASSED, by the Board of Commissioners this 15th day of February 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-09**

**RESOLUTION TO APPROVE THE HARRIS COUNTY HOUSING AUTHORITY  
PUBLIC FACILITY CORPORATION'S (CORPORATION) AMENDMENT OF LOAN  
DOCUMENTS TO FACILITATE AND ADVANCE AN ADDITIONAL \$500,000.00 IN  
DEVELOPMENT FUNDING FOR THE RETREAT AT WESTLOCK**

WHEREAS, the Corporation is a sponsored affiliate of Harris County Housing Authority (HCHA); and

WHEREAS, the Corporation previously borrowed \$2,553,000.00 from Harris County, Texas (County) for the development of the 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 (Project); and

WHEREAS, of the \$2,553,000.00 borrowed from the County by the Corporation (Existing County Loan), \$1,885,000.00 has been loaned to Retreat at Westlock, Ltd., a Texas limited partnership that is developing and will operate the Project (Partnership), as reimbursement for expended costs associated with the construction and development of the Project (Existing Partnership Loan); and

WHEREAS, the Corporation now desires to loan an additional \$500,000.00 (New Loan) to the Partnership of funds sourced from the Existing County Loan to be used by the Partnership for the development of the Project; and

WHEREAS, the Partnership and Corporation are required to enter into various documents to evidence the increased loan amounts, including, but not limited to, commitments, amendments to documents evidencing and governing the Existing County Loan, Existing Partnership Loan, 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 (Transaction Documents);

NOW THEREFORE, BE IT RESOLVED that the Board of Commissioners of the Harris County Housing Authority hereby authorizes the Corporation to extend the New Loan to the Partnership, and execute and deliver the Transaction Documents, as applicable; and Horace Allison as Secretary of the Corporation (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 this resolution or any document or instrument executed in the accomplishment of any action or actions authorized, or the execution of any amendment or modification of any such document or instrument shall be deemed to be conclusive approval thereof by the Corporation, and the binding act and obligation of the Corporation; and

BE IT FURTHER RESOLVED that any and all acts heretofore taken by the Executing Officer in connection with the matters authorized by the foregoing resolution are hereby ratified, confirmed, and approved; and

BE IT FURTHER RESOLVED that the Board of Commissioners of HCHA finds the actions authorized by this resolution may reasonably be expected to directly or indirectly benefit HCHA and the Corporation; and

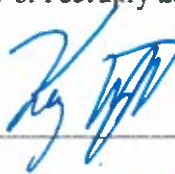
BE IT FURTHER RESOLVED that HCHA and the Corporation are authorized and directed to deliver a certified copy of this resolution to the County, any other lender with a loan secured by a fee or leasehold interest in the Project, and/or the Partnership's limited partner, and to certify that the Resolutions were duly adopted and that the provisions thereof are in full conformity with the governing documents, laws, and regulations of HCHA; and

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

Name	Title	Signature
Horace Allison	Secretary of the Corporation	

PASSED, by the Board of Commissioners this 15th day of February 2017.

Chairman:



Secretary:



**RESOLUTION NO. 17-10**

**RESOLUTION APPROVING THE SUBMISSION OF THE SECTION EIGHT  
MANAGEMENT ASSESSMENT PROGRAM CERTIFICATION TO THE  
DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT**

**WHEREAS**, the Department of Housing and Urban Development (HUD) requires housing authorities to submit an annual Section Eight Management Assessment Program (SEMAP) report; and

**WHEREAS**, based on HUD's performance indicators, HCHA's annual SEMAP certification reports reflect that Harris County Housing Authority (HCHA) is a "high performer" with a score of 96%; and

**WHEREAS**, this report is due to HUD 60 days after the close of the authority's fiscal year; and

**WHEREAS**, staff members have prepared and reviewed a draft of the SEMAP report and recommend its submission;

**NOW, THEREFORE, BE IT RESOLVED**, that HCHA's Board of Commissioners approves the submission of the 2017 SEMAP certification report to HUD.

**PASSED**, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

Attachment:  
SEMAP summary

**RESOLUTION NO. 17-11**

**RESOLUTION AUTHORIZING A CONTRACT FOR  
DOCUMENT MANAGEMENT PLATFORM SERVICES**

**WHEREAS**, the Harris County Housing Authority (HCHA) requires document management platform services; and

**WHEREAS**, in February 2017, HCHA staff solicited proposals from entities to provide document management platform services and received quotes from DocuVantage Company, Basecamp, LLC, Starta Development, Inc. (Starta), and Highrise HQ, LLC; and

**WHEREAS**, Starta's Quote represents the best value and services to the HCHA considering factors such as cost, consistency, and the HCHA's future plans.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of the Harris County Housing Authority that the Chief Executive Officer is authorized and directed to execute a contract for document management platform services with Starta.

**PASSED**, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

Attachment: Starta Contract and Vendor Price Comparisons

## RESOLUTION NO. 17-12

### RESOLUTION AUTHORIZING A CONTRACT FOR INFORMATION TECHNOLOGY SERVICES

WHEREAS, the Harris County Housing Authority (HCHA) requires information technology (IT) services; and

WHEREAS, in March 2016, HCHA staff solicited proposals from entities to provide IT services and received quotes from Dyonyx, LP; First Service Technology, LLC (FST); Nusource Technology Group, LLC; SMB Integrations, LLC; and Tanches Global Management, Inc.; and

WHEREAS, after re-assessing HCHA's computer network and needs, the firm initially determined to be the responsive and responsible vendor that submitted the lowest cost to HCHA was unwilling to honor its original rates; and

WHEREAS, FST is the next responsive and responsible vendor that submitted the lowest cost to HCHA;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of HCHA that the Chief Executive Officer is authorized and directed to execute a contract for IT services with FST.

PASSED, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

Attachment:

FST Contract and Vendor Price Comparisons

RESOLUTION NO. 17-13

RESOLUTION APPROVING THE RENEWAL OF AN INTERLOCAL AGREEMENT  
FOR THE PROVISION OF INSURANCE COVERAGE

WHEREAS, Chapter 791 of the Texas Local Government Code authorizes government entities like Harris County Housing Authority (HCHA) to enter into Risk Pool Interlocal Agreements for the provision of insurance coverage; and

WHEREAS, on April 1, 2014, HCHA entered into an Interlocal Agreement with the members of the Texas Municipal League Insurance Risk Pool ("TMLIRP") for the provision of insurance coverage; and

WHEREAS, the current Interlocal Agreement with TMLIRP expires on April 1, 2017; and

WHEREAS, HCHA's Procurement Policy requires the Board of Commissioners' approval on all further renewals of the Interlocal Agreement due to aggregation of the premiums paid to TMLIRP since April 1, 2014;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Harris County Housing Authority that the Chief Executive Officer is hereby authorized and directed to execute a renewal of the Interlocal Agreement for an additional one-year term.

PASSED, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

**RESOLUTION NO. 17-14**

**RESOLUTION AUTHORIZING THE CEO TO DISPOSE OF SURPLUS PROPERTY**

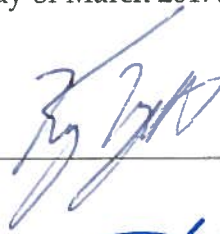
**WHEREAS**, in accordance with Resolution No. 16-34, Harris County Housing Authority (HCHA) entered into an agreement with Houston Auto Auction, Inc. for the disposal of surplus vehicles; and

**WHEREAS**, HCHA owns a surplus vehicle in need of disposal;

**NOW, THEREFORE BE IT RESOLVED**, that HCHA Board of Commissioners approves the disposal of HCHA's 2007 Toyota RAV4 VIN # JTMZD33V676037856;

**PASSED**, by the Board of Commissioners this 15<sup>th</sup> day of March 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-15**

**RESOLUTION APPROVING THE SALE OF A CAPITAL ASSET TO THE CENTRAL  
OFFICE COST CENTER**

**WHEREAS**, the Housing Choice Voucher (HCV) program owns a 2015 Prius vehicle, VIN# JTDKN3DU5F0431337, that is excess inventory since the HCHA has contracted its inspection function out to external contractors; and,

**WHEREAS**, the HCHA Central Office Cost Center (COCC) will purchase the vehicle from the HCV program; and,

**WHEREAS**, the Kelly Blue Book value of the vehicle, in good condition, is \$15,798; and,

**WHEREAS**, in order to cover the book value of the vehicle and maintain an arms-length transaction between a federal program (HCV) and non-federal program (COCC), the HCHA COCC program will pay the HCV program \$17,991 resulting in a small gain on sale for the HCV program; and,

**WHEREAS**, the cash flow to the HCV program will assist in the repayment of the Net Restricted Position balance due the U.S. Department of HUD;

**NOW, THEREFORE, BE IT RESOLVED**, that the HCHA Board of Commissioners hereby approves the purchase of the vehicle for \$17,991 and the proper accounting to transfer the asset to the COCC books of account.

**PASSED**, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

## RESOLUTION NO. 17-16

### RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION TO INDUCE BONDS TO BE ISSUED FOR THE FENIX ESTATES PROJECT

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

WHEREAS, the Issuer, on behalf of the Authority, 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 Authority'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 residential rental units to be located at 1933 Hussion Street, Houston, Texas 77003 (the Residential Project), and finance within the building containing the Residential Project office space that may be leased by the User to Fenix Estates Commercial, LLC, a Texas limited liability Company which will sublease the office space to the Authority (together with the Residential Project, 'the Project'), all within the boundaries of the Authority 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 tax exempt and/or taxable 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 its Resolution for Inducement of Bonds to be Issued to finance the Fenix Estates Project shall constitute its official binding commitment, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount of up to \$30,000,000 and to expend the proceeds thereof to acquire, construct, and install the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds; and

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

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

Section 1. Subject to the terms hereof, the Issuer 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 Authority; 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 Authority, 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 Authority, 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

Authority, 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 tax exempt 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 shall submit an application to the TBRB for a reservation of the state ceiling for "private activity bonds" for program year 2016 and each subsequent calendar year at the User's request to finance the Project. Any officer of the Board of Directors 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 Authority, 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 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 Commissioners this 15th day of March 2017.

Chairman: 

Secretary: 

## RESOLUTION NO. 17-17

**RESOLUTION APPROVING A TRANSFER OF \$1,000,000.00 TO THE U.S.  
DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT FOR THE  
HOUSING CHOICE VOUCHER PROGRAM**

WHEREAS, Harris County Housing Authority (HCHA) has repayment agreements with HUD related to Audit Report Number 2013-FW-1006 (Audit); and

WHEREAS, HCHA filed litigation to recover monies owed to it as identified by the Audit; and

WHEREAS, as a result of the litigation, HCHA has \$1,000,000.00 available to transfer funds to the Net Restricted Position (NRP) of the Housing Choice Voucher (HCV) program;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of the Harris County Housing Authority approves the transfer of \$1,000,000.00 to the NRP of the HCV program.

PASSED, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

**RESOLUTION NO. 17-18****RESOLUTION APPROVING THE FISCAL YEAR END MARCH 31, 2018 BUDGET**

WHEREAS, the staff of Harris County Housing Authority (HCHA) drafted a budget for Fiscal Year 2018 (FY2018) beginning April 1, 2017 and ending March 31, 2018; and

WHEREAS, all of HCHA's Lines of Business are projected to have positive cash flows for FY 2018; and

WHEREAS, HCHA's Board of Commissioners has reviewed the proposed budget and has found that the anticipated revenues as reflected in the proposed budget are sufficient to meet all proposed expenses for HCHA;

NOW, THEREFORE, BE IT RESOLVED, that the HCHA Board of Commissioners hereby adopts the attached budget for FY2018.

PASSED, by the Board of Commissioners this 15th day of March 2017.

Chairman: \_\_\_\_\_

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

Attachment:  
FY2018 Budget

## **RESOLUTION NO. 17-19**

### **RESOLUTION APPROVING SUBSTITUTE LIMITED PARTNER**

**WHEREAS**, Harris County Housing Authority (HCHA) is the sole member of HCHA Bammel, LLC (HCHA Bammel); and

**WHEREAS**, HCHA Bammel is the General Partner of TX Bammel Development, LLC (TX Bammel) and TX Bammel Housing, L.P. (a/k/a TX Housing Bammel Housing, L.P.); and

**WHEREAS**, on October 22, 2004, HCHA Bammel and TX Bammel entered into the Agreement of Limited Partnership of TX Bammel Housing, L.P. (Original Agreement) for the purpose of developing Primrose at Heritage Park; and

**WHEREAS**, in accordance with Paragraph 5(c) of the Original Agreement, HCHA Bammel as General Partner and TX Bammel as the Original Limited Partner "contemplate[d] that additional limited partners . . . will be admitted to the Partnership;" and

**WHEREAS**, the Partnership added Protech 2005-A, LLC (Protech) as Special Limited Partner and AMTAX Holdings 607, LLC (AMTAX) as Investor Limited Partner, and reclassified TX Bammel as Class B Limited Partner, under a First Amended and Restated Agreement of Limited Partnership (Amended Agreement) on January 18, 2005; and

**WHEREAS**, under the Amended Agreement, each Limited Partner has the right to assign its interests in the Partnership, without consent of HCHA Bammel, upon 15 days' notice; and

**WHEREAS**, an assignee of a Limited Partnership Interest shall have no "rights, privileges, or obligations of a Limited Partner," and cannot become a Substitute Limited Partner and succeed to, or assume, any rights, privileges, and obligations of the assigning Limited Partner without permission from HCHA Bammel (in HCHA Bammel's discretion) subject to approval from the Bond and/or HOME Lender, Texas Department of Housing and Community Affairs, and other government bodies having jurisdiction over the parties; and

**WHEREAS**, any person or entity admitted as a Substitute Limited Partner must agree to be bound by all relevant Project documents; and

**WHEREAS**, the Amended Agreement further provides that "[n]o Class B Limited Partner shall have the right to withdraw or Retire voluntarily from the Partnership or sell, assign or encumber his or its Interest without the Consent of the Investor Limited Partner and [HCHA Bammel];" and

**WHEREAS**, the Partnership further amended the Amended Agreement on April 30, 2008 (Amended First Amendment), replacing TX Bammel with CAH-IDA Bammel Housing Class B LLC (CAH-IDA) as Class B Limited Partner, assigning Protech's Special Limited Partnership Interest to AMTAX, and withdrawing Protech from the Partnership; and

**WHEREAS**, by way of the Amended First Amendment, CAH-IDA "succeeded to and assumed all rights and liabilities of" TX Bammel, thereby becoming not only an assignee of TX Bammel, but also a Substitute Limited Partner; and

**WHEREAS**, CAH-IDA now proposes to assign its Interest in the Partnership to Grand Marais, LLC (Grand Marais) via a Second Amendment to the First Amended and Restated Agreement of Limited Partnership (Second Amendment); and

**WHEREAS**, in addition to assigning CAH-IDA's Partnership Interest to Grand Marais, the Second Amendment also purports to admit Grand Marais as a Substitute Limited Partner.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Commissioners of the Harris County Housing Authority approves the substitution of the Limited Partner as contemplated by the Second Amendment.

**BE IT FURTHER RESOLVED** that HCHA Bammel and/or the Chief Executive Officer are authorized and directed to execute all documents, and take all such actions, as are necessary to carry out the purposes of this Resolution.

**PASSED**, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_

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

Attachment: Grand Marais Assignment Documents

## RESOLUTION NO. 17-20

### **RESOLUTION TO APPROVE AND RATIFY THE FOLLOWING ACTIONS IN CONNECTION WITH FENIX ESTATES: 1) ENTER INTO GROUND LEASES WITH OWNER ENTITIES; 2) ENTER INTO AN AGREEMENT TO ENTER INTO A HOUSING ASSISTANCE PAYMENT CONTRACT GOVERNING PROJECT-BASED VOUCHERS; AND 3) TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, the Harris County Housing Authority (the "Authority") is the fee owner of that certain land in the City of Houston, Harris County, Texas ("Land") comprising the site for a 200-unit multifamily complex known as Fenix Estates (the "Project"); and

**WHEREAS**, the Authority desires to grant to Fenix Estates I, LP, a Texas limited partnership (the "Residential Entity"), and to Fenix Estates Commercial, LLC, a Texas limited liability company (the "Commercial Entity", and collectively along with the Residential Entity the "Owner Entities"), site control by entering into long term ground leases and their corresponding Memorandums of Ground Leases (collectively the "Ground Lease Documents") with each Owner Entity, the terms of which the Residential Entity is required to develop and construct the Project consisting of 200 units; and

**WHEREAS**, the Authority desires to enter into an Agreement to Enter Into Housing Assistance Payment Contract (the "Agreement for Contract") with the U.S. Department of Housing and Urban Development ("HUD") for project-based voucher for low-income persons; and

**WHEREAS**, the Authority desires to enter into other certificates, affidavits, agreements, documents, and other writings (collectively the "Ancillary Agreements") necessary or desirable in the consummation of the transactions herein contemplated or as may be required by HUD;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that the Authority shall enter into the Ground Lease Documents, the Agreement for Contract, and the Ancillary Agreements, and that the Owner Entities shall enter into the Ground Lease Documents and the Ancillary Agreements; and

**BE IT FURTHER RESOLVED** that Horace Allison, the Executive Director/CEO of the Authority, (the "Executing Officer"), singularly and without joinder of any other person is hereby authorized to negotiate, review, approve and execute the Ground Lease Documents, all on such terms and containing such provisions as the Executing Officer shall deem appropriate or necessary, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by her or his execution and delivery thereof; and

**BE IT FURTHER RESOLVED** that the Executing Officer singularly and without joinder of any other person is hereby authorized to negotiate, review, approve and execute the Agreement for Contract, all on such terms and containing such provisions as the Executing

Officer shall deem appropriate or necessary, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by her or his execution and delivery thereof; and

**BE IT FURTHER RESOLVED** that the Executing Officer singularly and without joinder of any other person is hereby authorized to negotiate, review, approve, and execute all Ancillary Agreements as the Executing Officer shall deem to be necessary or desirable in the consummation of the transactions herein contemplated; and

**BE IT FURTHER RESOLVED**, that the Board of Commissioners hereby approves and authorizes the execution, on behalf of the Authority and the Owner Entities, of the Ground Lease Documents, the Agreement for Contract, and the Ancillary Agreements, all in form and substance approved by the Executing Officer, his approval of each such instrument to be conclusively evidenced by his signature thereon, and all actions taken as of the date hereof in connection with the actions contemplated herein are ratified; and

**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements undertaken prior hereto by the Executive Director of the Authority or his designee, in connection with the foregoing matters, including but not limited to the Ground Lease Documents, the Agreement for Contract, or the Ancillary Agreements, are hereby ratified and confirmed as the valid actions of the Authority, effective as of the date such actions were taken; and

**BE IT FURTHER RESOLVED**, that the Authority is authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED**, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_

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

## **RESOLUTION NO. 17-21**

**RESOLUTION TO APPROVE AND RATIFY THE FOLLOWING ACTIONS IN CONNECTION WITH FENIX ESTATES: 1) THE ADMISSION OF AN INVESTOR LIMITED PARTNER AND A SPECIAL LIMITED PARTNER FOR FENIX ESTATES, I, LP (THE "PARTNERSHIP"); 2) FENIX ESTATES I GP, LLC (THE "GENERAL PARTNER") TO ENTER INTO AN AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT FOR THE PARTNERSHIP; AND 3) TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT 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 I GP, LLC, a Texas limited liability company (the "General Partner"), a Texas limited liability company; and the General Partner is the sole general partner of Fenix Estates I, LP, a Texas limited partnership (the "Partnership") formed to control, own, maintain, and lease a certain 200-unit multifamily complex in the City of Houston, Harris County, Texas known as Fenix Estates (the "Project"); and

**WHEREAS**, the Corporation is the sole limited partner of the Partnership (the "Initial Limited Partner"); and

**WHEREAS**, RBC Tax Credit Equity, LLC, an Illinois limited liability company (the "Investment Limited Partner"), and RBC Tax Credit Manager II, Inc., a Delaware corporation (the "Special Limited Partner"), are being admitted into the Partnership as its investment limited partner and special limited partner respectively; and

**WHEREAS**, the Initial Limited Partner is withdrawing from the Partnership; and

**WHEREAS**, the Partnership desires to enter into a certain Development Agreement (the "Development Agreement") with Fenix Estates Development, LLC, a Texas limited liability company (the "Developer"), for the development of the Project; and

**WHEREAS**, the General Partner, the Corporation, and the Authority desire to enter into a Guaranty in conjunction with the Amended Partnership Agreement (as defined hereafter) for the benefit of the Investment Limited Partner, to guaranty certain obligations of the General Partner, the Partnership, and the Developer (the "Guaranty");

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that the Authority is authorized to approve the admission of Investment Limited Partner and Special

Limited Partner (collectively the "Limited Partners") as limited partners to the Partnership and the withdrawal of the Initial Limited Partner from the Partnership; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Amended and Restated Limited Partnership Agreement of the Partnership dated about or as of the 27th day of April, 2017 (the "Amended Partnership Agreement") with respect to the admission of the Limited Partners to the Partnership, in conjunction with the closing of the construction loan and bond financing for the Fenix Estates project, along with a General Partner Certificate, Purchase Option and Right of First Refusal Agreement, the Guaranty, Post-Closing Agreement, and Cost Sharing Agreement (the General Partner Certificate, Purchase Option and Right of First Refusal Agreement, the Guaranty, the Post-Closing Agreement, and the Cost Sharing Agreement collectively referred to as the "Project Documents"), and any required affidavits, certifications, consents, and/or agreements in connection with the Amended Partnership Agreement, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to effectuate the capitalization of the Partnership (collectively, along with the Amended Partnership Agreement, the Project Documents, and the Development Agreement, the "Partnership Documents") are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the General Partner, the Corporation, and the Authority shall enter into the Guaranty; and

**BE IT FURTHER RESOLVED**, that any such other actions necessary, convenient, or appropriate in order to carry out these Resolutions are hereby authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that Corporation, the sole member of the General Partner, hereby adopts these Resolutions, individually on behalf of itself, on behalf of the General Partner, and on behalf of the Partnership; and

**BE IT FURTHER RESOLVED**, that Horace Allison, the Secretary of the Corporation and a Manager of the General Partner, or Paul Curry (each individual an "Executing Officer"), the Finance Director of Harris County Housing Authority and a Manager of the General Partner, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the General Partner, the sole general partner of the Partnership, to execute and deliver the Partnership Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolution and in the Partnership Documents, on behalf of the Corporation, the General Partner, and the Partnership, as well as such other written instruments or obligations that the Partnership and/or General Partner may be required to execute by the Limited

Partners, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively the "Closing Documents"); and

**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the General Partner, acting for itself or in a representative capacity as identified in these Resolutions on behalf of the Partnership, as the Executing Officer shall consider appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Partnership or the General Partner under the Closing Documents, and any other documents and agreements executed in connection with the admission of the Investment Limited Partner and Special Limited Partner and the withdrawal of the Initial Limited Partner; and

**BE IT FURTHER RESOLVED**, that any action by the Executing Officer of the General Partner, to do and perform, or cause to be done and performed, in the name and on behalf of the General Partner in its own capacity or as the general partner of the Partnership, or the execution and delivery, or causing to be executed and delivered, of the Closing Documents, in the name and on behalf of the Corporation, the General Partner, and/or the Partnership, as they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the foregoing Resolutions or in order to comply with the requirements of the Closing Documents, are hereby approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that whenever the approval or satisfaction of the Corporation, the Harris County Housing Authority, the General Partner, or the Partnership is required in connection with any document, item, or matter referred to in these Resolutions, such approval or satisfaction shall be conclusively signified and evidenced by an Executing Officer's execution of such document or of any document relating to such item or matter; and

**BE IT FURTHER RESOLVED**, that the Limited Partners and Developer are hereby authorized to rely upon these Resolutions, and upon any certificate of the sole member of the General Partner with respect thereto until receipt of actual written notice of the revocation thereof; and

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

**BE IT FURTHER RESOLVED**, that the Authority, the Corporation, the General Partner, and/or the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions;

PASSED, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_



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



## **RESOLUTION NO. 17-22**

### **RESOLUTION TO APPROVE AND RATIFY ACTIONS IN CONNECTION WITH THE FINANCING FOR FENIX ESTATES PROJECT FOR THE FOLLOWING: 1) FENIX ESTATES I, LP (THE "PARTNERSHIP") TO ENTER INTO A LOAN FROM CITIBANK, N.A. (THE "LENDER"); AND 2) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT 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 I GP, LLC, a Texas limited liability company (the "General Partner"), a Texas limited liability company; and the General Partner is the sole general partner of Fenix Estates I, LP, a Texas limited partnership (the "Partnership"); and

**WHEREAS**, the Corporation is the sole member of Fenix Estates Commercial MM, LLC, a Texas limited liability company (the "Managing Member"), a Texas limited liability company; and the Managing Member is the sole managing member of Fenix Estates Commercial MM, LLC, a Texas limited liability company (the "Commercial Owner"); and

**WHEREAS**, the Authority desires for the Partnership to enter into a construction loan in the amount of up to \$25,000,000.00 (the "Loan") from Citibank, N.A., a national banking association (the "Lender"), in conjunction with the Bonds described below, for the development and related costs of a certain property located in the City of Houston, Harris County, Texas (the "Property") whereon the construction of a 200-unit multifamily complex known as Fenix Estates (the "Project") is planned; and

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, the Managing Member, the Commercial Owner, and the Corporation are required to enter into various documents which will evidence the Loan, including, but not limited to, Multifamily Notes, Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, Construction Funding Agreement, Assignment of Management Agreement, Assignment of Equity Interests, Pledge and Security Agreement, Replacement Reserve Agreement, Borrower's Affidavit and Certificate, Financing Statement(s), Completion and Repayment Guaranty, Exceptions to Non-Recourse Guaranty, Notice of Final Agreement, Assignment and Subordination of Developer Fees, Pledge and Security Agreement (Residential Borrower), Contractor's Agreement and Consent, Architect Agreement and Certificate, one or more Intercreditor and Subordination Agreements, Certificate of the Manager, any further guaranty agreements, and any commitment letters, affidavits, financing statements, certifications, consents, indemnifications, authorizing resolutions, and various other loan documentation as may be required by the Lender in connection with the Loan (collectively, all of such loan and security documents are hereinafter referred to as the "Loan Documents"); and

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are also required to enter into corresponding bond documents of up to \$25,000,000.00 (the aggregate of up to \$20,000,000.00 tax exempt notes and up to \$5,000,000.00 taxable notes) in conjunction with 4% tax credits, including, but not limited to the \$25,000,000.00 Harris County Housing Authority Public Facility Corporation Multifamily Housing Governmental Notes (Fenix Estates) Series 2017 consisting of \$20,000,000 Series 2017A and \$5,000,000 Taxable Series 2017B (the "Bonds"), Borrower Loan Agreement, Land Use Restriction Agreement, General and No-Litigation Certificate of the Partnership, Certificate of Sole Member of General Partner, General and No-Litigation Certificate of Commercial Owner, Certificate of Sole Member of Managing Member, Assignment of Leasehold Multifamily Deed of Trust and Loan Documents (Residential), Leasehold Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing (Commercial), Assignment of Leasehold Multifamily Deed of Trust and Loan Documents (Residential), Assignment of Leasehold Multifamily Deed of Trust and Loan Documents (Commercial), any letters, affidavits, certifications, consents, indemnifications, financing statements, and various other documentation as may be required by the issuer or the trustee in connection with the Bonds (collectively, all such documents are hereinafter referred to as the "Bond Documents") for further financing the Project;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that, in connection with the transactions contemplated by these Resolutions, the Corporation, acting in its corporate and individual capacity and in its capacity as the sole member of the General Partner and in turn in its capacity as the sole general partner of the Partnership, 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 Commercial Owner, is authorized and directed (a) to enter into the Loan and the Bonds, (b) to negotiate the terms of the Loan and the Bonds, (c) to execute, and/or to enter into, as necessary, each of Loan Documents and the Bond Documents (collectively, the "Closing Documents"), and (d) to take such other and further actions and to execute and to enter into such Closing Documents and such contracts, agreements, instruments, and amendments thereof in such form and such provisions as the General Partner or the Managing Member may deem appropriate in order to deal with the development of the Project; and

**BE IT FURTHER RESOLVED** that the Corporation shall enter into the Completion and Repayment Guaranty, Exceptions to Non-Recourse Guaranty; and

**BE IT FURTHER RESOLVED** that the form, terms, and provisions of the Closing Documents and such other documents as contemplated thereby are hereby in each and every respect authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED** that the authorization of the Corporation to enter into the Loan Documents and that execution and delivery of the Closing Documents, in the name and on behalf of the Corporation, the General Partner, the Managing Member, the Commercial

Owner, and the Partnership, by Horace Allison, the Secretary (the "Executing Officer") of the Corporation, individually and without the joinder of any other person, in the form as so executed and delivered, is hereby authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED** that the execution and delivery by the Executing Officer of any of the aforesaid agreements, documents, and instruments authorized in the foregoing Resolutions and the taking by the Executing Officer of any acts in any way related to the transactions contemplated by the foregoing Resolutions and such agreements, documents, and instruments, shall be conclusive evidence of his approval thereof and of his authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of the Corporation, the General Partner, the Managing Member, the Commercial Owner, and/or the Partnership, as the case may be; and

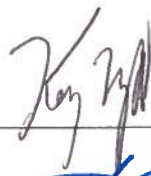
**BE IT FURTHER RESOLVED** that the Executing Officer is hereby authorized and directed for and on behalf of, and as the act and deed of the Corporation, the General Partner, the Managing Member, the Commercial Owner, and the Partnership, to execute all of the Loan Documents and any other documents and agreements executed in connection with the transactions contemplated hereby; and

**BE IT FURTHER RESOLVED** that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Corporation, General Partner, the Managing Member, the Commercial Owner, and/or Partnership, as applicable, as the Executing Officer considers appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Corporation, General Partner, the Managing Member, the Commercial Owner, and/or Partnership, as applicable, under the Closing Documents and any other documents and agreements executed in connection with the transactions contemplated hereby; and

**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken, such actions are hereby ratified and confirmed as the valid actions of the Authority, the Corporation, the General Partner, the Managing Member, the Commercial Owner, and/or the Partnership, as the case may be, effective as of the date such actions were taken; and

**BE IT FURTHER RESOLVED**, that the Authority is authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions;

PASSED, by the Board of Commissioners this 10th day of April 2017.

Chairman: 

Secretary: 

**RESOLUTION NO. 17-23**

**RESOLUTION TO APPROVE AND RATIFY ACTIONS IN CONNECTION WITH THE FINANCING FOR THE FENIX ESTATES PROJECT FOR THE FOLLOWING: 1) HCHA DEVELOPMENT CORPORATION (THE "CORPORATION") TO ENTER INTO A HOME LOAN AND TIRZ LOAN FROM THE CITY OF HOUSTON (THE "LENDER"); AND 2) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Development Corporation, a Texas non-profit public facility corporation (the "Corporation") and instrumentality of the Harris County Housing Authority, desires to enter into a HOME Loan in the total amount of up to \$3,900,000.00 and a TIRZ Loan in the total amount of up to \$2,050,000.00 (collectively, the "Loan") from the City of Houston (the "Lender") for the purposes of developing the residential property located in the City of Houston, Harris County, Texas (the "Property") whereupon Fenix Estates I, LP, a Texas limited partnership (the "Partnership"), shall construct a 200-unit multifamily complex known as Fenix Estates (the "Project"); and

WHEREAS, the Corporation shall in turn lend the proceeds from the Loan to Fenix Estates I, LP, a Texas limited partnership (the "Partnership") which controls the Project;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, that the Corporation is hereby authorized to (a) enter into a the Loan, and any amendments to the Loan, from the Lender, (b) execute a promissory note or notes in the amount of up to \$5,950,000.00 payable to the order of Lender, 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 (c) financing statements, subordinations, certifications, such other instruments or written obligations of the Corporation as may be desired or required by the Lender in connection with the Loan and all other documents and instruments executed as security for, or otherwise in connection with, the Loans (collectively, the "Loan Documents"); and

BE IT FURTHER RESOLVED, that the Corporation shall enter into one or more Intercreditor and Subordination Agreements among the Lender, Harris County, Harris County Housing Authority, Harris County Housing Authority Public Facility Corporation, Citibank, N.A., and the Partnership (the "Intercreditor Agreements"); and

BE IT FURTHER RESOLVED, that the Corporation shall also enter into a Letter Loan Agreement with Partnership, 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 such Executing Officer may deem best, and to execute and deliver, for and on behalf of the Corporation, the Loan Documents, the Intercreditor Agreements, and the Letter Loan Agreement, and such other instruments or written obligations (collectively, the "Closing Documents") of the Corporation as may be desired or required by the City in connection with the Loan, containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

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

**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized and empowered to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, 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 City or the Lender under the terms of any of the instruments executed on behalf of the Corporation, relating to the Loan), in the name and on behalf of Corporation, as the Executing Officer, in his discretion, may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Corporation under the Closing Documents; and

**BE IT FURTHER RESOLVED**, that the execution by Executing Officer of any documents authorized by the foregoing resolutions, or any document executed in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Corporation, without the necessity of the signature or attestation of any other officer nor of affixing any corporate seal; and

**BE IT FURTHER RESOLVED**, that all acts, transactions or agreements undertaken prior to the adoption of these Resolutions 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 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 as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

PASSED, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_

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

## **RESOLUTION NO. 17-24**

**RESOLUTION TO APPROVE AND RATIFY ALL ACTIONS IN CONNECTION WITH THE FINANCING FOR THE FENIX ESTATES PROJECT FOR THE FOLLOWING: 1) HCHA DEVELOPMENT CORPORATION (THE "LENDER") TO LOAN THE CDBG-DR FUNDS GRANTED BY THE TEXAS GENERAL LAND OFFICE TO FENIX ESTATES, I, LP (THE "PARTNERSHIP"); 2) THE LENDER TO LOAN THE CITY OF HOUSTON HOME FUNDS, COMPRISED OF HOME FUNDS AND TIRZ FUNDS; 3) THE LENDER TO LOAN TO HARRIS COUNTY HOME FUNDS, CDBG FUNDS, AND CDBG-DR FUNDS, TO THE PARTNERSHIP; AND 4) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, the Harris County Housing Authority (the "Authority") is the recipient of the Funds (defined below) for the purpose of developing the residential property located in the City of Houston, Harris County, Texas (the "Property") whereupon Fenix Estates I, LP, a Texas limited partnership (the "Partnership") shall construct a 200-unit multifamily complex known as Fenix Estates (the "Project"); and

**WHEREAS**, HCHA Development Corporation, a Texas non-profit public facility corporation (the "Corporation") and instrumentality of the Authority, shall loan the Funds (defined below) for the purpose of developing the Project to the Partnership; and

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation") and instrumentality of the Authority, is the sole member of Fenix Estates I GP, LLC, a Texas limited liability company and the sole general partner of the Partnership; and

**WHEREAS**, the Authority desires for the Lender to enter into a loan (the "GLO Loan") in the amount of up to \$6,754,831 (the "GLO Loan Funds") of CDBG-DR funds that shall be granted from the Texas General land Office (the "GLO") to the Authority and in turn granted to the Lender, said GLO Loan Funds being so loaned from the Lender to the Partnership for the development and related costs of the Project; and

**WHEREAS**, the Authority desires for the Lender to enter into a loan (the "City of Houston Loan") in the amount of up to \$5,950,000 of HOME funds and TIRZ funds (collectively, the "City of Houston Loan Funds") that shall be loaned from the City of Houston to the Lender, said City of Houston Loan Funds being in turn loaned from the Lender to the Partnership for the development and related costs of the Project; and

**WHEREAS**, the Authority desires for the Lender to enter into a loan (the "Harris County Loan") in the amount of up to \$23,536,971.86 comprised of a \$2,270,000.00 loan of Harris County HOME funds, a \$1,921,531.86 grant of Harris County CDBG funds, and a \$19,345,440.00 grant of Harris County CDBG-DR funds (collectively the "Harris County Loan Funds") that shall each be

granted from Harris County to the Lender, said Harris County Loan Funds being so loaned from the Lender to the Partnership for the development and related costs of the Project;

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Commisioners, that the Authority is authorized to accept the the GLO Loan Funds, the City of Houston Loan Funds, and the Harris County Loan Funds (collectively the "Funds") and to enter into related agreements, financing statements, certifications, such other instruments or written obligations as may be desired or required by the City of Houston, Harris County, or the GLO in connection with the Funds and the Loans and all other documents and instruments executed as security for, or otherwise in connection with, the Loans (collectively, the "Grant Documents"); and

**BE IT FURTHER RESOLVED**, that the Authority shall grant the Funds to the Lender in order for the Lender to make the Loans; and

**BE IT FURTHER RESOLVED**, that Horace Allison (the "Executing Officer"), the Executive Director/CEO of the Authority, is hereby authorized, for and on behalf of the Authority, to negotiate such terms and conditions for the Grant Documents as such Executing Officer may deem best, and to execute and deliver the Grant Documents for and on behalf of the Authority, said Grant Documents containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized, in the name of and on behalf of the Authority, to take such further action and to do all things that may appear in the discretion of same Executing Officer to be necessary in connection with or arising out of the Grant Documents or the Funds; and

**BE IT FURTHER RESOLVED** that the Lender in its corporate capacity is authorized to enter into the GLO Loan, the City of Houston Loan, and the Harris County Loan (collectively the "Loans") with the Partnership as their borrower and the Lender as their lender, such Loans being comprised of each of the Funds; and

**BE IT FURTHER RESOLVED**, that the Lender shall accept a Promissory Note or Notes payable to the order of the Lender, financing statements, borrower certifications, and Deed of Trusts recorded against the a Project's Property; and

**BE IT FURTHER RESOLVED**, that the Lender shall enter into and execute one or more Intercreditor and Subordination Agreements among the City of Houston, Harris County, Harris County Housing Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, subordinations, financing statements, certifications, such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by the City of Houston, Harris County, the Lender, or the GLO in connection with the Loans and all other documents and

instruments executed as security for, or otherwise in connection with, the Loans (collectively, along with the Promissory Notes, financing statements, borrower certifications, and Deed of Trusts, the "Loan Documents"); and

**BE IT FURTHER RESOLVED**, that Horace Allison (the "Executing Officer"), the Secretary of the Lender, is hereby authorized, for and on behalf of the Lender, to negotiate such terms and conditions for the Loans as such Executing Officer may deem best, and to execute and deliver the Loan Documents for and on behalf of the Lender, said Loan Documents containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized, in the name of and on behalf of the Lender, to take such further action and to do all things that may appear in the discretion of such Executing Officer to be necessary in connection with or arising out of the Loans; and

**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements in connection with the transactions contemplated by these Resolutions that was undertaken prior to the adoption of these Resolutions by any Officer or Commissioner of the Authority are hereby ratified, confirmed, and adopted by Authority; and

**BE IT FURTHER RESOLVED**, that the Authority and the Lender are authorized to take such other actions as the Authority or the Lender shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED**, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_



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



## RESOLUTION NO. 17-25

RESOLUTION TO APPROVE AND RATIFY ACTIONS IN CONNECTION WITH THE FINANCING OF THE FENIX ESTATES PROJECT FOR THE FOLLOWING: 1) FENIX ESTATES, I, LP (THE PARTNERSHIP) TO ENTER INTO A LOAN FROM HCHA DEVELOPMENT CORPORATION (THE "LENDER") FOR CDBG-DR FUNDS GRANTED BY THE TEXAS GENERAL LAND OFFICE; 2) THE PARTNERSHIP TO ENTER INTO A LOAN FROM THE LENDER FOR HOME AND TIRZ FUNDS FROM THE CITY OF HOUSTON; 3) THE PARTNERSHIP TO ENTER INTO A LOAN FROM THE LENDER FOR FUNDS FROM HARRIS COUNTY, COMPRISED OF BOTH HOME FUNDS, CDBG FUNDS, AND CDBG-DR FUNDS; AND 4) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT 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 I GP, LLC, a Texas limited liability company (the "General Partner"); and the General Partner is the sole general partner of Fenix Estates I, LP, a Texas limited partnership (the "Partnership"), which controls the residential property located in the City of Houston, Harris County, Texas (the "Property") whereupon the Partnership shall construct a 200-unit multifamily complex known as Fenix Estates (the "Project"); and

WHEREAS, the Authority desires for the Partnership and the Corporation to enter into a loan (the "GLO Loan") in the amount of up to \$6,754,831 (the "GLO Loan Funds") of CDBG-DR funds that shall be granted from the Texas General land Office (the "GLO") to the Authority and in turn granted to HCHA Development Corporation (the "Lender"), said GLO Loan Funds being so loaned from the Lender to the Partnership for the development and related costs of the Project; and

WHEREAS, the Authority desires for the Partnership and the Corporation to enter into a loan (the "City of Houston Loan") in the amount of up to \$5,950,000 of both HOME funds and TIRZ funds (collectively, the "City of Houston Loan Funds") that shall be loaned from the City of Houston to the Lender, said City of Houston Loan Funds being so loaned from the Lender to the Partnership for the development and related costs of the Project; and

WHEREAS, the Authority desires for the Partnership and the Corporation to enter into a loan (the "Harris County Loan") in the amount of up to \$23,536,971.86 comprised of a \$2,270,000.00 loan of Harris County HOME funds, a \$1,921,531.86 grant of Harris County CDBG funds, and a \$19,345,440.00 grant of Harris County CDBG-DR funds (collectively, the "Harris County Loan Funds") that shall each be granted from Harris County to the Lender, said Harris County Loan Funds being in turn loaned from the Lender to the Partnership for the development and related costs of the Project;

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Commissioners, that the Corporation, in its corporate and individual capacity and also in its capacity as the sole member of the General Partner and in turn in its capacity as the sole general partner of the Partnership, is authorized to enter into the GLO Loan, the City of Houston Loan, and the Harris County Loan (collectively the "Loans") with the Partnership as their borrower and the Lender as their lender, such Loans being comprised of each of the Funds; and

**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and the Partnership shall enter into and execute a Promissory Note or Notes payable to the order of the Corporation, Deed of Trusts against the a Project, one or more Intercreditor and Subordination Agreements among the City of Houston, Harris County, Harris County Housing Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, financing statements, subordinations, certifications, such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by the City of Houston, Harris County, the Lender, or the GLO in connection with the Loans and all other documents and instruments executed as security for, or otherwise in connection with, the Loans (collectively, the "Loan Documents"); and

**BE IT FURTHER RESOLVED**, that the Corporation shall enter into the certain Attachment G Guaranty of Completion of Improvements Pursuant to Loan Agreement in favor of the City of Houston to guarantee of certain obligations of HCHA Development Corporation and the Partnership in conjunction with a certain Loan Agreement among the City of Houston, HCHA Development Corporation, and the Partnership; 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, the General Partner, and the Partnership, to negotiate such terms and conditions for the Loans as such Executing Officer may deem best, and to execute and deliver the Loan Documents for and on behalf of the Corporation, the General Partner, and the Partnership, said Loan Documents containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized, in the name of and on behalf of the Corporation, the General Partner, and the Partnership, to take such further action and to do all things that may appear in the discretion of such Executing Officer to be necessary in connection with or arising out of the Loans; and

**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements in connection with the transactions contemplated by these Resolutions that was undertaken prior to the adoption of these Resolutions by any Officer or Commissioner of the Authority are hereby ratified, confirmed, and adopted by Authority; and

BE IT FURTHER RESOLVED, that the Authority, the Corporation, the Genreal Partner, and the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

PASSED, by the Board of Commissioners this 10th day of April 2017.

Chairman:



Secretary:



## RESOLUTION NO. 17-26

### RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY PUBLIC FACILITY CORPORATION'S ISSUANCE, SALE, AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL NOTES (FENIX ESTATES) SERIES 2017A AND TAXABLE SERIES 2017B; AND APPROVING THE FORM AND SUBSTANCE AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENT AND INSTRUMENTS NECESSARY TO CARRY OUT THE FINANCING OF SUCH MULTIFAMILY RENTAL RESIDENTIAL AND COMMERCIAL DEVELOPMENT; AND CONTAINING 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 the 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 rental residential developments located within the geographic limits of the County of Harris, Texas (the "County"), (b) to borrow funds 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 any such borrowing by the Issuer; 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 repayment of any such borrowing by the Issuer; and

WHEREAS, the Board of Directors of the Issuer (the "Board") has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Notes (Fenix Estates) Series 2017A and Taxable Series 2017B (collectively, the "Governmental Notes") pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of April 1, 2017 (the "Funding Loan Agreement"), between the Issuer, Wilmington Trust, National Association, as fiscal agent (the "Fiscal Agent") and Citibank, N.A., as initial funding lender (the "Funding Lender"), for the purpose of lending the proceeds thereof to Fenix Estates I, LP, a Texas limited partnership, and Fenix Estates Commercial, LLC, a Texas limited liability company (collectively, the "Borrower"), to provide financing for the acquisition, construction and equipping of a multifamily rental residential development (the "Residential Project") and a commercial office space for the Issuer (the "Commercial Project") collectively to be known as the Fenix Estates to be located within the County at 1933 Hussion Street, Houston, Harris County, Texas, described more fully on Exhibit A attached hereto (the "Project"), all in accordance with the Constitution and laws of the State of Texas; and

WHEREAS, the Board, by resolution adopted on October 21, 2015, declared its intent to provide financing for the Project; and

WHEREAS, in order to assist in carrying out such acquisition, construction and equipping of the Project, the Board has determined that the Issuer shall enter into a Borrower Loan Agreement dated as of April 1, 2017 (the "Borrower Loan Agreement"), between the Issuer and the Borrower, pursuant to which (i) the Issuer will agree to make two mortgage loans funded with the proceeds of the Governmental Notes (collectively, the "Mortgage Loans") to the Borrower to enable the Borrower to finance the cost of acquisition, construction and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Issuer two promissory notes (the "Multifamily Notes"), each in an original principal amount equal to the original aggregate principal amount of the related Governmental Note, and providing for payment of interest on such principal amount equal to the interest on the related Governmental Note 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 Residential Borrower to enter into a Land Use Restriction Agreement dated as of April 1, 2017 (the "Regulatory Agreement") and the Borrower to enter into a Tax Regulatory Agreement and No-Arbitrage Certificate dated as of the closing date for the Governmental Notes (the "Tax Agreement" and together with the Regulatory Agreement, the "Tax Documents") with respect to the Project; and

WHEREAS, it is anticipated that the Multifamily Notes each will be secured by a Leasehold Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing (collectively, the "Mortgages") from the Borrower for the benefit of the Issuer; and

WHEREAS, the Issuer's rights (except for certain reserved rights) under the Mortgage Loans, including the Multifamily Notes and the Mortgages, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to one or more Assignment of Leasehold Multifamily Deed of Trust and Loan Documents (collectively, the "Assignments") between the Issuer and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower; and

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

WHEREAS, the Issuer desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Notes and all other funds received and held under the Funding Loan Agreement; and

WHEREAS, Section 147(f) of the Code requires that the Series 2017A Governmental Note (the "Tax-Exempt Governmental Note") be approved by the "applicable elected representative" (the "AER") after a public hearing following reasonable public notice; and

WHEREAS, with respect to the Tax-Exempt Governmental Note issued by the Issuer, the AER is the County Judge of Harris County, Texas (the highest elected official of Harris County, Texas); and

**WHEREAS**, notice of a public hearing with respect to the Tax-Exempt Governmental Note and the Project held by the Issuer on January 24, 2017, was published no less than 14 days before such date in the Houston Chronicle, a newspaper of general circulation available to residents within the County; and

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

**WHEREAS**, the Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Multifamily Notes, the Mortgages, and the Assignments, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Notes, the execution and delivery 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, that the Issuer is authorized to make the following determinations and actions (Section 1. through Section 18.) governing the aforementioned documents; and

Section 1.     --Public Hearing. The Board hereby finds, determines, recites and declares that a public hearing with respect to the Tax-Exempt Governmental Note and the Project was held on January 24, 2017; that notice of such public hearing was published no less than 14 days before such date in the Houston Chronicle, 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 Tax-Exempt Governmental Note; and that all comments from interested persons were taken at such public hearing and were provided to the AER; and

Section 2.     --Issuance, Execution, Sale and Delivery of the Governmental Note. The issuance of the Governmental Notes is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President and Secretary/Treasurer of the Issuer each are authorized hereby to execute, attest and affix the Issuer's seal to the Governmental Notes and to deliver the Governmental Notes to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Notes to the initial funding thereof and deliver the Governmental Notes as provided in the Funding Loan Agreement; and

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 Governmental Notes, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided,

however, that: (a) the interest rate on the Governmental Notes shall not exceed [12]% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Notes (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Tax-Exempt Governmental Note shall not exceed \$20,000,000 and the aggregate principal amount of the Governmental Notes shall not exceed \$25,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than December 31, 2056; and

Section 4.     --Approval, Execution and Delivery of the Funding Loan Agreement. The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President and the Secretary/Treasurer of the Issuer are each hereby authorized to execute and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

Section 5.     --Approval, Execution and Delivery of the Borrower Loan Agreement. The form and substance of the Borrower Loan Agreement are hereby approved; and that the officers of the Issuer are each hereby authorized to execute, attest and affix the Issuer's seal to the Borrower Loan Agreement and to deliver the Borrower Loan Agreement to the Borrower; and

Section 6.     --Approval, Execution and Delivery of the Tax Documents. The form and substance of the Tax Documents are hereby approved; and that the officers of the Issuer are each hereby authorized to execute, attest and affix the Issuer's seal to the Tax Documents and to deliver the Tax Documents to the Borrower and the Fiscal Agent, to the extent necessary; and

Section 7. --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; and

Section 8.     --Acceptance of the Mortgages and the Multifamily Notes. That the Mortgages and the Multifamily Notes are hereby accepted by the Issuer; and that the President and any Vice President of the Issuer are each hereby authorized to endorse the Multifamily Notes to the order of the Fiscal Agent, without recourse; and

Section 9.     --Execution and Delivery of Other Documents. The officers of the Issuer are each hereby authorized to execute, attest and affix the Issuer's seal to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignments, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and

Section 10.    --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; and

Section 11. --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; and

Section 12. --Submission to the Attorney General of Texas. The Board hereby authorizes, ratifies and approves the submission by Bond Counsel to the Attorney General of Texas, for approval as required under Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes; and

Section 13. --Purposes of Resolution. The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes 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 City to obtain decent, safe and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare and safety and for other valid public purposes; and

Section 14. --Ratification of Certain Prior Actions. All other prior actions taken for or on behalf of the Issuer in connection with the Governmental Notes are hereby ratified, confirmed and approved; and

Section 15. --Limited Obligations. The Governmental Notes and the interest thereon shall be special limited obligations of the Issuer payable solely from the revenues, funds and assets pledged under the Funding Loan Agreement, to secure payment of the Governmental Notes, and under no circumstances shall the Governmental Notes be payable from any other revenues, funds, assets or income of the Issuer; and

Section 16. --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 Governmental Notes of the appropriate opinions of Bond Counsel with respect to the Governmental Notes; and

Section 17. --Information Return for Tax Exempt Private Activity Bonds. The Board further directs that an officer of the Issuer submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Tax-Exempt Governmental Note is issued, a statement containing the information required by Section 149(e) of the Code; and

Section 18. --Effective Date. This Resolution shall be in full force and effect from and upon its adoption;

PASSED, by the Board of Commissioners this 10th day of April 2017.

Chairman:  \_\_\_\_\_

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

## **RESOLUTION NO. 17-27**

### **RESOLUTION TO APPROVE AND RATIFY THE FOLLOWING ACTIONS IN CONNECTION WITH FENIX ESTATES: 1) FENIX ESTATES DEVELOPMENT, LLC TO ENTER INTO THE DEVELOPMENT AGREEMENT AND OTHER AGREEMENTS FOR THE FENIX ESTATES PROJECT; AND 2) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT 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 Development, LLC, a Texas limited liability company (the "Developer"), formed to develop a certain 200-unit multifamily complex in the City of Houston, Harris County, Texas known as Fenix Estates (the "Project"); and

**WHEREAS**, the Developer desires to enter into a certain Equity Development Agreement with Fenix Estates I, LP (the "Partnership") for the development of the Project, said Development Agreement being an attachment to and a part of the Amended and Restated Agreement of Limited Partnership for the Partnership; and

**WHEREAS**, the Developer desires to enter into a certain Development Agreement (the "Office Development Agreement") with Fenix Estates Commercial, LLC, a Texas limited liability company (the "Office Owner"), for the development of the office space within the Project; and

**WHEREAS**, RBC Tax Credit Equity, LLC, an Illinois limited liability company (the "Investment Limited Partner"), and RBC Tax Credit Manager II, Inc., a Delaware corporation (the "Special Limited Partner"), are investment limited partner and special limited partner, respectively, of the Partnership; and

**WHEREAS**, the Developer desires to enter into a certain Guaranty for the benefit of the Investment Limited Partner, in conjunction with the Amended and Restated Agreement of Limited Partnership for the Partnership, to guaranty certain obligations of the General Partner, the Partnership, and the Developer (the "Equity Guaranty"); and

**WHEREAS**, the Developer desires to enter into a certain Attachment G Guaranty of Completion of Improvements Pursuant to Loan Agreement (the "City Guaranty") in favor of the City of Houston to guarantee of certain obligations of HCHA Development Corporation and the Partnership in conjunction with a certain Loan Agreement among the City of Houston, HCHA Development Corporation, and the Partnership; and

**WHEREAS**, the Developer desires to enter into a certain Assignment and Subordination of Developer Fees, Pledge and Security Agreement (Residential Borrower) among the Developer, the Partnership, and Citibank, N.A. (the "Lender");

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Commissioners that the Authority is authorized to approve the Equity Development Agreement, Office Development Agreement, Equity Guaranty, the City Guaranty, and the Assignment and Subordination of Developer Fees, Pledge and Security Agreement (Residential Borrower) and all other documents as may be necessary or desirable to consummate the actions described in the following Resolutions as well as such other written instruments or obligations that the Developer may be required to execute by the Limited Partners or the Lender, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Developer (collectively the "Closing Documents"); and

**BE IT FURTHER RESOLVED**, that any such other actions necessary, convenient, or appropriate in order to carry out these Resolutions are hereby authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the Authority adopts these Resolutions on behalf of the Corporation, the sole member of the Developer; and

**BE IT FURTHER RESOLVED**, that the Authority adopts these Resolutions on behalf of the Corporation, the sole member of Fenix Estates Commercial MM, LLC, the managing member of the Office Owner; and

**BE IT FURTHER RESOLVED**, that Horace Allison, the Secretary of the Corporation and a Manager of the Developer, or Paul Curry (each individual an "Executing Officer"), the Finance Director of Harris County Housing Authority and a Manager of the Developer, and a Manager of the Managing Member of the Office Owner, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the Developer and the sole member of the Managing Member of the Office Owner, to execute and deliver the Closing Documents; and

**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Developer as the Executing Officer shall consider appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Developer under the Closing Documents; and

**BE IT FURTHER RESOLVED**, that any action by the Executing Officer of the Developer, to do and perform, or cause to be done and performed, in the name and on behalf of the Developer or the execution and delivery, or causing to be executed and delivered, of the Closing Documents, in the name and on behalf of the Corporation and/or the Developer, as

they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the foregoing Resolutions or in order to comply with the requirements of the Closing Documents, are hereby approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that whenever the approval or satisfaction of the Corporation, the Harris County Housing Authority, or the Developer is required in connection with any document, item, or matter referred to in these Resolutions, such approval or satisfaction shall be conclusively signified and evidenced by an Executing Officer's execution of such document or of any document relating to such item or matter; and

**BE IT FURTHER RESOLVED**, that the Limited Partners and the Partnership are hereby authorized to rely upon these Resolutions, and upon any certificate of the sole member of the Developer with respect thereto until receipt of actual written notice of the revocation thereof; and

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

**BE IT FURTHER RESOLVED**, that the Authority, the Corporation, and/or the Developer are authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED**, by the Board of Commissioners this 10th day of April 2017.

Chairman: \_\_\_\_\_

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

**RESOLUTION NO. 17-28**

**RESOLUTION REGARDING ELECTION OF OFFICERS**

**WHEREAS**, Article IV, Section 4 of the Bylaws of Harris County Housing Authority establishes the position of Chairman of the Board of Commissioners; and

**WHEREAS**, Kerry Wright currently serves as Chairman of the Board of Commissioners of the Harris County Housing Authority; and

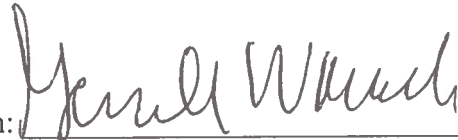
**WHEREAS**, Kerry Wright has resigned as Chairman of the Board of Commissioners of the Harris County Housing Authority effective April 19, 2017;

**NOW, THEREFORE, BE IT RESOLVED** that, by majority vote of the Board of Commissioners, Vice Chairman Womack is named Chairman of the Board to fill the unexpired term of that Office; and

**BE IT FUTHER RESOLVED** that, since Vice Chairman Womack has moved into the positon of Chairman, the position of Vice Chairman is vacant, and by vote of the Board of Commissioners, Commissioner Gonzalez is named Vice Chairman of the Board to fill the unexpired term of that office;

**PASSED**, by the Board of Commissioners this 19th day of April 2017.

Chairman:



Secretary:



**RESOLUTION NO. 17-29**

**RESOLUTION APPROVING REVISIONS TO THE HCHA EMPLOYEE  
HANDBOOK**

**WHEREAS**, Harris County Housing Authority (HCHA) provides its employees with an Employee Handbook outlining important policies and procedures; and

**WHEREAS**, staff have recommended changes to the handbook to include changes to references concerning the Director of Public Affairs and the Director of Administration; and

**WHEREAS**, staff have recommended changes to clarify procedures already in place including off-site work log procedures, overtime request procedures and vehicle usage procedures; and

**WHEREAS**, staff have recommended other changes as attached to clarify procedures already in place; and

**WHEREAS**, staff have recommended implementing the revisions to the Handbook effective May 1, 2017;

**NOW, THEREFORE BE IT RESOLVED**, that HCHA hereby adopts the updated Employee Handbook attached to this resolution and the policies included therein effective May 1, 2017.

**PASSED**, by the Board of Commissioners this 19th day of April 2017.

Chairman: \_\_\_\_\_



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



Attachment: HCHA Employee Handbook Revisions

**RESOLUTION NO. 17-30**

**RESOLUTION AUTHORIZING THE CEO TO ENTER INTO  
AN INTERLOCAL AGREEMENT WITH HARRIS COUNTY  
FOR THE PROVISION OF LEGAL SERVICES**

**WHEREAS**, the Harris County Attorney's Office ("HCAO") is responsible for providing legal services to multiple departments and agencies within Harris County; and

**WHEREAS**, Harris County Housing Authority ("HCHA") is authorized to contract for legal services from HCAO pursuant to Section 392.040(b) of the Texas Local Government Code and Chapter 791 of the Texas Government Code; and

**WHEREAS**, HCHA and HCAO entered into the Interlocal Agreement on May 18, 2015 ("2015 Agreement") for the provision of legal services; and

**WHEREAS**, HCHA Board of Commissioners passed Resolution 16-26 to authorize a new Interlocal agreement with the HCAO for the provision of legal services; and

**WHEREAS**, the 2016 Agreement expires on May 31, 2017; and

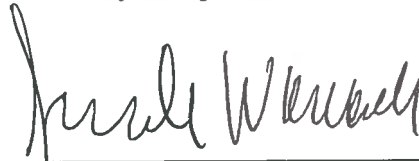
**WHEREAS**, HCHA desires to continue receiving legal services from HCAO; and

**WHEREAS**, HCAO desires to continue providing legal services to HCHA;

**NOW, THEREFORE BE IT RESOLVED**, that the Chief Executive Officer is hereby authorized to negotiate and execute a new Interlocal Agreement with Harris County for legal services provided by HCAO with substantially the same terms as appear in Exhibit A.

**PASSED**, by the Board of Commissioners this 19<sup>th</sup> day of April 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-31**

**RESOLUTION APPROVING REVISIONS TO HCHA'S  
ADMINISTRATIVE PLAN**

**WHEREAS**, Harris County Housing Authority (HCHA) held a Resident Advisory Board meeting on October 28, 2016; and

**WHEREAS**, HCHA held a public hearing on the Annual Public Housing Authority (PHA) Plan and the revised Administrative Plan on January 17, 2017; and

**WHEREAS**, HCHA staff recommends the revised Administrative Plan as attached, which includes the following changes:

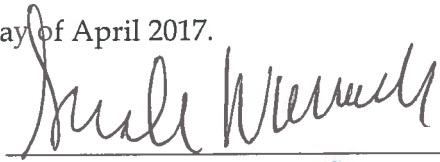
- Revisions to the Determining Family Unit (Voucher) Size;
- Revisions to the Zero Annual Income Status;
- Revisions to the inspection results and re-inspection; and

**WHEREAS**, staff recommends various other edits made in the revised Administrative Plan to improve clarity; comply with federal regulations; and reduce redundant, contradictory, or extraneous information;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that HCHA hereby adopts the revised Administrative Plan attached to this resolution;

**PASSED**, by the Board of Commissioners this 19<sup>th</sup> day of April 2017.

Chairman: \_\_\_\_\_



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



**Attachment:**  
2017 Administrative Plan

**RESOLUTION NO. 17-32**

**RESOLUTION AUTHORIZING THE AMENDMENT OF A CONTRACT  
FOR FINANCIAL CONSULTING SERVICES**

WHEREAS, on April 21, 2015, the Harris County Housing Authority Board of Commissioners authorized the Chief Executive Officer to negotiate and execute a contract for Financial Consulting Services related to HCHA's Affordable Housing Development and Construction program; and

WHEREAS, on June 17, 2015, the Board of Commissioners for the Harris County Housing Authority (HCHA) authorized the CEO to enter into a \$104,837.00 contract with EJP Consulting Group, LLC (EJP) for Financial Consulting Services related to the development of Fenix Estates; and

WHEREAS, at the time EJP and HCHA entered into the contract, the parties believed that the closing date for Fenix Estates would be late 2016; and

WHEREAS, the closing date for Fenix Estates is now scheduled for April 2017; and

WHEREAS, on April 9, 2017, EJP requested that, due to unexpected additional construction costs, changes in funding sources, the change in anticipated closing date, and other circumstances, that the parties enter into a contract amendment to compensate EJP for services it provided that EJP did not initially include in its cost estimate and contract negotiations;

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer of HCHA is authorized to negotiate and execute an amendment to the Fenix Estates Financial Consulting Services Agreement to add \$39,800.00 to the contract price, and to take any other actions the Chief Executive Officer deems necessary to effectuate the intent of this resolution, including executing any documents or taking of any action to be conclusive evidence of the necessity therefor; and

BE IT FURTHER RESOLVED, that the total compensation HCHA shall pay to EJP for Fenix Estates Consulting Services shall not exceed \$144,637.00;

PASSED, by the Board of Commissioners this 19<sup>th</sup> day of April 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-33**

**RESOLUTION APPROVING AND RATIFYING THE FOLLOWING  
ACTIONS: (i) HCHA CYPRESSWOOD ESTATES, LLC (THE  
"COMPANY") TO ENTER INTO A GUARANTY RELATING TO THE  
FENIX ESTATES PROJECT, AND (ii) ANY OTHER ACTIONS  
NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, Harris County Housing Authority (the "Authority") is the sole member of HCHA Cypresswood Estates, LLC, a Texas limited liability company (the "Company"), and

**WHEREAS**, HCHA Redevelopment Authority, Inc., an instrumentality of the Authority, is the sole member of Fenix Estates I GP, LLC, the sole general partner of Fenix Estates I, LP, a Texas limited partnership (the "Partnership") formed to control, own, maintain, and lease a certain 200-unit multifamily complex in the City of Houston, Harris County, Texas known as Fenix Estates (the "Project"); and

**WHEREAS**, RBC Tax Credit Equity, LLC, an Illinois limited liability company (the "Investment Limited Partner"), and RBC Tax Credit Manager II, Inc., a Delaware corporation (the "Special Limited Partner"), are being admitted into the Partnership as its investment limited partner and special limited partner respectively; and

**WHEREAS**, the Authority desires for the Company to enter into a Guaranty (the "Guaranty") in conjunction with the admission of the Investment Limited Partner and the Special Limited Partner (collectively the "Limited Partners") and in conjunction with the Amended and Restated Limited Partnership Agreement of the Partnership dated about or as of the 1st day of May, 2017 (the "Amended Partnership Agreement") with respect to the admission of the Limited Partners to the Partnership, said Guaranty for the benefit of the Investment Limited Partner, to guaranty certain obligations of the Partnership, Fenix Estates I GP, LLC, and Fenix Estates Development, LLC;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that the Authority is authorized to approve the Company's execution of the Guaranty in conjunction with the Amended Partnership Agreement, and any required affidavits, certifications, consents, and/or agreements in connection therewith, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to enter into the Guaranty (collectively the "Guaranty Documents"); and

**BE IT FURTHER RESOLVED**, that the Guaranty Documents are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that any such other actions necessary, convenient, or appropriate in order to carry out this resolution are hereby authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that Authority, as the sole member of the Company, hereby adopts the this resolution, individually on behalf of itself, on behalf of the Company; and

**BE IT FURTHER RESOLVED**, that Horace Allison, a Manager of the Company, or Paul Curry, a Manager (each individual an "Executing Officer") of the Company, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Company, to execute and deliver the Guaranty Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolution, as well as such other written instruments that the Company may be required to execute by the Limited Partners, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Company (collectively the "Closing Documents"); and

**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents and (ii) to take such other actions for the Company as the Executing Officer shall consider appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Partnership or the Company under the Closing Documents, and any other documents and agreements executed in connection with the admission of the Limited Partners to the Partnership; and

**BE IT FURTHER RESOLVED**, that any action by the Executing Officer of the Company, to do and perform, or cause to be done and performed, in the name and on behalf of the Company, the execution and delivery, or causing to be executed and delivered, of the Closing Documents, in the name and on behalf of the Company, as he may deem to be necessary or advisable in order to carry into effect the intent of the foregoing resolution or in order to comply with the requirements of the Closing Documents, are hereby approved, ratified, and confirmed; and

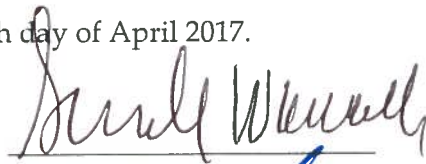
**BE IT FURTHER RESOLVED**, that whenever the approval or satisfaction of the Authority or the Company is required in connection with any document, item, or matter referred to in this resolution, such approval or satisfaction shall be conclusively signified and evidenced by an Executing Officer's execution of such document or of any document relating to such item or matter; and

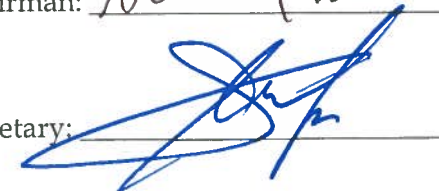
**BE IT FURTHER RESOLVED**, that the Limited Partners, the Partnership, and Fenix Estates Development, LLC are hereby authorized to rely upon this resolution, and upon any certificate of the sole member of the Company with respect thereto until receipt of actual written notice of the revocation thereof; and

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

**BE IT FURTHER RESOLVED**, that the Authority and/or the Company are authorized to take such other actions as the Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by this resolution;

**PASSED** by the Board of Commissioners this 19th day of April 2017.

Chairman: 

Secretary: 

**RESOLUTION NO. 17-34**

**RESOLUTION AUTHORIZING THE AWARD OF CONTRACT FOR THIRD PARTY CONSTRUCTION MATERIAL TESTING SERVICES FOR FENIX ESTATES**

WHEREAS, Harris County Housing Authority (the "Authority"), through its instrumentality, 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, the Authority issued a Request for Proposals ("RFP") on March 30, 2017 seeking proposals from third party construction material testing firms for Fenix Estates; and

WHEREAS, the Authority received proposals from Geotech Engineering and Testing, Earth Engineering, Inc., All-Terra Engineering, Inc. and ECS Texas, LLP; and

WHEREAS, Geotech Engineering and Testing has submitted a fee proposal in the amount of \$48,376.00 to perform the construction material testing services; and

WHEREAS, the fee proposal of \$48,376.00 may be adjusted based on unit pricing and/or number of tests required; and

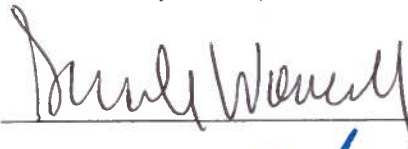
WHEREAS, the Authority's staff has reviewed, evaluated, and ranked the responses to RFP and is recommending the acceptance of Geotech Engineering and Testing's proposal;

NOW THEREFORE BE IT RESOLVED, by the Authority's Board of Commissioners that the Chief Executive Officer is authorized to negotiate and execute a contract with Geotech Engineering and Testing for third party construction material testing services for Fenix Estates.


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

PASSED, by the Board of Commissioners this 25<sup>th</sup> day of May 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-35**

**RESOLUTION AUTHORIZING AN AGREEMENT TO CONDUCT A  
REGIONAL ASSESSMENT OF FAIR HOUSING AND PAYMENT OF  
PRO RATA COSTS**

**WHEREAS**, the Fair Housing Act requires that all United States Department of Housing and Urban Development (HUD) programs and activities be administered in a manner that affirmatively furthers the policies of the Fair Housing Act; and

**WHEREAS**, program participants, including housing authorities such as Harris County Housing Authority (HCHA) and local governments, are subject to the affirmatively furthering fair housing requirements found at 24 C.F.R §§ 5.150-.180, and are required to submit an Assessment of Fair Housing (AFH) to HUD; and

**WHEREAS**, for the purposes of sharing resources and addressing fair housing issues from a broader perspective, HUD encourages program participants to collaborate to conduct and submit a single AFH, including a regional AFH; and

**WHEREAS**, HCHA desires to collaborate with other housing authorities and local governments, including Harris County, the City of Pasadena, the City of Missouri City, the City of Galveston, and the Galveston Housing Authority (Program Participants), to conduct and submit a single regional AFH to HUD; and

**WHEREAS**, on March 23, 2017, Harris County, on behalf of Program Participants, issued a Request for Proposal to conduct a regional AFH; and

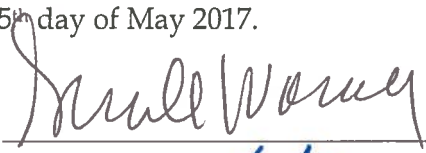
**WHEREAS**, Browne, Bortz & Coddington, Inc. d/b/a BBC Research & Consulting (BBC) submitted the proposal that represents the best overall value to Program Participants, considering price and other factors set forth in the solicitation; and

**WHEREAS**, should HCHA collaborate with the other Program Participants to conduct and submit a single regional AFH to HUD, HCHA's *pro rata* share of BBC's fees shall not exceed \$30,000.00;

**NOW, THEREFORE BE IT RESOLVED**, that HCHA shall collaborate with the other Program Participants to conduct and submit a single regional AFH to HUD; and

**BE IT FURTHER RESOLVED**, that the Chief Executive Officer is hereby authorized to negotiate and execute an Agreement with BBC to conduct the AFH with *pro rata* costs to HCHA not to exceed \$30,000.00.

PASSED, by the Board of Commissioners this 25<sup>th</sup> day of May 2017.

Chairman: 

Secretary: 

**RESOLUTION NO. 17-36**

**RESOLUTION APPROVING THE FISCAL YEAR ENDING MARCH 31, 2017  
BUDGET REVISION #2**

WHEREAS, the staff of Harris County Housing Authority ("HCHA") drafted budget revision #2 for the fiscal year beginning April 1, 2016 and ending March 31, 2017; and

WHEREAS, HCHA has material items to recognize as part of the year end closing; and

WHEREAS, on a consolidated basis, HCHA is expected to have a positive cash flow of \$2,598,297 for the fiscal year ending March 31, 2017; and

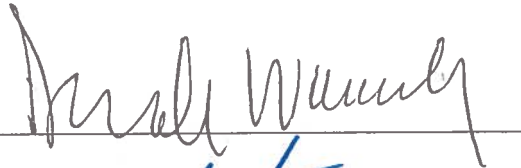
WHEREAS, budget revision #2 reflects operating transfers from the Affordable Housing Program to the Housing Choice Voucher (HCV) program and to HCHA Redevelopment Authority, Inc.; and also reflects a reduction in HCV management and bookkeeping fees paid to the Central Office Cost Center; and

WHEREAS, HCHA's Board of Commissioners has reviewed the proposed budget revision and has found that the anticipated revenues as reflected in the proposed budget revision are sufficient to meet all expenses for HCHA;

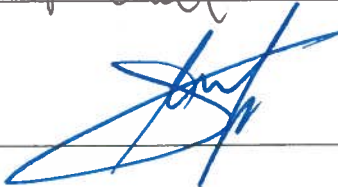
NOW, THEREFORE, BE IT RESOLVED, that HCHA's Board of Commissioners hereby adopts the attached budget revision #2 for the fiscal year beginning April 1, 2016 and ending March 31, 2017.

PASSED, by the Board of Commissioners this 25th day of May, 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-37**

**RESOLUTION AUTHORIZING THE EXTENSION OF THE  
CONTRACT FOR INSPECTION SERVICES**

**WHEREAS**, on June 30, 2016, Harris County Housing Authority (HCHA) entered into an Agreement with NMA Inspections, LLC (NMA) to provide Housing Quality Standard (HQS) Inspection Services (Agreement) in accordance with U.S. Department of Housing and Urban Development (HUD) guidelines (24 CFR 982.201); and

**WHEREAS**, the Agreement terminates on June 30, 2017; and

**WHEREAS**, Paragraph 6 of the Agreement grants the allows HCHA to enter into an extension of the Agreement for another one (1) year term;

**NOW THEREFORE BE IT RESOLVED**, that the CEO of HCHA is authorized and directed to negotiate and execute an extension of the Agreement for Inspection Services with NMA for another one (1) year term.

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

**PASSED**, by the Board of Commissioners this 25th day of May 2017.

Chairman: \_\_\_\_\_

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

A handwritten signature in blue ink, appearing to be 'J. B. Smith', is written over the Secretary line.

**RESOLUTION NO. 17-38**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF  
HARRIS COUNTY HOUSING AUTHORITY (HCHA) TO ENTER INTO AN  
INTERLOCAL AGREEMENT WITH HOUSTON HOUSING AUTHORITY (HHA)  
TO CONSTRUCT, DEVELOP, OWN, AND OPERATE FENIX ESTATES  
WITHIN THE BOUNDARIES OF HHA**

**WHEREAS**, HCHA is a public housing agency created by the Commissioners Court of Harris County, Texas (County) to operate and manage housing developments within the unincorporated portions of the County for the purpose of providing decent, safe, sanitary, and affordable housing to low income families, the elderly, and the disabled, and to implement various programs designed and funded by the U.S. Department of Housing and Urban Development (HUD); and

**WHEREAS**, HHA is a public housing agency created by the City Council of the City of Houston, Texas (City) to operate and manage housing developments within the City for the purpose of providing decent, safe, sanitary, and affordable housing to low income families, the elderly, and the disabled, and to implement various programs designed and funded by HUD; and

**WHEREAS**, the County and City have joined together to address the issue of homelessness by supporting the development of affordable housing units and permanent supportive housing units to serve the homeless and formerly homeless population; and

**WHEREAS**, HCHA has committed to construct, develop, own, and operate Fenix Estates, a proposed 200-unit residential development located on approximately 3.95 acres located at 1933 Hussion St., Houston, Texas (Project) and said location is within the City limits and the jurisdiction of HHA; and

**WHEREAS**, funding for the Project is being provided by both the County and City; and

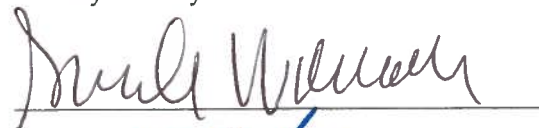
**WHEREAS**, pursuant to Texas Local Government Code, Chapter 392.059, HCHA may cooperate with HHA to operate the Project within the boundaries of HHA; and

**WHEREAS**, HCHA desires to cooperate with HHA by constructing, developing, owning, and operating the Project within the boundaries of HHA;

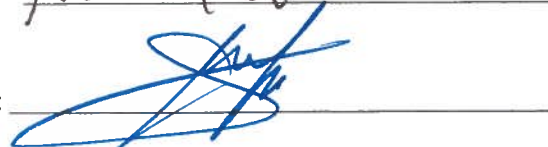
**NOW, THEREFORE BE IT RESOLVED**, that the Chief Executive Officer is hereby authorized to negotiate and execute an Interlocal Agreement with HHA to cooperate with HHA by constructing, developing, owning, and operating the Project within the boundaries of HHA.

**PASSED**, by the Board of Commissioners this 25th day of May 2017.

Chairman:



Secretary:



**RESOLUTION NO. 17-39**

**RESOLUTION APPROVING AND AUTHORIZING TRAVEL EXPENSES FOR  
HORACE ALLISON**

**WHEREAS**, the National Association of Housing and Redevelopment Officials (NAHRO) will host a 2017 Summer Conference from Saturday, July 15, 2017 to Friday, July 17, 2017 in Indianapolis, Indiana; and

**WHEREAS**, the will feature educational sessions focused on current and emerging industry issues; a showcase of innovative programs and services from award-winning agencies; a housing and community development tour of Indianapolis Housing Agency; and peer-to-peer networking opportunities; and

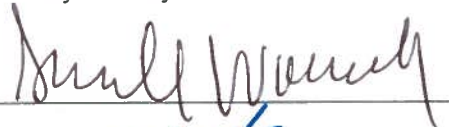
**WHEREAS**, HCHA's executive director, Horace Allison, will attend these three days of training and requests per diem, travel, and other related expenses in the approximate amount of \$1,882.00;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners of Harris County Housing Authority approves the above stated expenses.

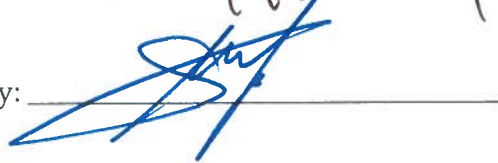
This resolution shall be in full force and effect from and upon its adoption.

**PASSED**, by the Board of Commissioners this 25th day of May 2017.

Chairman: \_\_\_\_\_



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



Attachments: Estimated travel expenditures

**RESOLUTION NO. 17-40**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF  
HARRIS COUNTY HOUSING AUTHORITY (HCHA) TO  
NEGOTIATE AND EXECUTE A RENEWED OFFICE LEASE FOR HCHA**

WHEREAS, HCHA currently leases office space at 8933 Interchange Drive through SL Interchange, LP; and

WHEREAS, HCHA's current lease expires on August 31, 2018; and

WHEREAS, HCHA closed on the financing for the Fenix Estates Project on May 19, 2017; and

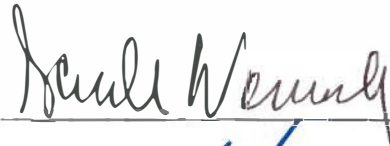
WHEREAS, HCHA shall relocate to Fenix Estates following completion of the Project; and

WHEREAS, HCHA expects that completion of the Fenix Estates Project may extend past August 31, 2018;

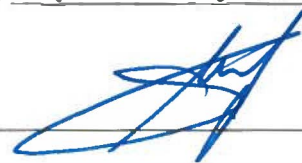
NOW, THEREFORE BE IT RESOLVED, by HCHA's Board of Commissioners that the Chief Executive Officer is hereby authorized to negotiate and execute a renewed office lease for HCHA at 8933 Interchange Drive with SL Interchange, LP for up to 12 months.

PASSED, by the Board of Commissioners this 25<sup>th</sup> day of May 2017.

Chairman:



Secretary:



**RESOLUTION NO. 17-41**

**RESOLUTION AUTHORIZING THE NEGOTIATION AND EXECUTION OF A CONTRACT FOR  
PROPERTY MANAGEMENT SERVICES FOR SIERRA MEADOWS**

**WHEREAS**, the Harris County Housing Authority (the "Authority"), is the owner of Sierra Meadows (Property); and

**WHEREAS**, the Authority issued a Request for Proposals ("RFP") on May 14, 2017, seeking proposals from third party management companies to provide Property Management Services for Sierra Meadows ; and

**WHEREAS**, the Authority received one response to the RFP from Orion Real Estate Services Texas, LLC; and

**WHEREAS**, staff reviewed and evaluated the proposal submitted by Orion Real Estate Services Texas, LLC; and

**WHEREAS**, Orion Real Estate Services Texas, LLC has over 30 years of experience and a successful track record in providing Property Management Services; and

**WHEREAS**, Orion Real Estate Services Texas, LLC's response to the RFP was rated qualified, responsive, and advantageous to the Authority; and

**NOW THEREFORE BE IT RESOLVED**, that the Board of Commissioners of the Harris County Housing Authority authorizes the Chief Executive Officer to negotiate and execute a management agreement not to exceed a 5% (fee) of gross income or fixed minimum fee of \$3,000.00 with Orion Real Estate Services Texas, LLC and to take such other actions necessary or convenient to carry out the resolution.

**PASSED** by the Board of Commissioners this 21<sup>st</sup> day of June 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-42**

**RESOLUTION APPROVING AND RATIFYING FENIX ESTATES  
DEVELOPMENT, LLC TO ENTER INTO AGREEMENTS RELATING TO  
THE CITY OF HOUSTON LOANS TO THE FENIX ESTATES PROJECT  
AND SUCH OTHER ACTIONS NECESSARY OR CONVENIENT 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 Development, LLC, a Texas limited liability company (the “Company”), formed to develop a certain 200-unit multifamily complex in the City of Houston, Harris County, Texas known as Fenix Estates (the “Project”); and

**WHEREAS**, in accordance with Resolution No. 17-27 by the Authority, the Authority authorized the Company to enter into a certain Guaranty of Completion of Improvements Pursuant to Loan Agreement (the “City Guaranty”) in favor of the City of Houston to guarantee certain obligations of HCHA Development Corporation and Fenix Estates I, LP (the “Partnership”) in conjunction with a certain Loan Agreement among the City of Houston, HCHA Development Corporation, and the Partnership, for a HOME Loan in the amount of \$3,900,000.00 and a TIRZ Loan in the amount of \$2,050,000.00 (collectively, the “Loan”) to the Project; and

**WHEREAS**, the City of Houston requires a specific additional resolution such that the Corporation and/or Company expects to obtain direct or indirect benefit from the City Guaranty as a result of the Loan;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Commissioners, that in connection with the transactions contemplated by these Resolutions, the Company’s execution of the City Guaranty is affirmed as per Resolution No. 17-27; and

**BE IT FURTHER RESOLVED**, that the Corporation expects to obtain direct or indirect benefit from the City Guaranty as a result of the Loan, said authorization and declaration being made by the Corporation individually on behalf of itself and on behalf of the Company; and

**BE IT FURTHER RESOLVED**, that any actions by the Company, to do and perform, or cause to be done and performed, in the name and on behalf of the Company or the execution and delivery, or causing to be executed and delivered, of the City Guaranty and any related documentation, in the name and on behalf of the Corporation and/or the Company, as they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the

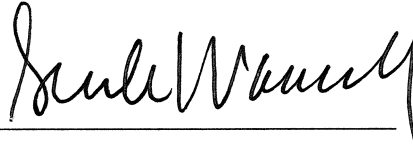
foregoing Resolutions or in order to comply with the requirements of the City Guaranty, are hereby approved, ratified, and confirmed; and

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

**BE IT FURTHER RESOLVED**, that the Corporation and/or the Authority are authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED** by the Board of Commissioners this 21<sup>st</sup> day of June 2017.

Chairman:

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

Secretary:

A handwritten signature in black ink, consisting of stylized initials, written over a horizontal line.

**RESOLUTION NO. 17-43**

**RESOLUTION APPROVING AND RATIFYING THE FOLLOWING  
ACTIONS BY HARRIS COUNTY HOUSING AUTHORITY PUBLIC  
FACILITY CORPORATION: (i) ENTERING INTO  
DOCUMENTATION FOR THE LOAN FROM THE CITY OF  
HOUSTON (THE “LENDER”) IN CONNECTION WITH THE  
FINANCING FOR THE FENIX ESTATES PROJECT AND (ii) SUCH  
OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY  
OUT THIS RESOLUTION**

**WHEREAS**, in accordance with Resolution No. 17-03 by HCHA Development Corporation and Resolution No. 17-23 by the Harris County Housing Authority (the “Authority”), the HCHA Development Corporation entered into a HOME Loan in the amount of \$3,900,000.00 and a TIRZ Loan in the amount of \$2,050,000.00 (collectively, the “Loan”) from the City of Houston (the “Lender”), for the purposes of developing property located in the City of Houston, Harris County, Texas (the “Property”); and

**WHEREAS**, Harris County Housing Authority Public Facility Corporation (the “Corporation”), an instrumentality of the Authority, is a party to documentation for the Loan, including an Intercreditor Agreement, Subordination, and Funding Agreement; a Recognition, Subordination, Nondisturbance and Attornment Agreement (Residential Ground Lease); a Recognition, Subordination, Nondisturbance and Attornment Agreement (Commerical Ground Lease); and other instruments, certifications, affidavits, or written obligations, executed in connection with the Loan (collectively the “Loan Documents”); and

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Commissioners, the Corporation is hereby authorized to enter into and execute the Loan Documents; 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 such Executing Officer may deem best, and to execute and deliver, for and on behalf of the Corporation the Loan Documents, containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized, in the name of and on behalf of the Corporation, to take such further action and to do all things that may

appear in the discretion of such Executing Officer to be necessary in connection with or arising out of the Loan; and

**BE IT FURTHER RESOLVED**, that the execution by Executing Officer of any documents authorized by the foregoing Resolutions, or any document executed in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Corporation, without the necessity of the signature or attestation of any other officer nor of affixing any corporate seal; and


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

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

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

**PASSED** by the Board of Commissioners this 21<sup>st</sup> day of June 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-44**

**RESOLUTION APPROVING AND RATIFYING THE FOLLOWING  
ACTIONS: (i) ENTERING INTO DOCUMENTATION FOR THE  
LOAN FROM THE CITY OF HOUSTON (THE “LENDER”) IN  
CONNECTION WITH THE FINANCING FOR THE FENIX ESTATES  
PROJECT AND (ii) SUCH OTHER ACTIONS NECESSARY OR  
CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, in accordance with Resolution No. 17-03 by HCHA Development Corporation and Resolution No. 17-23 by the Harris County Housing Authority (the “Authority”), the HCHA Development Corporation entered into a HOME Loan in the amount of \$3,900,000.00 and a TIRZ Loan in the amount of \$2,050,000.00 (collectively, the “Loan”) from the City of Houston (the “Lender”), for the purposes of developing property located in the City of Houston, Harris County, Texas (the “Property”) whereupon Fenix Estates I, LP (the “Partnership”) shall construct a 200-unit multifamily complex known as Fenix Estates (the “Project”) and Fenix Estates Commercial, LLC (the “Company”) shall control office space for the Authority to occupy, and HCHA Development Corporation in turn loaned the proceeds from the Loan to the Partnership; and

**WHEREAS**, HCHA Redevelopment Authority, Inc. (the “Corporation”) is the sole member of the Managing Member of the Company and the sole member of the General Partner of the Partnership; and

**WHEREAS**, the Corporation, an instrumentality of the Authority, is a party to documentation for the Loan, including an Intercreditor Agreement, Subordination, and Funding Agreement; a Recognition, Subordination, Nondisturbance and Attornment Agreement (Residential Ground Lease); a Guaranty of Completion of Improvements Pursuant to Loan Agreement (the “Guaranty”); a Recognition, Subordination, Nondisturbance and Attornment Agreement (Commerical Ground Lease); Restrictive Covenants; and other instruments, certifications, affidavits, or written obligations, executed in connection with the Loan (collectively the “Loan Documents”); and

**WHEREAS**, the Partnership, the Company, and the Authority are each a party to the Loan Documents; and

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Commissioners, that the Authority and the Corporation are each hereby authorized, and the Corporation in its individual capacity and in capacity as the sole member of the Managing Member of the Company and the sole

member of the General Partner of the Partnership is hereby authorized, to (a) enter into the Loan, and any amendments to the Loan, and (b) execute the Loan Documents; and

**BE IT FURTHER RESOLVED**, that the Partnership shall also enter into a Note Purchase Agreement; Leasehold Deed of Trust, Security Agreement and Financing Statement; the Intercreditor Agreement, Subordination, and Funding Agreement; the Recognition, Subordination, Nondisturbance and Attornment Agreement (Residential Ground Lease); the Restrictive Covenants; and other instruments, certifications, affidavits, or written obligations, executed in connection with the Loan (collectively the “Partnership Documents”); and

**BE IT FURTHER RESOLVED**, that the Company shall also enter into the Intercreditor Agreement, Subordination, and Funding Agreement; the Recognition, Subordination, Nondisturbance and Attornment Agreement (Commercial Ground Lease); the Restrictive Covenants; and other instruments, certifications, affidavits, or written obligations, executed in connection with the Loan (collectively the “Company Documents”); and

**BE IT FURTHER RESOLVED**, that the Authority shall also enter into the Deed of Trust, Security Agreement and Financing Statement to Secure Performance; the Note Purchase Agreement; the Recognition, Subordination, Nondisturbance and Attornment Agreement (Residential Ground Lease); the Recognition, Subordination, Nondisturbance and Attornment Agreement (Commercial Ground Lease); the Intercreditor Agreement, Subordination, and Funding Agreement, and other instruments, certifications, affidavits, or written obligations, executed in connection with the Loan (collectively the “Housing Authority Documents”); 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, the Company, and the Partnership, to negotiate such terms and conditions for the Loan as such Executing Officer may deem best, and to execute and deliver, for and on behalf of the Corporation, the Company, and the Partnership, the Loan Documents, the Partnership Documents, the Company Documents, and the Housing Authority Documents (collectively the “Closing Documents”), containing such terms and conditions as may be acceptable or agreeable to such Executing Officer, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

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

**BE IT FURTHER RESOLVED**, that the execution by Executing Officer of any documents authorized by the foregoing Resolutions, or any document executed in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the

enforceable and binding act and obligation of the Corporation, without the necessity of the signature or attestation of any other officer nor of affixing any corporate seal; and

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

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

**BE IT FURTHER RESOLVED**, that the Authority and the Corporation expect to obtain direct or indirect benefit from the Guaranty as a result of the Loan; and

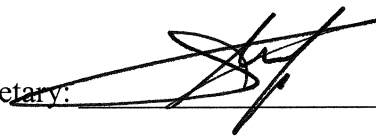
**BE IT FURTHER RESOLVED**, that the Authority is authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED** by the Board of Commissioners this 21<sup>st</sup> day of June, 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-45**

**RESOLUTION APPROVING AND RATIFYING HCHA  
DEVELOPMENT CORPORATION'S (THE "CORPORATION")  
ENTRY INTO AN AGREEMENT IN CONNECTION WITH THE  
HOME LOAN AND TIRZ LOAN FROM THE CITY OF HOUSTON  
(THE "LENDER") FOR THE FENIX ESTATES PROJECT, AND  
SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO  
CARRY OUT THIS RESOLUTION**

**WHEREAS**, in accordance with Resolution No. 17-23 by the Harris County Housing Authority (the "Authority"), HCHA Development Corporation, a Texas non-profit public facility corporation (the "Corporation") and an instrumentality of the Authority, the Authority authorized the Corporation to enter into a HOME Loan in the amount of \$3,900,000.00 and a TIRZ Loan in the amount of \$2,050,000.00 (collectively, the "Loan") from the City of Houston (the "Lender") for the purposes of developing the residential property located in the City of Houston, Harris County, Texas (the "Property") whereupon Fenix Estates I, LP, a Texas limited partnership (the "Partnership"), shall construct a 200-unit multifamily complex known as Fenix Estates (the "Project"), and for the Corporation to in turn lend the proceeds from the Loan to the Partnership that controls the Project; and

**WHEREAS**, the Corporation is additionally entering into a Note Purchase Agreement in connection with the Loan among the Authority, the Lender, the Corporation, and the Partnership (the "Note Purchase Agreement");

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Commissioners, the Corporation is hereby authorized to enter into a Note Purchase Agreement; and


**BE IT FURTHER RESOLVED**, that any actions by the Corporation, to do and perform, or cause to be done and performed, in the name and on behalf of the Corporation or the execution and delivery, or causing to be executed and delivered, of the Note Purchase Agreement and any related documentation, in the name and on behalf of the Corporation, as they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the foregoing Resolutions or in order to comply with the requirements of the Note Purchase Agreement, are hereby approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Authority and/or the Corporation,

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

**BE IT FURTHER RESOLVED**, that the Corporation and/or the Authority are authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions;

**PASSED** by the Board of Commissioners this 21<sup>st</sup> day of June 2017.

Chairman:   
\_\_\_\_\_

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

**RESOLUTION NO. 17 - 46**

**RESOLUTION APPROVING A MEMORANDUM OF UNDERSTANDING TO PROVIDE HOUSING  
CHOICE VOUCHER PROGRAM – INSPECTION SERVICES FOR THE ROSENBERG HOUSING  
AUTHORITY**

**WHEREAS**, the U.S. Department of Housing and Urban Development requires housing authorities to inspect units to ensure they meet the Housing Choice Voucher Program's Physical Standards; and

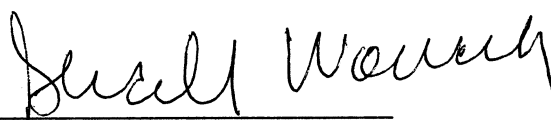
**WHEREAS**, the Rosenberg Housing Authority requested the Harris County Housing Authority provide Housing Choice Voucher Program - Inspection Services to its agency; and

**WHEREAS**, the Harris County Housing Authority is qualified to perform the Inspection Services for the Rosenberg Housing Authority; and

**WHEREAS**, the Harris County Housing Authority has established per unit costs for the Inspection Services;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Commissioners of the Harris County Housing Authority hereby authorizes the CEO to negotiate and execute a memorandum of understanding with the Rosenberg Housing Authority for the purpose of providing inspection services for the Rosenberg Housing Authority.

**PASSED** by the Board of Commissioners this 19<sup>th</sup> day of July 2017.

Chairman: 

Secretary: 

## RESOLUTION NO. 17-47

### RESOLUTION APPROVING REVISIONS TO HCHA'S ADMINISTRATIVE PLAN

**WHEREAS**, Harris County Housing Authority (HCHA) held a Resident Advisory Board meeting on October 28, 2016; and

**WHEREAS**, HCHA held a public hearing on the annual Public Housing Authority (PHA) Plan and the revised Administrative Plan on January 17, 2017; and

**WHEREAS**, HCHA staff recommends the adoption of additional changes to the Administrative Plan including, but not limited to the following:

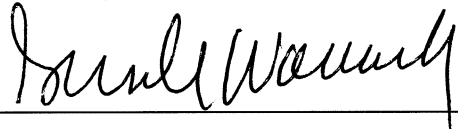
- Changes to the **Fair Housing and Equal Opportunity Section**
  - Denial or Termination of Assistance.
- Changes to the **Eligibility Section**:
  - Dependent;
  - Using Income Limits for Eligibility;
  - Student Enrolled in Institutions of Higher Education;
  - Previous Behavior in Assisted Housing; and
  - Violence Against Women Act (VAWA) Notification.
- Changes to the **Income and Subsidy Determination Section**:
  - Changes in Payment Standard.
- Changes to the **Verification Section**:
  - Independent Student; and
  - Parental Income of Students Subject to Eligibility Restrictions.
- Changes to the **Housing Quality Standards and Rent Reasonableness Section**:
  - Life Threatening Conditions Section.
- Changes to the **Moving with Continued Assistance and Portability Section**:
  - Allowable Moves; and
  - Absorbing a Portable Family.
- Changes to the **Reexaminations Section**:
  - Revisions to Changes in Payment Standard (PS) when the PS is decreasing.
- Changes to the **Special Housing Types**:
  - Space Rent.

- Changes to the **Program Administration**:
  - Scheduling an Informal Hearing; and
  - VAWA of 2013.

**WHEREAS**, staff recommends various other edits made to the Administrative Plan to improve clarity; comply with federal regulations; and reduce redundant, contradictory, or extraneous information; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Commissioners that HCHA hereby adopts the changes to the Administrative Plan attached to this resolution;

**PASSED**, by the Board of Commissioners this 16<sup>th</sup> day of August 2017.

Chairman: \_\_\_\_\_

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

**Attachment:**  
2017 Administrative Plan

## **RESOLUTION NO. 17-48**

### **RESOLUTION AUTHORIZING THE AWARD OF CONTRACT FOR LEGAL CONSULTING SERVICES FOR REAL ESTATE TRANSACTION AND CONSTRUCTION RELATED SERVICES**

**WHEREAS**, the Harris County Housing Authority (the "HCHA"), issued a Request for Proposals ("RFP") #17-04 on June 25, 2017 soliciting proposals from interested professionals to provide Legal Consulting Services for Real Estate Transactions and Construction Related Services; and

**WHEREAS**, the RFP was advertised in the local newspaper on June 25, 2017 and July 2, 2017, and posted on HCHA's website; and

**WHEREAS**, responses to RFP 17-04 were due July 14, 2017; and

**WHEREAS**, HCHA received four responses to RFP 17-04 from the following firms:

Reno & Cavanaugh  
Coats Rose  
Jones Walker  
Ballard Spahr; and

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

**WHEREAS**, HCHA staff found all responders' qualifications and proposals complied with the requirements of the RFP; and

**WHEREAS**, Jones Walker's response was ranked number one, Coats Rose was ranked number two, Reno & Cavanaugh was ranked number three, Ballard Spahr was ranked number four, and

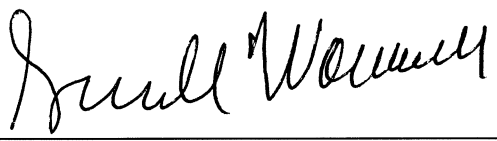
**WHEREAS**, Jones Walker's proposed scope and fees (subject to negotiation) are most advantageous to HCHA;

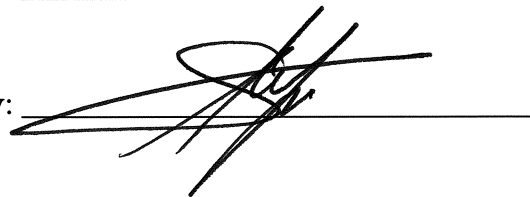
**NOW THEREFORE BE IT RESOLVED**, that the Board of Commissioners of the Harris County Housing Authority authorizes the Chief Executive Officer to negotiate and execute a contract for Legal Consulting Services for Real Estate and Construction

Services with Jones Walker, and to take such actions as the Chief Executive Officer deems necessary to effectuate the intent of this resolution.

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

PASSED, by the Board of Commissioners this 16<sup>th</sup> day of August 2017.

Chairman: 

Secretary: 

**RESOLUTION NO. 17-49**

**RESOLUTION APPROVING THE TRANSFER OF \$253,259.91 TO THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT FOR THE HOUSING CHOICE VOUCHER PROGRAM**

**WHEREAS**, Harris County Housing Authority's (HCHA) has repayment agreements with the U.S. Department of Housing and Urban Development (HUD) related to Audit Report #2013-FW-1006 (Audit); and

**WHEREAS**, HCHA has received \$33,000.00 of earnest monies forfeited by the first prospective buyer of Patriots by the Lake, who elected not to proceed with the purchase transaction; and

**WHEREAS**, HCHA has received \$55,000.00 of earnest monies forfeited by a second prospective buyer of Patriots by the Lake who elected not to proceed with the purchase transaction; and

**WHEREAS**, the second earnest monies forfeiture was split 50/50 between HCHA and its broker; and

**WHEREAS**, HCHA has received \$192,759.91, after expenses, from the sale of approximately 1.4 acres of Patriots by the Lake; and

**WHEREAS**, HCHA has a total of \$253,259.91 in funds available to transfer to the Net Restricted Position (NRP) of the Housing Choice Voucher (HCV) Program.

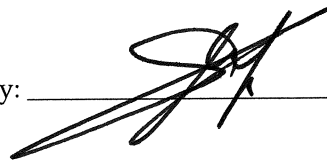
**NOW, THEREFORE BE IT RESOLVED**, that the Board of Commissioners of the Harris County Housing Authority approves the transfer of \$253,259.91 to the NRP of the HCV program.

**PASSED**, by the Board of Commissioners this 20<sup>th</sup> day of September 2017.

Chairman: \_\_\_\_\_



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



RESOLUTION NO. 17-50

RESOLUTION AUTHORIZING CEO TO NEGOTIATE  
AND EXECUTE AN AMENDED OFFICE LEASE

WHEREAS, Harris County Housing Authority's (HCHA) current lease for office space at 8933 Interchange Drive (the Property) lists SL Interchange, LP (SLI) as Lessor; and

WHEREAS, HCHA's lease on the Property expires on August 31, 2018; and

WHEREAS, on August 16, 2017, SLI notified HCHA that SLI sold its interests in the Property to Kirby SPE, LLC (Kirby) and assigned its rights and liabilities as Lessor under the lease to Kirby, including provisions that allow HCHA to request permission to sublet the Property and terminate the lease; and

WHEREAS, HCHA intends to relocate its administrative offices to Fenix Estates, an affordable housing development, following completion of construction; and

WHEREAS, completion of construction for Fenix Estates is not expected to occur until after August 31, 2018; and

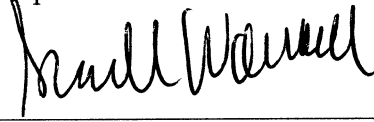
WHEREAS, Kirby has agreed to enter into a Fourth Amendment to Lease Agreement that would extend the lease on the Property through August 31, 2019; and

WHEREAS, the increased rate of \$23,608.54 per month will become effective September 1, 2018.

NOW, THEREFORE BE IT RESOLVED, by the Board of Commissioners of the Harris County Housing Authority that the Chief Executive Officer is hereby authorized to enter into the Fourth Amendment to Lease Agreement with Kirby through August 31, 2019.

PASSED, by the Board of Commissioners this 20<sup>th</sup> day of September 2017.

Chairman: \_\_\_\_\_



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



RESOLUTION NO. 17-51

RESOLUTION APPROVING THE MONTH-TO-MONTH CONTINUATION OF THE CURRENT  
AT&T BUSINESS NETWORK (ABN) EXPRESS BUNDLE AGREEMENT

WHEREAS, in December of 2013, the Harris County Housing Authority ("HCHA") entered into an AT&T Business Network (ABN) Express Bundle Agreement for Voice Over IP & Internet Services; and

WHEREAS, the initial term of the agreement was for two years; and

WHEREAS, HCHA continues to operate under the agreement on a month-to-month basis; and

WHEREAS, HCHA issued a Request for Proposals (RFP) for Voice Over IP & Internet Services on June 21, 2017; and

WHEREAS, HCHA solicited proposals from six prospective providers; and

WHEREAS, HCHA sought a twelve to eighteen month contract, due to its planned office relocation in 2018; and

WHEREAS, HCHA received three responses as follows:

1. AT&T
2. Phonoscope, Inc.
3. Level 3

; and

WHEREAS, each respondent, including AT&T, proposed fee(s) for a twelve month plus contract, exceeded the current month-to-month rate with AT&T; and

WHEREAS, it is most advantageous to HCHA to continue its month-to-month arrangement with AT&T.

NOW, THEREFORE, BE IT RESOLVED, that HCHA Board of Commissioners approves continuing the AT&T Business Network (ABN) Express Bundle Agreement for Voice Over IP & Internet Service in the amount of \$1,093.33/month on a month-to-month basis.

PASSED, by the Board of Commissioners this 20th day of September, 2017.

Chairman: \_\_\_\_\_

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

RESOLUTION NO. 17-52

RESOLUTION AUTHORIZING THE NEGOTIATION AND EXECUTION OF A CONTRACT FOR  
FEE ACCOUNTING SERVICES

WHEREAS, Harris County Housing Authority ("HCHA") issued a Requested for Proposals (RFP) # 17-09 on August 13, 2017, soliciting proposals for Fee Accounting Services; and,

WHEREAS, the RFP was advertised in the local newspaper on August 13<sup>th</sup> and 20<sup>th</sup> and was posted on HCHA's website; and

WHEREAS, HCHA received the following response:

1. The Cornwell Associates, Accountants, Inc.

; and

WHEREAS, the staff of HCHA found that respondent's proposal complied with requirements of the RFP; and

WHEREAS, The Cornwell Associates Accountants, Inc.'s proposed fee shall not exceed \$40,000 per physical year; and

WHEREAS, the proposed contract duration is two years with a two year option.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of the Harris County Housing Authority, authorizes the Chief Executive Officer to negotiate and execute a contract for Fee Accounting Services with The Cornwell Associates, Accountants, Inc. in an amount not to exceed \$40,000 per fiscal year, and to take such actions necessary or convenient to carry out the resolution.

PASSED, by the Board of Commissioners this 20th day of September, 2017

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-53**

**RESOLUTION AUTHORIZING THE AWARD OF CONTRACT FOR PROFESSIONAL CONSULTING SERVICES TO UPDATE THE HARRIS COUNTY HOUSING AUTHORITY'S ADMINISTRATIVE PLAN AND HOUSING CHOICE VOUCHER PROGRAM STANDARD OPERATING PROCEDURES**

**WHEREAS**, the Harris County Housing Authority (the "HCHA"), issued a Request for Proposals ("RFP") #17-07 on July 30, 2017 soliciting proposals from interested professionals to provide Professional Consulting Services to update the Harris County Housing Authority's Administrative Plan and Housing Choice Voucher Program Standard Operating Procedures; and

**WHEREAS**, the RFP was advertised in the local newspaper on July 30, 2017 and August 6, 2017, and posted on HCHA's website; and

**WHEREAS**, responses to RFP 17-07 were due August 22, 2017; and

**WHEREAS**, HCHA received three proposals to RFP 17-07 from the following firms:

EJP Consulting Group, LLC

Quadel Consulting and Training, LLC

Nan McKay and Associates, Inc.

; and

**WHEREAS**, The Nelrod Company submitted a Solicitation No-Bid response (i.e. elected not to submit a proposal); and

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

**WHEREAS**, HCHA staff found the three responders' qualifications and proposals complied with the requirements of the RFP; and

**WHEREAS**, Nan McKay and Associates, Inc.'s response was ranked number one, Quadel Consulting and Training, LLC's response was ranked number two, and EJP Consulting Group, LLC's response was ranked number three; and

**WHEREAS**, Nan McKay and Associates, Inc.'s proposal and fee in the amount of \$37,883.00 (subject to negotiation) are most advantageous to HCHA;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Commissioners of the Harris County Housing Authority authorizes the Chief Executive Officer to negotiate and execute a contract for Professional Consulting Services to update the Harris County Housing Authority's Administrative Plan and Housing Choice Voucher Program Standard Operating Procedures with Nan McKay and Associates, Inc., and to take such actions as the Chief Executive Officer deems necessary to effectuate the intent of this resolution.

PASSED, by the Board of Commissioners this 20<sup>th</sup> day of September 2017.

Chairman:

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

Secretary:

A handwritten signature in black ink, consisting of stylized, overlapping loops, written over a horizontal line.

**RESOLUTION 17-55**

**RESOLUTION TO ENTER INTO A NEW EMPLOYMENT CONTRACT WITH HORACE ALLISON  
AS CHIEF EXECUTIVE OFFICER**

**WHEREAS**, the Harris County Housing Authority entered into an employment contract with Horace Allison effective January 1, 2016; and

**WHEREAS**, the employment contract expires December 31, 2017; and

**WHEREAS**, the Board of Commissioners completed Horace Allison's performance evaluation on October 15, 2017; and,

**WHEREAS**, the Board of Commissioners wishes to enter into a new employment contract with Horace Allison effective January 1, 2018 and ending December 31, 2021.

**NOW THEREFORE, BE IT RESOLVED**, that the Harris County Housing Authority shall enter into a new Employment Contract with Horace Allison effective January 1, 2018.

**PASSED**, by the Board of Commissioners this 14th day of November 2017.

Chairman: \_\_\_\_\_



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



RESOLUTION 17-56

RESOLUTION ACCEPTING THE DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT  
(HUD) ANNUAL REAL ESTATE ASSESSMENT CENTER (REAC) SUBMISSION AS PREPARED BY  
HCHA'S INDEPENDENT AUDITORS

WHEREAS, HUD requires that HCHA submit annual financial statements and audit information through the REAC system; and

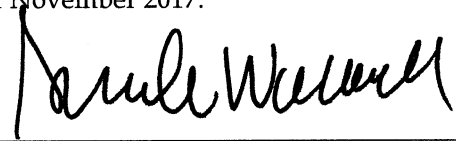
WHEREAS, financial statements relevant to HCHA's REAC submission have been prepared by independent auditors from the firm of Berman Hopkins Wright & LaHam CPAs & Associates, LLP; and

WHEREAS, auditors from the firm of Berman Hopkins Wright & LaHam CPAs & Associates, LLP presented the final draft of the financial statements to the Board of Commissioners on November 14, 2017 for its review and approval.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of the Harris County Housing Authority accepts the annual REAC submission as prepared by HCHA's independent auditors and authorizes HCHA staff to provide HUD with the annual REAC submission no later than December 31, 2017.

PASSED, by the Board of Commissioners this 14th day of November 2017.

Chairman: \_\_\_\_\_



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



Attachment: FY2018 Budget

RESOLUTION NO. 17-57

RESOLUTION AUTHORIZING THE EXECUTION OF A NEW INTER-LOCAL  
COLLABORATION AGREEMENT BETWEEN AND AMONG THE CITY OF  
PASADENA, THE CITY OF MISSOURI CITY, THE CITY OF GALVESTON, HARRIS  
COUNTY, HARRIS COUNTY HOUSING AUTHORITY, AND GALVESTON  
HOUSING AUTHORITY FOR REGIONAL COLLOBORATION OF FAIR HOUSING  
ASSESSMENTS AND AFFIRMATIVELY FURTHER FAIR HOUSING PROGRAM  
YEARS 2018-2023

WHEREAS, the Harris County Housing Authority (HCHA) entered into an Inter-local Collaboration Agreement between and among HCHA, The City of Pasadena, The City of Missouri City, the City of Galveston, Harris County, and Galveston Housing Authority (collectively referred to as the "Collaborative") to develop and submit a Regional Fair Housing Assessment and Affirmatively Further Fair Housing Program for Years 2018 - 2023 (Plan) as required by the U.S. Department of Housing and Urban Development; and

WHEREAS, the City of Pasadena was initially designated as the lead entity for the Collaborative and has elected to withdraw as the lead entity; and

WHEREAS, the Collaborative has selected Harris County as the replacement lead entity; and

WHEREAS, the submission date for the Affirmatively Furthering of Fair Housing plan changed from January 4, 2018 to June 1, 2018.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners authorizes the Chief Executive Officer to execute the new Inter-local Collaboration Agreement.

PASSED, by the Board of Commissioners this 14th day of November 2017.

Chairman: \_\_\_\_\_

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

Attachments: Revised Inter-local Collaboration Agreement  
Transfer Letters  
The City of Pasadena  
Harris County Community Services Department

**RESOLUTION 17-58**

**RESOLUTION APPROVING AND AUTHORIZING THE NEGOTIATION AND  
EXECUTION OF MEMORANDUM OF UNDERSTANDING FOR CENTER FOR  
CIVIC AND PUBLIC POLICY IMPROVEMENT TO DEVELOP  
EMANCIPATION EAST AND WEST AS A MIXED USE AFFORDABLE  
HOUSING DEVELOPMENT AND SUCH OTHER ACTIONS NECESSARY OR  
CONVENIENT TO CARRY OUT THIS RESOLUTION.**

WHEREAS, the Harris County Housing Authority (HCHA), for the purposes of developing property identified as Emancipation East and West in the City of Houston, Harris County, Texas (the "Property"), desires to negotiate and execute a certain Memorandum of Understanding for Center for Civic and Public Policy Improvement to develop the Property as a mixed use affordable housing development (the "MOU"); and

NOW THEREFORE, BE IT RESOLVED, by the Board of Commissioners, that HCHA is hereby authorized to enter into the MOU and any amendments thereto; and

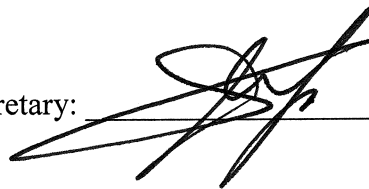
BE IT FURTHER RESOLVED, that Horace Allison (the "Executing Officer"), the Executive Director and CEO of the HCHA, is hereby authorized, for and on behalf of the HCHA, to negotiate the terms and conditions for the MOU as such Executing Officer may deem best, and to execute and deliver the MOU for and on behalf of the HCHA, such acceptance and agreement to be conclusively evidenced by execution and delivery thereof by such Executing Officer; and

BE IT FURTHER RESOLVED, that the Executing Officer is hereby authorized to take such further action and to do all things that may appear in the discretion of such Executing Officer to be necessary in connection with the MOU;

PASSED by the Board of Commissioners this 14<sup>th</sup> day of November, 2017.

Chairman: \_\_\_\_\_

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

A handwritten signature in black ink, appearing to be "J. B. Smith", is written over the line for the Secretary's signature.

**RESOLUTION NO. 17-59**

**RESOLUTION AUTHORIZING THE HCHA REDEVELOPMENT AUTHORITY, INC. TO  
APPROVE THE SELECTION OF AN ACCOUNTING FIRM AND AUTHORIZE THE  
REDEVELOPMENT AUTHORITY TO NEGOTIATE AND EXECUTE AN ENGAGEMENT  
LETTER FOR TAX CREDIT ACCOUNTING AND FINANCIAL SERVICES FOR FENIX  
ESTATES**

**WHEREAS**, the Harris County Housing Authority (HCHA) issued a Request for Proposal (RFP) #17-13 on October 29, 2017, soliciting proposals from accounting firms to provide Tax Credit Accounting and Financial Services for Fenix Estates; and

**WHEREAS**, the RFP was issued on behalf of the HCHA Redevelopment Authority, Inc., the sole member of the General Partner of Fenix Estates; and

**WHEREAS**, the RFP was advertised in the local newspaper on October 29, 2017 and November 5, 2017 and posted on the HCHA's website; and

**WHEREAS**, responses to the RFP were due on November 17, 2017; and

**WHEREAS**, HCHA received responses from Clifton Larson Allen, LLP; CohnReznick, LLP; and Novogradac & Company, LLP; and

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

**WHEREAS**, the accounting firms were ranked as follows, considering qualifications and price:

1. Novogradac & Company, LLP
2. CohnReznick, LLP
3. Clifton Larson Allen, LLP;

and

**WHEREAS**, Novogradac & Company, LLP submitted the proposal that represents the best overall value to HCHA Redevelopment Authority, Inc. considering price and other factors set forth in the solicitation.


**NOW THEREFORE BE IT RESOLVED**, that the Board of Commissioners of the Harris County Housing Authority authorizes the HCHA Redevelopment Authority, Inc. to negotiate and execute an engagement letter with Novogradac & Company, LLP for Tax Credit Accounting and Financial Services for Fenix Estates.

PASSED, by the Board of Commissioners this 14th day of December 2017.

Chairman:

Sam Weirach

Secretary:



**RESOLUTION NO. 17-60**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE A TERM SHEET FOR FINANCIAL SERVICES - MORTGAGE REFINANCING**

**WHEREAS**, Harris County Housing Authority (HCHA) issued Request for Proposals (RFP) #17-10R on October 27, 2017, soliciting proposals for Financial Services - Mortgage Refinancing for Cypresswood Estates, a senior affordable housing development; and

**WHEREAS**, the RFP was advertised in the local newspaper on October 29, 2017 and November 5, 2017, emailed to eight (8) different financial institutions, and posted on HCHA's website; and

**WHEREAS**, responses to RFP #17-10R were due November 10, 2017; and

**WHEREAS**, HCHA received three (3) responses to RFP #17-10R from Amegy Bank of Texas, Citi Community Capital; and AGM Financial Services, Inc.; and

**WHEREAS**, the staff of HCHA reviewed, evaluated, and ranked the responses to the RFP as follows:

1. AGM Financial Services, Inc.
2. Amegy Bank of Texas
3. Citi Community Capital;


and

**WHEREAS**, AGM Financial Services, Inc. submitted the proposal that represents the best overall value to HCHA considering price and other factors set forth in the solicitation.

**NOW THEREFORE BE IT RESOLVED**, that the Chief Executive Officers of HCHA, is authorized to negotiate and execute a term sheet with AGM Financial Services, Inc. to refinance the current mortgage on Cypresswood Estates and take such actions as the Chief Executive Officer deems necessary to effectuate the intent of this resolution, the execution of any document or taking of any action to be conclusive evidence of the necessity therefor.

**PASSED**, by the Board of Commissioners this 14th day of December 2017.

Chairman: \_\_\_\_\_



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

RESOLUTION NO. 17-61

RESOLUTION AUTHORIZING HCHA CYPRESSWOOD ESTATES, LLC TO REQUEST A LOAN  
EXTENSION FOR THE CYPRESSWOOD ESTATES DEVELOPMENT

WHEREAS, Harris County Housing Authority ("HCHA") formed HCHA Cypresswood Estates, LLC (the "Company") for the development of Cypresswood Estates; and

WHEREAS, HCHA is the sole member of the Company; and

WHEREAS, the Company entered into a loan agreement with Community Bank of Texas, N.A. (Lender) on March 8, 2013 in the amount of \$3,500,000.00; and

WHEREAS, the loan matures on March 8, 2018; and

WHEREAS, the loan agreement provides for a one-time extension for 5 years from March 8, 2018; and

WHEREAS, the interest rate during the 5 year extension period is 6.75%; and

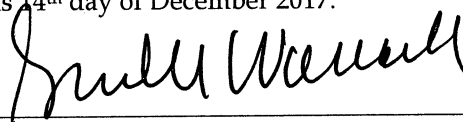
WHEREAS, there are no pre-payment penalties during the extension period; and

WHEREAS, it is in the best interest of the Company to exercise the extension provision contained in the loan agreement to allow time for the refinancing of the loan.

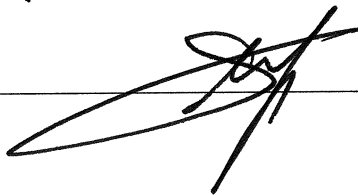
NOW THEREFORE BE IT RESOLVED, that the Board of Commissioners of the Harris County Housing Authority authorizes HCHA Cypresswood Estates, LLC, to request a 5 year extension of the Community Bank of Texas, N.A. loan for Cypresswood Estates and take such actions as the HCHA Cypresswood Estates, LLC deems necessary to effectuate the intent of this resolution, the execution of any document or taking of any action to be conclusive evidence of the necessity therefore.

PASSED, by the Board of Commissioners this 14<sup>th</sup> day of December 2017.

Chairman: \_\_\_\_\_



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



**RESOLUTION NO. 17-62**

**RESOLUTION AUTHORIZING THE RENEWAL OF A CONTRACT FOR REAL ESTATE  
BROKERAGE SERVICES FOR THE SALE OF REAL PROPERTY**

**WHEREAS**, Harris County Housing Authority (HCHA) issued a Qualification Based Solicitation # 12-2 (QBS) on October 15, 2012, soliciting proposals for real estate firms to provide brokerage services related to the sale of real property related to the HCHA's real estate holdings; and

**WHEREAS**, the HCHA Board of Commissioners passed Resolution 13-61 on October 16, 2013 authorizing HCHA to negotiate and execute a contract with Lewis Property Company to assist HCHA with the sale of a parcel(s) of land and/or other real estate holdings; and

**WHEREAS**, HCHA entered into an agreement with Lewis Property Company on December 18, 2013; and


**WHEREAS**, the HCHA Board of Commissioners passed Resolutions 15-47 and 16-59 authorizing the Chief Executive Officer (CEO) to enter into contract extensions with Lewis Property Company; and


**WHEREAS**, the current extension expired December 15, 2017; and

**WHEREAS**, HCHA desires to again renew its contract with Lewis Property Company;

**NOW, THEREFORE, BE IT RESOLVED**, that the CEO of HCHA is authorized and directed to renew its contract for real estate brokerage services with Lewis Property Company through December 15, 2018 to provide services related to the sale of a parcel(s) of land and/or other real estate holdings with all other terms of said contract remaining the same.

**PASSED** by the Board of Commissioners this 14<sup>th</sup> day of December 2017.

Chairman: \_\_\_\_\_

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