



RESOLUTION NO. 22-01

**RESOLUTION BY THE HCHA REDEVELOPMENT AUTHORITY,
INC. AUTHORIZING THE PURCHASE OF CLASS A LIMITED
PARTNER'S INTEREST IN BAYBROOK PARK RETIREMENT
CENTER, LTD.**

WHEREAS, Baybrook Park Retirement Center, Ltd., a Texas limited partnership (the "Partnership") owns and operates a certain 100-unit senior development known as Baybrook Park Retirement Center located in Webster, Texas; and

WHEREAS, the partners in the Partnership consist of (i) HCHA Baybrook Park, LLC, a Texas limited liability company (the "General Partner"), (ii) HCHA Redevelopment Authority, Inc., a Texas nonprofit corporation (the "Limited Partner") and (iii) Investors Affordable Housing Group V, LLC, a Texas limited liability company ("Class A Limited Partner"); and

WHEREAS, the Class A Limited Partner desires to sell its interest to the Limited Partner, which is an instrumentality of the Harris County Housing Authority (the "Authority") for **Eighty-Four Thousand Eighty and No/100 Dollars (\$84,080.00)** (the "Purchase Price"); and

WHEREAS, the Purchase Price is the total consideration payable to the Class A Limited Partner for its entire interest in and any other obligations owing to the Class A Limited Partner; and

WHEREAS, the .01% interest held by the Class A Limited Partner will be assigned to the Limited Partner and increase the Limited Partner's interest to 99.91% and the Class A Limited Partner will withdraw from the Partnership.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of HCHA Redevelopment Authority, Inc. (the "Corporation"), in its individual capacity, is hereby authorized, empowered, and directed to purchase the Class A Limited Partner's interest in Baybrook Park Retirement Center, Ltd. for **Eighty-Four Thousand Eighty and No/100 Dollars (\$84,080.00)**.

BE IT FURTHER RESOLVED, that the Corporation, the General Partner, and the Partnership are authorized to take such other actions as they consider necessary or appropriate toward completion of the transactions contemplated by this Resolution.

PASSED by the Board of Directors this 16th day of March 2022.

President: 



RESOLUTION NO. 22-02

**RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC.
AUTHORIZING THE EXECUTION BY HCHA BLUESTEM GP, LLC, AS
GENERAL PARTNER OF NLH BLUESTEM, LP, OF AN ANNEXATION
AND SERVICE AGREEMENT WITH HARRIS COUNTY MUNICIPAL
UTILITY DISTRICT NO. 148 FOR THE LAND ON WHICH THE
BLUESTEM APARTMENTS ARE BEING DEVELOPED**

WHEREAS, effective April 1, 2021, Harris County Housing Authority, as landlord, and NLH Bluestem, LP, a Texas limited partnership (the Partnership), as tenant, entered into a 99-year ground lease of an 8.065-acre tract of land (the Land); and

WHEREAS, on the Land, the Partnership is constructing the Bluestem Apartments, which are intended to provide affordable housing to residents of Harris County; and

WHEREAS, the general partner of the Partnership is HCHA Bluestem GP, LLC, a Texas limited partnership (Bluestem GP), the sole member of which is HCHA Redevelopment Authority, Inc. (HCHA Redevelopment); and

WHEREAS, the Land does not have access to water and sewer service, without which the development of Bluestem Apartments could not proceed; and

WHEREAS, the Land is adjacent to Harris County Municipal Utility District No. 148 (MUD 148), which has offered to annex the Land and, after annexation, provide water and sewer service under the terms of the Annexation and Service Agreement (Annexation Agreement) attached as Exhibit 1 to this resolution; and

WHEREAS, the Land is within the extraterritorial jurisdiction of the City of Houston and, consequently, annexation of the Land into the boundaries of MUD 148 requires approval by the City of Houston; and

WHEREAS, the Partnership and MUD 148 understand the Land and all improvements on it will be exempt from the assessment of property taxes, including those that owners of property within the boundaries of MUD 148 would ordinarily pay; and

WHEREAS, the Annexation Agreement addresses the requirement of the City of Houston's approval, MUD 148's inability to collect property taxes, and other matters in the following way:

1. **Annexation Costs** - the Partnership will reimburse MUD 148 all reasonable costs and expenses incurred in the annexation, and the Partnership will deposit **\$7,500.00** with MUD 148 towards those costs and expenses;


2. **Property Taxes** – on an annual basis, effective January 1, 2022, the Partnership will make a payment in lieu of taxes (PILOT payment) to MUD 148, which PILOT payment will be the greater of \$50,000.00 or MUD 148’s applicable tax rate applied to the market value of the Land and improvements as the market value would be determined by Harris County Appraisal District;
3. **Capital Recovery Fee** – on execution of the Annexation Agreement the Partnership will pay MUD 148 a capital recovery fee of \$750,413.47 for 86 equivalent single-family connections (ESFCs) for sewer service and 114 ESFCs for water service; and

WHEREAS, Bluestem GP has determined that an agreement with MUD 148 is essential for development of the Bluestem Apartments by the Partnership, and Bluestem GP considers the Annexation Agreement a reasonable means of obtaining the water and sewer services required for that development.

NOW, THEREFORE, BE IT RESOLVED, by HCHA Redevelopment’s Board of Directors that its Secretary, Horace Allison, is authorized and empowered to enter into the Annexation Agreement on behalf of Bluestem GP as the general partner of and on behalf of the Partnership; and

BE IT FURTHER RESOLVED, that HCHA Redevelopment’s Secretary, Horace Allison, is also authorized and empowered, to the extent in his discretion he deems necessary or appropriate, to negotiate further the terms thereof and execute all other instruments reasonably necessary or appropriate for the purposes of accomplishing the annexation of the Land into the boundaries of MUD 148 and providing water and sewer service to the Bluestem Apartments.

PASSED by the Board of Directors this 1st day of June 2022.



Gerald Womack, President
HCHA Redevelopment Authority, Inc.



Horace Allison, Secretary
HCHA Redevelopment Authority, Inc.



RESOLUTION NO. 22-03

**RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC.
AUTHORIZING THE EXECUTION OF EXCEPTIONS TO NON-
RECOURSE GUARANTY TO OBTAIN THE MODIFICATION AND
EXTENSION OF THE MORTGAGE LOAN SECURED BY BAYBROOK
PARK RETIREMENT CENTER**

WHEREAS, Baybrook Park Retirement Center, LTD., a Texas limited partnership (Limited Partnership), is the owner of the senior apartment community commonly known as Baybrook Park Retirement Center (Project), located in Webster, Texas; and

WHEREAS, the Project is subject to a mortgage loan in the original principal amount of \$3,650,00.00 (Mortgage Loan) held by Zions Bancorporation, N.A. dba Amegy Bank (Amegy), which Mortgage Loan is secured by deeds of trust and other liens and security interests covering the Project; and

WHEREAS, the unpaid principal balance owing under the Mortgage Loan, at present, is approximately \$2,454,396.14, and the Mortgage Loan will mature on **June 21, 2022**, on which date all amounts owing under the Mortgage Loan must be paid in full; and

WHEREAS, the Limited Partnership is negotiating with another lender for the long-term refinancing of the indebtedness owing under the Mortgage Loan. However, refinancing of the indebtedness is not likely to be completed by June 21, 2022, and, therefore, the Limited Partnership asked Amegy to extend the maturity date of the Mortgage Loan; and

WHEREAS, Amegy offered to extend the maturity date of the Mortgage Loan to **September 21, 2022**, subject to the terms of a Modification Agreement (Loan Modification) and the HCHA Redevelopment Authority, Inc. (HCHA Redevelopment) executing and agreeing to be bound by the Exceptions to Non-Recourse Guaranty similar to the draft document attached as Exhibit 1 to this Resolution; and

WHEREAS, HCHA Redevelopment, as a limited partner, owns a 99.99% interest in the Limited Partnership, and the Loan Modification will benefit both HCHA Redevelopment and the Limited Partnership.

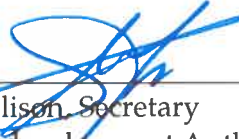
NOW, THEREFORE, BE IT RESOLVED, HCHA Redevelopment hereby authorizes, empowers, and directs its Secretary, Horace Allison, to negotiate and enter into the Exceptions to Non-Recourse Guaranty with Amegy; and

BE IT FURTHER RESOLVED, that HCHA Redevelopment's Secretary, Horace Allison, is authorized to take all other actions he deems reasonable, necessary, or appropriate to complete the transaction authorized by these Resolutions.

PASSED by the Board of Directors this 1st day of June 2022.



Gerald Womack, President
HCHA Redevelopment Authority, Inc.



Horace Allison, Secretary
HCHA Redevelopment Authority, Inc.



RESOLUTION NO. 22-04

RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC., SOLE MEMBER OF THE GENERAL PARTNER OF FENIX ESTATES I, LP, AUTHORIZING AND RATIFYING THE GENERAL PARTNER'S EXTENSION OF THE TERM OF THE PROPERTY MANAGEMENT AGREEMENT FOR THE VILLAS AT EASTWOOD

WHEREAS, HCHA Redevelopment Authority, Inc. (HCHA Redevelopment) is the sole member of Fenix Estates I GP, LLC (Fenix GP); and

WHEREAS, Fenix GP is the sole general partner of Fenix Estates I, LP, a Texas limited partnership (Limited Partnership), which is the owner of *The Villas at Eastwood*, a 200-unit permanent supportive housing development (Project) located in Houston, Texas; and

WHEREAS, the Project is managed under the terms of a Management Agreement (Management Agreement) between the Limited Partnership and Allied Orion Group, LLC (Allied Orion), which Management Agreement commenced shortly after construction of the Project was completed; and

WHEREAS, the Management Agreement provides for an initial term of two years and a renewal term of an additional two years; however, the date of commencement was inadvertently omitted from the signed document, leaving the date of termination of the initial term and date of termination of the renewal term somewhat unclear; and

WHEREAS, Fenix GP, on behalf of the Limited Partnership, is satisfied with the management services provided by Allied Orion and the amounts charged for those services, and by continuing to utilize Allied Orion to manage the Project, Fenix GP may have informally extended the term of the Management Agreement for the additional two-year renewal term; and

WHEREAS, Fenix GP has determined it is in the best interests of the Limited Partnership to extend the term of the Management Agreement and enter into an Extension Agreement (a draft version of which is attached as Exhibit 1 to this Resolution) to formally document the extension of the Management Agreement and establish a specific date on which the renewal term will end; and

WHEREAS, Fenix GP is a manager-managed limited liability company, and Horace Allison, as a manager of Fenix GP, is authorized, without the joinder or consent of any other person, to act for Fenix GP on behalf of the Limited Partnership.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of HCHA Redevelopment Authority, Inc., the sole member of Fenix GP, that Horace Allison is hereby authorized, empowered, and directed, as a manager of Fenix GP acting on behalf of the Limited Partnership, to negotiate and enter into the Extension Agreement and take all other actions he deems reasonable, necessary, or appropriate to complete the transaction authorized by this Resolution; and

BE IT FURTHER RESOLVED, that all actions of Fenix GP, on behalf of the Limited Partnership, for the purpose of completing the transaction authorized by this Resolution are ratified, confirmed, and approved in all respects.

RESOLVED AND PASSED, by the Board of Directors this 1st day of June 2022.



Gerald Womack, President
HCHA Redevelopment Authority, Inc.



Horace Allison, Secretary
HCHA Redevelopment Authority, Inc.



RESOLUTION NO. 22-05

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.,
WELCOMING ASHELEY GILBERT AND MELISSA QUIJANO
AS NEW DIRECTORS AND ELECTING NEW OFFICERS**

WHEREAS, HCHA Redevelopment Authority, Inc.(HCHA – RA), is an instrumentality of Harris County Housing Authority (HCHA) and plays a significant role in HCHA’s development of affordable housing; and

WHEREAS, the individuals who are to serve on the Board of Directors of HCHA – RA are set forth in Article II, Section 2.1 of the Bylaws of HCHA – RA, and consist of the five members of the Board of Commissioners of HCHA and the individual serving as the Chief Executive Officer of HCHA; and

WHEREAS, on June 28, 2022, the Commissioners Court of Harris County, Texas, appointed Asheley Gilbert to serve on the Board of Commissioners of HCHA, and on July 12, 2022, Ms. Gilbert took her oath of office and now serves on the Board of Commissioners of HCHA; and

WHEREAS, effective as of July 22, 2022, pursuant to Article IV, Section 6A of the Bylaws of HCHA, as amended, Melissa Quijano now serves as the Acting Executive Director and Chief Executive Officer of HCHA and presently has all the authority, power, and responsibility of the Executive Director of HCHA; and

WHEREAS, pursuant to Article II, Section 2.1 of the Bylaws of HCHA – RA, Asheley Gilbert and Melissa Quijano now serve on the Board of Directors of HCHA – RA, along with Gerald Womack, Joe Villarreal, Joe Ellis, and Adriana Tamez; and

WHEREAS, Horace Allison serves as Secretary of HCHA - RA, however, as a consequence of his retirement from his position as HCHA’s Executive Director and Chief Executive Officer, it is appropriate to elect a new Secretary and other officers of HCHA – RA; and

WHEREAS, the Board of Directors, having this day voted in conformity with HCHA – RA’s Bylaws, have elected the following individuals to the following offices:

President:	Gerald Womack
Vice President:	Joe Villarreal
Treasurer:	Joe Ellis
Secretary and Vice President:	Melissa Quijano

NOW, THEREFORE, BE IT RESOLVED, that HCHA Redevelopment Authority, Inc., welcomes to its Board of Directors Asheley Gilbert and Melissa Quijano, so that the Board of Directors of HCHA Redevelopment Authority, Inc., now consists of Gerald Womack, Joe Villarreal, Joe Ellis, Adriana Tamez; Asheley Gilbert, and Melissa Quijano; and

BE IT FUTHER RESOLVED, that HCHA Redevelopment Authority, Inc., acknowledges and affirms that the individuals elected to the offices identified above now serve in the capacities indicated and have all the power and authority set forth in the Bylaws of HCHA Redevelopment Authority, Inc.

PASSED by the Board of Directors this 17th day of August 2022.

President: 

Acting Secretary: 



RESOLUTION NO. 22-06

**RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC.,
AS SOLE MEMBER OF HCHA FIRST MET SENIORS GP, LLC,
RATIFYING ITS COMPANY AGREEMENT AND REPLACING
HORACE ALLISON WITH MELISSA QUIJANO TO SERVE AS A
MANAGER OF HCHA FIRST MET SENIORS GP, LLC**

WHEREAS, HCHA First Met Seniors GP, LLC (Company) is a manager-managed Texas limited liability company formed by HCHA Redevelopment Authority, Inc. (HCHA – RA) for the purpose of serving as the general partner of First Met Apts, LP, a Texas limited partnership; and

WHEREAS, First Met Apts, LP, is a limited partnership formed for the purpose of developing affordable housing for seniors; and

WHEREAS, the sole member of the Company is HCHA - RA, and under its Company Agreement, upon the resignation of a Manager of the Company, at a special meeting of the members of the Company, the members may elect a new Manager; and

WHEREAS, as set forth in the Company’s Certificate of Formation filed March 22, 2022, with the Texas Secretary of State, the Managers of the Company are Horace Allison and Paul Curry; and

WHEREAS, Horace Allison executed the Company Agreement as Secretary of and on behalf of HCHA-RA, and as a Manager of the Company;

WHEREAS, Horace Allison has resigned from his position as a Manager of the Company, effective as of the date of the meeting at which this resolution was considered; and


WHEREAS, the Board of Directors, having this day voted in conformity with HCHA – RA’s Bylaws and the Company Agreement of the Company, have elected Melissa Quijano to serve with Paul Curry as one of the two Managers of the Company.


NOW, THEREFORE, BE IT RESOLVED, that the Company Agreement executed by Horace Allison on behalf of HCHA Redevelopment Authority, Inc., is hereby ratified and adopted by HCHA Redevelopment Authority, Inc., as its act and deed; and

BE IT FURTHER RESOLVED, that Horace Allison, having resigned from his position as Manager of the Company, is hereby replaced with Melissa Quijano, who will

serve with Paul Curry as one of the two Managers of the Company, either of whom, under the Company Agreement of the Company, may individually and without the joinder of the other Manager perform all acts necessary and appropriate to carry out the business of the Company.

PASSED by the Board of Directors this 17th day of August 2022.

President: 

Acting Secretary: 



RESOLUTION NO. 22-07

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
(THE "CORPORATION") APPROVING AND RATIFYING ACTIONS
IN CONNECTION WITH THE LOAN FINANCING FOR THE FIRST
MET APARTMENTS 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 HCHA First Met Seniors 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 First Met Apts, LP, a Texas limited partnership (the "Partnership"); and

WHEREAS, the Partnership desires to enter into a construction loan in the total amount of up to \$17,000,000 (collectively the "Loan") from Zions Bancorporation, N.A., dba Amegy Bank (the "Lender") for the development and related costs of a certain property located in the City of Houston ETJ, Harris County, Texas (the "Property") whereon the construction of a 157-unit multifamily complex known as the First Met Apartments (the "Project") is planned; and

WHEREAS, in connection with the contemplated Loan transaction, the Partnership, the General Partner, the Corporation, and the Authority are required to enter into various documents which will evidence the Loan, including, but not limited to, Promissory Note, Fee Deed of Trust and Financing Statement, Multifamily Construction and Permanent Leasehold Deed of Trust, Assignment of Rents, and Security Agreement and Fixture Filing, Loan Agreement, Assignment of Management Agreement, Operating Reserve and Security Agreement, Replacement Reserve and Security Agreement, Dispute Resolution Agreement, Affidavit of No Liens, Financing Statement(s), Intercreditor and Subordination Agreement, Sole Member's Certificate, Certificate of the Secretary, Notice of Final Agreement, any further 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");

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Corporation that the Corporation, in its corporate capacity and also in its capacity as the sole member of the General Partner, said General Partner being the sole general partner of the Partnership, said General Partner acting on behalf of the Partnership, in connection with the transactions contemplated by these Resolutions, is hereby authorized and directed (a) to enter into the Loan, (b) to negotiate the terms of the Loan, (c) to execute, and/or to enter into, as

PASSED by the Board of Directors this 17th day of August 2022.

President: 

Secretary: 



RESOLUTION NO. 22-08

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING: (i) FOR HCHA FIRST MET SENIORS GP,
LLC TO ENTER INTO A LIMITED PARTNERSHIP AGREEMENT FOR
FIRST MET APTS, LP (THE “PARTNERSHIP”), (ii) FOR THE
PARTNERSHIP TO ENTER INTO A GROUND LEASE WITH THE HARRIS
COUNTY HOUSING AUTHORITY, AND (iii) SUCH OTHER ACTIONS
NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the “Corporation”) and an instrumentality of the Harris County Housing Authority (the “Authority”), is the sole member of HCHA First Met Seniors GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of First Met Apts, LP, a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease a certain 157-unit multifamily complex in the City of Houston ETJ, Harris County, Texas known as The First Met Apartments (the “Project”); and

WHEREAS, Brinshore Development, L.L.C., an Illinois limited liability company (the “Partner”), is being admitted into the Partnership as its partner; and

WHEREAS, the General Partner desires to enter into a Limited Partnership Agreement (the “Partnership Agreement”) of the Partnership with the Partner; and

WHEREAS, the Partnership desires to secure site control of the Project from the Authority by entering into a long-term ground lease and its corresponding Memorandum of Ground Lease (collectively the “Ground Lease Documents”) with the Authority, the terms of which the Partnership is required to develop and construct the Project; and

WHEREAS, the Partnership desires to enter into other certificates, affidavits, agreements, documents, and other writings (collectively the “Ancillary Agreements”) necessary or desirable in the consummation of the aforementioned ground lease herein contemplated or as may be required by the title company to issue title insurance for the transaction.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors, that the General Partner shall enter into the Partnership Agreement; and

BE IT FURTHER RESOLVED, that the form, terms, and provisions of the Partnership Agreement 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 Agreement is hereby in each and every respect approved, ratified, and confirmed; and

BE IT FURTHER RESOLVED, that the Partnership and the Authority shall enter into the aforementioned ground lease covering the Project, and that the Partnership and the Authority shall enter into Ground Lease Documents and the Ancillary Agreements (collectively the “Land 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 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 Melissa Quijano (the “Executing Officer”), the Secretary and Vice President of the Corporation and a Manager of the General Partner, individually and without joinder of any other person, is hereby 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 Agreement and the Land Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolution and in the Partnership Agreement and the Land 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 in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the General Partner (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

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 to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Corporation, the General Partner, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of 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 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.

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PASSED by the Board of Directors this 17th day of August 2022.

President: 

Secretary: 



RESOLUTION NO. 22-56

**RESOLUTION BY HARRIS COUNTY HOUSING AUTHORITY
APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH
AUTHORIZING CERTAIN ACTIONS RELATED TO THE TAX
CREDITS FOR THE HOLLOWS APARTMENTS 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”) an instrumentality of the Harris County Housing Authority (the “Authority”), is the sole member of HCHA Channelview GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of LDG Channelview, LP, a Texas limited partnership (the “Partnership”), which controls the residential property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereupon the Partnership shall construct a multifamily complex known as The Hollows Apartments (the “Project”); and

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

WHEREAS, TDHCA requires the execution of the land use restrictions agreement (“LURA”) for recording the land use restrictions for 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 execute the LURA and any other documents necessary to finalize the tax credit financing; and

BE IT FURTHER RESOLVED, that the Corporation, the General Partner, and the Partnership shall enter into and execute the LURA or such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by TDHCA or the Corporation in connection with the Tax Credits (collectively, the “Tax Credit Documents”); and

BE IT FURTHER RESOLVED, that Melissa Quijano (the “Executing Officer”), the Secretary and Vice President of the Corporation and the Acting Executive Director/CEO of the Authority, is hereby authorized, for and on behalf of the Corporation, the General Partner, and the Partnership, to execute and deliver the Tax Credit Documents for and on behalf of the Corporation, the General Partner, and the Partnership, said Tax Credit 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 the Tax Credits; and


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

BE IT FURTHER RESOLVED, that the Authority, the Corporation, the General 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.

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PASSED, by the Board of Commissioners this 21st day of December 2022.

Chairman: 

Acting Secretary: 



RESOLUTION NO. 22-57

**RESOLUTION BY HARRIS COUNTY HOUSING AUTHORITY
APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH
AUTHORIZING CERTAIN ACTIONS RELATED TO THE TAX
CREDITS FOR NORTHWOOD APARTMENTS 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”) an instrumentality of the Harris County Housing Authority (the “Authority”), is the sole member of HCHA Northwood GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of LDG Northwood, LP, a Texas limited partnership (the “Partnership”), which controls the residential property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereupon the Partnership shall construct a multifamily complex known as the Northwood Apartments (the “Project”); and

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

WHEREAS, TDHCA requires the execution of the land use restrictions agreement (“LURA”) for recording the land use restrictions for 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 execute the LURA and any other documents necessary to finalize the tax credit financing; and

BE IT FURTHER RESOLVED, that the Corporation, the General Partner, and the Partnership shall enter into and execute the LURA or such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by TDHCA or the Corporation in connection with the Tax Credits (collectively, the “Tax Credit Documents”); and

BE IT FURTHER RESOLVED, that Melissa Quijano (the “Executing Officer”), the Secretary and Vice President of the Corporation and the Acting Executive Director/CEO of the Authority, is hereby authorized, for and on behalf of the Corporation, the General Partner, and the Partnership, to execute and deliver the Tax Credit Documents for and on behalf of the Corporation, the General Partner, and the Partnership, said Tax Credit 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 the Tax Credits; and

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

BE IT FURTHER RESOLVED, that the Authority, the Corporation, the General 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.

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PASSED, by the Board of Commissioners this 21st day of December 2022.

Chairman: 

Acting Secretary: 



RESOLUTION NO. 22-08

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING: (i) FOR HCHA FIRST MET SENIORS GP,
LLC TO ENTER INTO A LIMITED PARTNERSHIP AGREEMENT FOR
FIRST MET APTS, LP (THE “PARTNERSHIP”), (ii) FOR THE
PARTNERSHIP TO ENTER INTO A GROUND LEASE WITH THE HARRIS
COUNTY HOUSING AUTHORITY, AND (iii) SUCH OTHER ACTIONS
NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the “Corporation”) and an instrumentality of the Harris County Housing Authority (the “Authority”), is the sole member of HCHA First Met Seniors GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of First Met Apts, LP, a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease a certain 157-unit multifamily complex in the City of Houston ETJ, Harris County, Texas known as The First Met Apartments (the “Project”); and

WHEREAS, Brinshore Development, L.L.C., an Illinois limited liability company (the “Partner”), is being admitted into the Partnership as its partner; and

WHEREAS, the General Partner desires to enter into a Limited Partnership Agreement (the “Partnership Agreement”) of the Partnership with the Partner; and

WHEREAS, the Partnership desires to secure site control of the Project from the Authority by entering into a long-term ground lease and its corresponding Memorandum of Ground Lease (collectively the “Ground Lease Documents”) with the Authority, the terms of which the Partnership is required to develop and construct the Project; and

WHEREAS, the Partnership desires to enter into other certificates, affidavits, agreements, documents, and other writings (collectively the “Ancillary Agreements”) necessary or desirable in the consummation of the aforementioned ground lease herein contemplated or as may be required by the title company to issue title insurance for the transaction.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors, that the General Partner shall enter into the Partnership Agreement; and

BE IT FURTHER RESOLVED, that the form, terms, and provisions of the Partnership Agreement 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 Agreement is hereby in each and every respect approved, ratified, and confirmed; and

BE IT FURTHER RESOLVED, that the Partnership and the Authority shall enter into the aforementioned ground lease covering the Project, and that the Partnership and the Authority shall enter into Ground Lease Documents and the Ancillary Agreements (collectively the “Land 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 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 Melissa Quijano (the “Executing Officer”), the Secretary and Vice President of the Corporation and a Manager of the General Partner, individually and without joinder of any other person, is hereby 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 Agreement and the Land Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolution and in the Partnership Agreement and the Land 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 in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the General Partner (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

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,

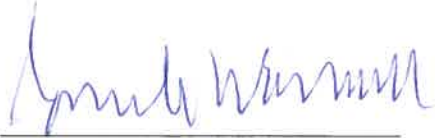
in the name and on behalf of the Corporation, the General Partner, and/or the Partnership, as they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the foregoing Resolutions or in order to comply with the requirements of the Closing Documents, are hereby approved, ratified, and confirmed; and

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

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PASSED by the Board of Directors this 17th day of August 2022.

President: 

Secretary: 



RESOLUTION NO. 22-10

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING ACTIONS IN CONNECTION WITH LENDING THE
FINANCING FOR THE FIRST MET APARTMENTS PROJECT AND
SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO
CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas nonprofit corporation (the “Lender”) is an instrumentality of the Harris County Housing Authority (the “Authority”); and

WHEREAS, the Lender is the recipient of the Funds (defined below) for the purpose of developing the residential property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereupon First Met Apts, LP, a Texas limited partnership (the “Partnership”), shall develop and construct a 157-unit multifamily complex known as the First Met Apartments (the “Project”); and

WHEREAS, the Lender shall loan the Funds (defined below) to the Partnership for the purpose of developing and constructing the Project; and

WHEREAS, the Lender is the sole member of HCHA First Met Seniors GP, LLC, a Texas limited liability company and the sole general partner of the Partnership; and

WHEREAS, the Lender desires to enter into a loan (the “Loan”) in the amount of up to \$25,000,000 comprised of Community Development Block Grant Disaster Recovery (“CDBG-DR”) funds, Neighborhood Stabilization Program (“NSP1”) and any other funds as designated by Harris County (the “Funds”) that shall be granted from or loaned by Harris County to the Lender, said 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 Directors, that the Lender is authorized to accept the Funds and to enter into related agreements, financing statements, subordinations, certifications, such other instruments or written obligations as may be desired or required by Harris County in connection with the Funds and the Loan and all other documents and instruments executed as security for, or otherwise in connection with, the Loan (collectively, the “Grant Documents”); and

BE IT FURTHER RESOLVED, that the Lender in its corporate capacity is authorized to enter into the Loan with the Partnership as its borrower and the Lender as its lender, such Loan being comprised of the Funds; and

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

BE IT FURTHER RESOLVED, that the Lender shall enter into and execute an Intercreditor and Subordination Agreement among Harris County, Zions Bancorporation, N.A. dba Amegy Bank, the Lender, and the Partnership, a Declaration of Restrictive Covenants, a Collateral Assignment of Note and Liens (County Funds), certifications, such other instruments or written obligations as may be desired or required by Harris County in connection with the Loan and all other documents and instruments executed as security for, or otherwise in connection with, the Loan (collectively, along with the Promissory Note, financing statements, borrower certifications, and Deed of Trusts, the "Loan Documents"); and

BE IT FURTHER RESOLVED, that Melissa Quijano (the "Executing Officer"), the Secretary and Vice President of the Lender, is hereby authorized, for and on behalf of the Lender, to negotiate such terms and conditions for the Loan as such Executing Officer may deem best, and to execute and deliver the Grant Documents and the Loan Documents for and on behalf of the Lender, said Grant Documents and 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 Loan; and

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

BE IT FURTHER RESOLVED, that the Lender is 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.

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PASSED, by the Board of Directors this 17th day of August 2022.

President: 

Secretary: 



RESOLUTION NO. 22-11

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
(THE "CORPORATION") APPROVING AND RATIFYING (i)
ACTIONS IN CONNECTION WITH THE HUD LOAN FINANCING
FOR BAYBROOK PARK, (ii) A FIFTH AMENDMENT TO THE
AMENDED AND RESTATED AGREEMENT OF LIMITED
PARTNERSHIP OF BAYBROOK PARK RETIREMENT CENTER,
LTD. (THE "PARTNERSHIP"), AND (iii) 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 HCHA Baybrook Park, LLC, a Texas limited liability company (the "General Partner"); and the General Partner is the sole general partner of Baybrook Park Retirement Center, Ltd., a Texas limited partnership (the "Partnership"); and

WHEREAS, the Partnership desires to enter into a loan from AGM Financial Services, Inc., a Maryland corporation (the "Lender"), to be insured by the U.S. Secretary of Housing & Urban Development ("HUD") pursuant to Section 223(f) of the National Housing Act, of up to the sum of Five Million and no/100 Dollars (\$5,000,000.00) (the "Loan") from the Lender in order to refinance the existing mortgage loan secured by Baybrook Park development (the "Project"); and

WHEREAS, in connection with the contemplated Loan transaction, the Partnership is required to enter into various documents which will evidence the Loan, including, but not limited to, a Note (Multistate), a Multifamily Deed of Trust, Assignment of Leases and Rents and Security Agreement, Regulatory Agreement For Multifamily Projects, UCC financing statements, Agreement and Certification, and any and all other proposed documents evidencing, creating or governing the Loan or to be executed in connection therewith as may be required by the Lender and/or by HUD in connection with the Loan (all of such loan and security documents are hereinafter collectively referred to as the "Loan Documents"); and

WHEREAS, the Partnership desires to enter into a Fifth Amendment to the Amended and Restated Agreement of Limited Partnership for the Partnership (the "Amendment") for the Partnership in order to incorporate provisions required by HUD into same Amended and Restated Agreement of Limited Partnership;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Corporation that the Corporation, in its corporate capacity and also in its capacity as the sole member of the General Partner and in its capacity as the sole general partner of the Partnership, in connection with the transactions contemplated by these Resolutions, is hereby authorized and directed (a) to enter into the Loan, (b) to negotiate the terms of the Loan, (c) to execute, and/or to enter into, as necessary, each of the Loan Documents, and (d) to take such other and further actions and to execute and to enter into such Loan Documents and such contracts, agreements, instruments, and amendments thereof in such form and with such provisions as the General Partner may deem appropriate in order to refinance the existing mortgage loan secured by the Project and obtain funds for the Authority's use for affordable housing purposes; and

BE IT FURTHER RESOLVED, that the form, terms, and provisions of the Loan 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 General Partner on behalf of the Partnership is authorized to enter into the Loan from the Lender, and that the Partnership is hereby authorized to execute and deliver Loan Documents and the Amendment; and

BE IT FURTHER RESOLVED, that the General Partner, as the sole general partner of the Partnership, acting alone, for and on behalf of, and in the name of, the Partnership, is hereby authorized to cause the Partnership to execute and deliver the Loan Documents, the Amendment, and such other documents and instruments in connection therewith as may be necessary or desirable, including, but not limited to, any documents and agreements required in connection with the insurance of the Loan by HUD and as may be required by any title insurance company or agent closing the Loan (collectively the "Closing Documents"), 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 authorization of the Corporation to enter into the Loan Documents and that execution and delivery of the Loan Documents, in the name and on behalf of the Corporation, the General Partner, and the Partnership, by Melissa Quijano, the Secretary and Vice President (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 these Resolutions and such agreements, documents, and instruments, shall be conclusive evidence of the approval thereof and of the 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, 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, and the Partnership, to execute all of the Loan Documents and any other documents and agreements prepared in connection with the transactions contemplated hereby; and

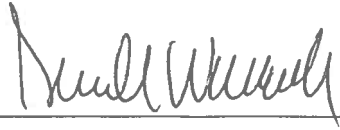
BE IT FURTHER RESOLVED, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Loan Documents, and (ii) to take such other actions for the Corporation, General Partner, and/or Partnership, as applicable, as the Executing Officer considers appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Corporation, General Partner, and/or Partnership, as applicable, under the Loan 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 Corporation, the General Partner, 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 Corporation is authorized to take such other actions as the Corporation or the Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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PASSED, by the Board of Directors this 21st day of September 2022.

President: 

Secretary: 



RESOLUTION NO. 22-12

**RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC.,
AS SOLE MEMBER OF FENIX ESTATES I GP, LLC, REPLACING
HORACE ALLISON WITH MELISSA QUIJANO TO SERVE AS A
MANAGER OF FENIX ESTATES I GP, LLC**

WHEREAS, Fenix Estates I GP, LLC (Company) is a manager-managed Texas limited liability company formed by HCHA Redevelopment Authority, Inc. (HCHA – RA) for the purpose of serving as the general partner of Fenix Estates I, LP, a Texas limited partnership; and

WHEREAS, Fenix Estates I, LP, is a limited partnership formed for the purpose of developing affordable housing for the residents of Harris County, Texas; and

WHEREAS, the sole Member of the Company is HCHA - RA, and under its Company Agreement, upon the resignation of a Manager of the Company, at a special meeting of the members of the Company, the members may elect a new Manager; and

WHEREAS, under the Company's Certificate of Formation filed October 2, 2015, with the Texas Secretary of State, the Managers of the Company were Horace Allison and Paul Curry; and

WHEREAS, Horace Allison has resigned from his position as a Manager of the Company; and

WHEREAS, the Board of Directors of HCHA-RA, being the sole Member of the Company, have this day voted in conformity with HCHA – RA's Bylaws and in conformity with its Company Agreement, have elected Melissa Quijano to serve with Paul Curry as one of the two Managers of the Company.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of HCHA Redevelopment Authority, Inc., as sole member of the Company, that Horace Allison, having resigned from his position as a Manager of the Company, is hereby replaced with Melissa Quijano, who will serve with Paul Curry as one of the two Managers of the Company, either of whom, under its Company Agreement, may individually and without the joinder of the other Manager perform all acts necessary and appropriate to carry out the business of the Company.

PASSED, by the Board of Directors this 16th day of November 2022.

President: 
Gerald Womack, President

Acting Secretary: 
Melissa Quijano, Secretary



RESOLUTION NO. 22-13

**RESOLUTION OF HCHA REDEVELOPMENT AUTHORITY, INC.,
AS SOLE MEMBER OF FENIX ESTATES I GP, LLC,
AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN
AMENDMENT EXTENDING THE TERM OF THE LEASE
BETWEEN FENIX ESTATES I, LP, AND
SEARCH HOMELESS SERVICES**

WHEREAS, Fenix Estates I, LP (Partnership), is a limited partnership that owns and operates the affordable housing apartment community known as The Villas at Eastwood, located at 1933 Hussion Street, Houston, Texas; and

WHEREAS, Fenix Estates I GP, LLC (Company) is a Texas limited liability company formed by HCHA Redevelopment Authority, Inc. (HCHA – RA) for the purpose of serving as the general partner of Fenix Estates I, LP; and

WHEREAS, the sole Member of the Company is HCHA – RA, which is an instrumentality of Harris County Housing Authority (HCHA); and

WHEREAS, Search Homeless Services (SHS) is a nonprofit corporation whose purpose is to provide to persons who are homeless supportive services designed to reduce the risk that those persons will remain homeless; and

WHEREAS, a portion of the tenants in The Villas at Eastwood either were homeless or were at substantial risk of becoming homeless; and

WHEREAS, in exchange for SHS’s agreement to provide the supportive services described in the December 2019 Memorandum of Understanding (MOU) between Harris County Housing Authority and SHS, the Partnership leased approximately 1,372 square feet of office space in Building Two of The Villas at Eastwood to SHS; and

WHEREAS, the term of the Commercial Lease Agreement (Lease) with SHS expires November 30, 2022, however, the Partnership and SHS recognize some of the tenants in the Villas at Eastwood still need the supportive services SHS provides, and some of the future tenants will also need those same supportive services; and

WHEREAS, Melissa Quijano, HCHA’s Acting Executive Director, and her staff have recommended extending the Lease for another year to have SHS provide supportive services to tenants in The Villas at Eastwood through November 30, 2023.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of HCHA Redevelopment Authority, Inc., the sole member of the Company, authorizes the Manager of the Company, Melissa Quijano, to act on behalf of the Company in its capacity as the general partner of Fenix Estates I, LP, and negotiate and execute an amendment to the Lease with Search Homeless Services to extend the term of the Lease for an additional year, which amendment may contain such additional terms and conditions as the Company's Manager determines are reasonable, necessary, or appropriate, and further authorizes its Manager to take all such other actions as she deems reasonable, necessary, or appropriate to carry out the intent of this resolution.

PASSED, by the Board of Directors this 16th day of November 2022.

President: 
Gerald Womack, President

Acting Secretary: 
Melissa Quijano, Secretary



RESOLUTION NO. 22-14

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
(THE "CORPORATION") APPROVING AND RATIFYING ACTIONS
IN CONNECTION WITH AMENDING THE LOAN FINANCING FOR
THE ARBOR AT WAYFOREST PROJECT FROM BANK OF
AMERICA, N.A., 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, is the sole member of HCHA Wayforest 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 Arbor at Wayforest, L.P., a Texas limited partnership (the "Partnership"); and

WHEREAS, the Partnership has previously entered into a loan in the taxable amount of \$3,800,000.00 and in the tax-exempt amount of \$20,000,000.00 (collectively the "Construction Loan") each from Bank of America, N.A., a national banking association (the "Lender"), the latter in conjunction with the \$20,000,000 Harris County Housing Authority Public Facility Corporation Multifamily Housing Governmental Note (Arbor at Wayforest) Series 2020A (the "Bonds") for The Arbor at Wayforest (the "Project") located in the City of Houston, Harris County, Texas; and

WHEREAS, the Partnership has previously entered into a Construction Loan Agreement with the Lender dated as of June 30, 2020 in conjunction with a Funding Loan Agreement among the Lender, Harris County Housing Authority Public Facility Corporation (the "Issuer"), and Wilmington Trust, National Association, as fiscal agent, dated as of June 1, 2020, along with other certain notes, affidavits, assignments, financing statements, certifications, consents, authorizing resolutions, and loan documentation (collectively the "Construction Loan Documents") for the financing of the construction of the Project; and

WHEREAS, the Corporation and the Partnership desire to amend the Construction Loan with the Lender and with the Issuer (the "Amended Loan"), and to amend the Construction Loan Documents; and

WHEREAS, in connection with the contemplated Amended Loan transaction, the Partnership, the General Partner, and the Corporation are required to enter into various documents which will evidence the Amended Loan, including, but not limited to, a First Amendment to Construction Loan Agreement, a First Amendment Funding Loan Agreement, a LIBOR Transition Amendment, affidavits, financing statements, security instruments,

certifications, consents, indemnifications, authorizing resolutions, and various other loan documentation as may be required by the Lender in connection with the Amended Loan (collectively, all of such loan and security documents are hereinafter referred to as the “Amended Loan Documents”).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors, that the Corporation, in connection with the transactions contemplated by these Resolutions, 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 and directed (a) to enter into the Amended Loan, (b) to negotiate the terms of the Amended Loan, (c) to execute, and/or to enter into, as necessary, each of the Amended Loan Documents, and (d) to take such other and further actions and to execute and to enter into such Amended Loan Documents and such contracts, agreements, instruments, and amendments thereof in such form and such provisions as the General Partner may deem appropriate in order to deal with the development of the Project.

BE IT FURTHER RESOLVED, that the form, terms, and provisions of the Amended Loan 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 Amended Loan Documents and that execution and delivery thereof, in the name and on behalf of the Corporation, the General Partner, and the Partnership, by Melissa Quijano, the Secretary and Vice President (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 her approval thereof and of her 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, 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, and the Partnership, to execute all of the Amended 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 Amended Loan Documents, and (ii) to take such other actions for the Corporation, General Partner, 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, and/or Partnership, as applicable, under the Amended Loan 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 Corporation, the General Partner, 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 Corporation is authorized to take such other actions as the Corporation or the Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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PASSED, by the Board of Directors this 21st day of December 2022.

President: 

Secretary: 



RESOLUTION NO. 22-15

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH
THE HOLLOWES AND SUCH OTHER ACTIONS NECESSARY OR
CONVENIENT TO CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the “Corporation”) an instrumentality of the Harris County Housing Authority (the “Authority”), is the sole member of HCHA Channelview GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of LDG Channelview, LP, a Texas limited partnership (the “Partnership”), which controls the residential property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereupon the Partnership shall construct a multifamily complex known as the The Hollows Apartments (the “Project”); and

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

WHEREAS, TDHCA requires the execution of the land use restrictions agreement (“LURA”) for recording the land use restrictions for the Project.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors, 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 LURA and any other documents necessary to finalize the tax credit financing.

BE IT FURTHER RESOLVED, that the Corporation, the General Partner, and the Partnership shall enter into and execute the LURA or such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by TDHCA or the Corporation in connection with the tax credits (collectively, the “Tax Credit Documents”); and

BE IT FURTHER RESOLVED, that Melissa Quijano (the “Executing Officer”), the Secretary and Vice President of the Corporation, is hereby authorized, for and on behalf of the Corporation, the General Partner, and the Partnership, to execute and deliver the Tax Credit Documents for and on behalf of the Corporation, the General Partner, and the Partnership, said Tax Credit 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 the Tax Credits; and


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

BE IT FURTHER RESOLVED, that the Corporation, the General 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.

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PASSED, by the Board of Directors this 21st day of December 2022.

President: 

Secretary: 



RESOLUTION NO. 22-16

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING CERTAIN ACTIONS IN
CONNECTION WITH THE TAX CREDITS FOR NORTHWOOD
APARTMENTS AND SUCH OTHER ACTIONS NECESSARY OR
CONVENIENT TO CARRY OUT THIS RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas non-profit corporation (the "Corporation") an instrumentality of the Harris County Housing Authority (the "Authority"), is the sole member of HCHA Northwood GP, LLC, a Texas limited liability company (the "General Partner"); and the General Partner is the sole general partner of LDG Northwood, LP, a Texas limited partnership (the "Partnership"), which controls the residential property located in the City of Houston ETJ, Harris County, Texas (the "Property") whereupon the Partnership shall construct a multifamily complex known as the Northwood Apartments (the "Project"); and

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

WHEREAS, TDHCA requires the execution of the land use restrictions agreement ("LURA") for recording the land use restrictions for the Project;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors, 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 LURA and any other documents necessary to finalize the tax credit financing.

BE IT FURTHER RESOLVED, that the Corporation, the General Partner, and the Partnership shall enter into and execute the LURA or such other instruments or written obligations of the Corporation or of the Partnership as may be desired or required by TDHCA or the Corporation in connection with the tax credits (collectively, the "Tax Credit Documents"); and

BE IT FURTHER RESOLVED, that Melissa Quijano (the "Executing Officer"), the Secretary and Vice President of the Corporation, is hereby authorized, for and on behalf of the Corporation, the General Partner, and the Partnership, to execute and deliver the Tax Credit Documents for and on behalf of the Corporation, the General Partner, and the Partnership, said Tax Credit 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 the Tax Credits; and

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

BE IT FURTHER RESOLVED, that the Corporation, the General 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.

[The remainder of this page is intentionally left blank.]

PASSED by the Board of Directors this 21st day of December, 2022.

President: 

Secretary: 