

Memorandum

RECEIVED

MAR 10 2021

BY:vc

To: Horace Allison, CEO

From: Samson Babalola

Date: March 10, 2021


Re: Documents for Execution (Bluestem Apts – HCHA Redevelopment Authority Resolutions)

Mr. Allison,

Attached for execution are the Bluestem Apartment Resolutions for the HCHA Redevelopment Authority Board Meeting.

I have read the assembled documents and they are ready for execution.

03.11.2021





RESOLUTION NO. 21-03

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING: (i) FOR HCHA BLUESTEM GP, LLC TO
ENTER INTO AN AMENDED AND RESTATED LIMITED PARTNERSHIP
AGREEMENT FOR NLH BLUESTEM, 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 Bluestem GP, LLC, a Texas limited liability company (the "General Partner"); and the General Partner is the sole general partner of NLH Bluestem, LP, a Texas limited partnership (the "Partnership") formed to control, own, maintain, and lease a certain 180-unit multifamily complex in the City of Houston ETJ, Harris County, Texas known as the Bluestem Apartments (the "Project"); and

WHEREAS, Bluestem Limited, LLC, a Texas limited liability company (the "Partner") controlled and owned by Brinshore Development, LLC, is being admitted into the Partnership as its partner; and

WHEREAS, the General the Partner desires to enter into an Amended and Restated Limited Partnership Agreement (the "Amended Partnership Agreement") of the Partnership; 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; and

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

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

BE IT FURTHER RESOLVED, that Partner be admitted to the Partnership; 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 Horace Allison (the “Executing Officer”), the Secretary 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 Amended 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 Amended 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

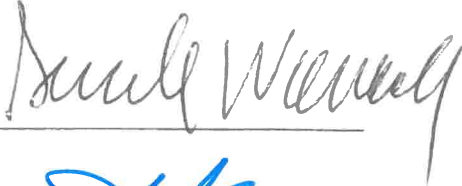
BE IT FURTHER RESOLVED, that any action by the Executing Officer of the General Partner, to do and perform, or cause to be done and performed, in the name and on behalf of the General Partner in its own capacity or as the general partner of the Partnership, or the execution and delivery, or causing to 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

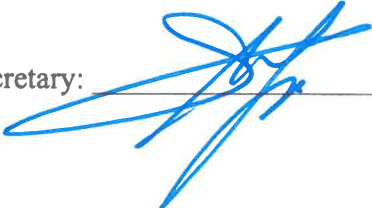
BE IT FURTHER RESOLVED, that to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Corporation, the General Partner, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General 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 24th day of February 2021.

President: 

Secretary: 



RESOLUTION NO. 21-04

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH
THE COMMUNITY DEVELOPMENT BLOCK GRANT-DISASTER
RECOVERY (CDBG-DR) FINANCING FOR THE BLUESTEM
APARTMENTS PROJECT AS BORROWER 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 Bluestem GP, LLC, a Texas limited liability company (the "General Partner"); and the General Partner is the sole general partner of NLH Bluestem, 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 180-unit multifamily complex known as the Bluestem Apartments (the "Project"); and

WHEREAS, the Partnership and the Corporation desire to enter into a loan (the "Loan") in the amount of up to \$23,000,000.00 comprised a grant of Harris County CDBG-DR funds (the "Funds") that shall be granted from Harris County to the Corporation, said Funds being so loaned from the Corporation to the Partnership for the development and related costs of the Project; and

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 Loan with the Partnership as its borrower and the Corporation as its lender, such Loan being comprised 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 payable to the order of the Corporation, one or more Deed of Trusts against the Project, Intercreditor and Subordination Agreement among the Harris County, Zions Bancorporation, N.A., dba Amegy Bank, the Corporation, and the Partnership, Declarations of Restrictions, a Collateral Assignment of Note and Liens (County Funds), financing statements, subordinations, certifications, such other instruments or written obligations of the Corporation or the Partnership as may be desired or required by Harris County or the Corporation in connection with the Loan, and all other documents and instruments executed as security for, or otherwise in connection with, the Loan (collectively, 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, the General Partner, and the Partnership, to negotiate such terms and conditions for the Loan 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 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 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 24th day of February 2021.

President: David W. Waverly

Secretary: [Signature]



RESOLUTION NO. 21-05

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
APPROVING ACTIONS IN CONNECTION WITH LENDING THE
CDBG-DR FUNDS FOR THE FINANCING OF THE BLUESTEM
APARTMENTS PROJECT AND SUCH OTHER ACTIONS
NECESSARY OR CONVENIENT TO CARRY OUT THIS
RESOLUTION**

WHEREAS, HCHA Redevelopment Authority, Inc., a Texas nonprofit public facility 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) to develop and construct the residential property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereupon NLH Bluestem, LP, a Texas limited partnership (the “Partnership”) shall develop and construct a 180-unit multifamily complex known as Bluestem Apartments (the “Project”); and

WHEREAS, the Lender shall loan the Funds (defined below) to the Partnership to develop and construct the Project; and

WHEREAS, the Lender is the sole member of HCHA Bluestem 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 \$23,000,000.00, comprised of CDBG-DR funds (the “Funds”) that shall be granted from Harris County to the Lender, and said Funds being so loaned from the Lender to the Partnership for the development and related costs of the Project; and

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, Declarations of Restrictions, 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 Horace Allison (the "Executing Officer"), as the Secretary 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 24th day of February 2021.

President: 

Secretary: 



RESOLUTION NO. 21-06

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.
(THE "CORPORATION") APPROVING AND RATIFYING ACTIONS
IN CONNECTION WITH THE LOAN FINANCING FOR THE
BLUESTEM 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 Bluestem 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 NLH Bluestem, 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 \$16,240,000.00 (collectively the "Loan") from Zions Bancorporation, 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 180-unit multifamily complex known as the Bluestem 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 – Revolving (With Swap Provisions), 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, Landlord Estoppel Certificate and 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"); and

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 (i) to enter into the Loan, (ii) to negotiate the terms of the Loan, (iii) to execute, and/or to enter into, as necessary, each of Loan Documents, and (iv) 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 such provisions as the General Partner may deem appropriate in order to deal with the development of the Project; 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 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 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, 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 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 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 24th day of February 2021.

President: 

Secretary: 