



RESOLUTION NO. 24-36

RESOLUTION AUTHORIZING HARRIS COUNTY HOUSING AUTHORITY, INCLUDING IN ITS CAPACITY OF BEING THE SOLE MEMBER OF HCHA Bammel, LLC, AUTHORIZES ITS EXECUTIVE DIRECTOR AS MANAGER OF HCHA Bammel, LLC, THE GENERAL PARTNER OF TX Bammel Housing, L.P., A TEXAS LIMITED PARTNERSHIP AND OWNER OF HERITAGE ESTATES APARTMENTS LOCATED AT 10335 OLD Bammel N HOUSTON ROAD, TO PLACE THE HERITAGE ESTATES APARTMENTS UP FOR SALE AND NEGOTIATE AND EXECUTE AN EXCLUSIVE LISTING AGREEMENT WITH LUMENT REAL ESTATE INVESTMENT SALES, LLC

WHEREAS, the Heritage Estate Apartments (the "Project") is an affordable housing development owned by TX Bammel Housing, L.P. (the "Partnership") which development is located on land owned by Harris County Housing Authority ("HCHA"), which land is leased by HCHA to TX Bammel Housing, L.P., under a long-term ground lease; and

WHEREAS, HCHA Bammel LLC is a manager managed Texas limited liability company created by the Harris County Housing Authority and is the General Partner of the Partnership; and

WHEREAS, the partnership agreement of the Partnership provides that the investor limited partner may demand that the project be sold in the event that the General Partner does not choose to buy it out of the Partnership; and

WHEREAS, HCHA and HCHA Bammel LLC have determined that they do not wish to acquire the limited partnership interest in the Partnership and that it is best for the Project to be sold, including the land owned by HCHA, and the proceeds of such sale to be distributed according to the partnership agreement for the Partnership; and

BE IT THEREFORE RESOLVED BY THE BOARD OF COMMISSIONERS OF HARRIS COUNTY HOUSING AUTHORITY THAT:

Section 1. The sale of the Project and the Exclusive Listing Agreement are hereby authorized and approved when such documents are approved by the officers signing them.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required to place the Project up for sale, including, but not limited to, the Exclusive Listing Agreement.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of the Corporation are authorized and directed to negotiate, modify, execute and deliver the Exclusive Listing Agreement and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, the Director of Real Estate Development, or any of them, are authorized to negotiate and approve the terms of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to the Corporation, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transaction described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 5. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the Corporation for this transaction.

Section 6. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

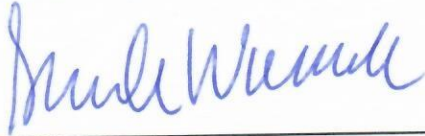
Section 7. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 8. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

**PASSED** by the Board of Commissioners on this 16<sup>th</sup> day of October 2024

Chair:   
Gerald Womack

Secretary:   
Melissa Quijano