



**RESOLUTION NO. 24-37**

**RESOLUTION BY THE HARRIS COUNTY HOUSING AUTHORITY (THE “AUTHORITY”) APPROVING: (i) THE PURCHASE OF THE INVESTOR LIMITED PARTNER INTEREST AND SPECIAL LIMITED PARTNER INTEREST IN CORNERSTONE VILLAGE APARTMENTS, L.P. BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE “CORPORATION”) (ii) ADMISSION OF THE CORPORATION AS A LIMITED PARTNER AND SPECIAL LIMITED PARTNER INTO THE PARTNERSHIP, (iii) EXECUTION OF A PURCHASE AND SALE AGREEMENT AND AN ASSIGNMENT AND ASSUMPTION AGREEMENT, AND A THIRD AMENDMENT OF THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP, AND (iv) 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, is the sole member of HCHA Cornerstone, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of Cornerstone Village Apartments, L.P., a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease the Cornerstone Village Apartments (the “Project”); and

**WHEREAS**, the partners in the Partnership include AMTAX Holdings 558, LLC, an Ohio limited liability company (the “Investment Limited Partner”), as the investment limited partner and Protech Holdings 123, LLC, an Ohio limited liability company, as the special limited partner (“Special Limited Partner”); and

**WHEREAS**, the Investment Limited Partner and Special Limited Partner desires to sell its interests in the Partnership and the Corporation desires to purchase the limited partner interest; and

**WHEREAS**, the Authority desires for the Corporation to enter into a Purchase and Sale Agreement for the limited partner interest, execute an Assignment and Assumption of Limited Partner Interest and be admitted into the Partnership pursuant to a Third Amendment to the Partnership Agreement; and

**WHEREAS**, the Authority on behalf of the Corporation as the sole member of HCHA, Cornerstone LLC, a Texas limited liability company (the “General Partner”) desires for the Corporation to enter into such documents as necessary to effectuate the sale of the limited partner interest on behalf of the Partnership; and

**WHEREAS**, Authority desires for the Partnership and Corporation to enter into such other certificates, affidavits, agreements, documents, and other writings (collectively the “Ancillary Agreements”) necessary or desirable in the consummation of the aforementioned purchase and assignment of limited partner interests herein contemplated or as may be required.

**NOW, THEREFORE, BE IT RESOLVED**, by the Harris County Housing Authority Board of Commissioners, that in connection with the purchase of limited partner interests contemplated by these Resolutions, the Authority, hereby approves the purchase of the limited partner interest in the Partnership by the Corporation; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Purchase and Sale Agreement (the “Purchase Agreement”) with respect to the purchase of the limited partner interest and the execution of the Third Amendment to the Partnership Agreement (“Amended Partnership Agreement”) for the admission of the Corporation as limited partner to the Partnership, in conjunction with the Assignment and Assumption Agreement (“Assignment Agreement”) and any required affidavits, certifications, consents, and/or agreements in connection with the Amended Partnership Agreement, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to effectuate the capitalization of the Partnership (collectively, along with the Purchase Agreement, Amended Partnership Agreement, and Assignment Agreement, the “Partnership Documents”) are hereby in each and every respect approved, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, and confirmed; and

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

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

**BE IT FURTHER RESOLVED**, that Melissa Quijano, the Secretary of the Corporation and a Manager of the General Partner, (“Executing Officer”), has been and hereby is authorized and directed, by the Authority to execute and deliver the Partnership Documents, and all other documents as may be necessary or desirable to consummate the actions described in the

preceding Resolution and in the Partnership Documents, on behalf of the Corporation, the General Partner, and the Partnership, as well as such other written instruments or obligations that the Partnership and/or General Partner may be required to execute in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership; and

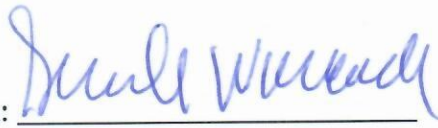
**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) with the Investment Limited Partner for the purchase of the limited partner interest, and (ii) to take such other actions for the General Partner, acting 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, (iii) to take such actions on behalf of the Corporation for the purchase of the limited partner interest and admission into the Partnership as the limited partner, and any other documents and agreements executed in connection with the admission of the Corporation as the limited partner and the withdrawal of the Investment Limited Partner in the Partnership; and

**BE IT FURTHER RESOLVED** that the Investment Limited Partner is hereby authorized to rely upon these Resolutions with respect thereto until receipt of actual written notice of the revocation thereof; and

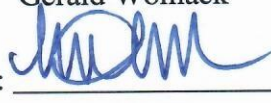
**BE IT FURTHER RESOLVED** that the Corporation, the General Partner, and/or the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Commissioners this 20th day of November 2024.

Chairman: 

Gerald Womack

Secretary: 

Melissa Quijano