

**RESOLUTION NO. 20-01**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE  
“CORPORATION”) AUTHORIZING THE SUBMISSION OF AND  
RATIFYING ACTIONS IN CONNECTION WITH A LOW-INCOME  
HOUSING TAX CREDIT APPLICATION FOR THE HOLLOWS, 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 Hollows GP, LLC, a Texas limited liability company (the “General Partner”), and the General Partner is the sole general partner of LDG Channelview, L.P., a Texas limited partnership (the “Partnership”); and

**WHEREAS**, the Partnership has prepared a 4% low-income housing tax credit application (the “LIHTC Application”) for submission to the Texas Department of Housing and Community Affairs (“TDHCA”) in order to raise tax credit financing for the construction of a certain multi-family housing project consisting of approximately 192 units to be located at the southeast corner of Wallisville Road and Dell Dale Street, Houston, TX 77049 called The Hollows (the “Project”).

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors, that the Corporation, in its individual capacity and its capacity as the sole member of the General Partner of the Partnership, is hereby authorized, empowered, and directed to prepare and submit the LIHTC Application on behalf of the Partnership in order to obtain an award of Housing Tax Credits (HTCs) for the Project; and

**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and the Partnership shall execute any and all documents, instruments and other writings of every nature review, approve, execute, and submit any and all documents, instruments, and other writings of every nature whatsoever as the Executing Officer (defined below) deems necessary for the Partnership to obtain the HTCs and other necessary financing, in their individual capacities, and on behalf of the Partnership in order to consummate the transactions described in this Resolution, and that such execution is hereby approved; and

**BE IT FURTHER RESOLVED**, that the Corporation, in its individual capacity and in its capacity as the sole member of the General Partner of the Partnership, hereby authorizes **Horace Allison** (the “Executing Officer”) as the Manager of the Company and as the Secretary of the Corporation, acting alone, without the necessity of joinder by any other person, for and on behalf of the Partnership, to execute any and all documents relating to the LIHTC Application and any award of HTCs, including the following:

i) Review, execute, approve, and submit the LIHTC Application, the tax credit commitment notice, the required documentation for the 50% Test, and the required documentation for the cost certification, and to take such other steps as the Partnership deems necessary in order to facilitate the filing of the LIHTC Application with the TDHCA on or before

any required submission date for the purpose of raising additional funding for the Project, to accept any award of HTC's, and to comply with any TDHCA requirements in order to receive the award of HTC's; and

ii) Negotiate, approve, execute, and deliver any and all documents necessary or desirable to market and sell the tax HTC's to a tax credit investor; and

iii) Review, execute, approve, and submit all other documents necessary to effectuate the foregoing Resolution, all on such terms and containing such provisions as the Executing Officer of the Partnership executing the same shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his execution and delivery thereof; and

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

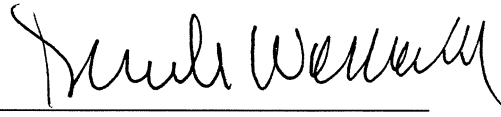
**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized, in the name of and on behalf of the Corporation, the General Partner, and the Partnership, to take such further action(s) and to do all things that may appear in the discretion of such Executing Officer to be necessary in connection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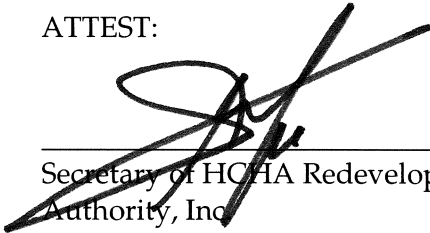


**PASSED**, by the Board of Directors this 24th day of March 2020.



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President of HCHA Redevelopment  
Authority, Inc.

ATTEST:



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Secretary of HCHA Redevelopment  
Authority, Inc.

**RESOLUTION NO. 20-02**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE  
"CORPORATION") AUTHORIZING THE SUBMISSION OF AND  
RATIFYING ACTIONS IN CONNECTION WITH A LOW-INCOME  
HOUSING TAX CREDIT APPLICATION FOR THE NORTHWOOD  
DEVELOPMENT 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, L.P., a Texas limited partnership (the "Partnership"); and

**WHEREAS**, the Partnership has prepared a 4% low-income housing tax credit application (the "LIHTC Application") for submission to the Texas Department of Housing and Community Affairs ("TDHCA") in order to raise tax credit financing for the construction of a certain multi-family housing project consisting of approximately 288 units to be located at the southeast corner of Hamill Road and Eastex Freeway, Houston, Texas 77039 called Northwood Apartments (the "Project").

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors, that the Corporation, in its individual capacity and its capacity as the sole member of the General Partner of the Partnership, is hereby authorized, empowered, and directed to prepare and submit the LIHTC Application on behalf of the Partnership in order to obtain an award of Housing Tax Credits (HTCs) for the Project; and

**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and Partnership shall execute any and all documents, instruments, and other writings of every nature review, approve, execute, and submit any and all documents, instruments, and other writings of every nature whatsoever as the Executing Officer (defined below) deems necessary for the Partnership to obtain the HTCs and other necessary financing, in their individual capacities, and on behalf of the Partnership in order to consummate the transactions described in this Resolution, and that such execution is hereby approved; and

**BE IT FURTHER RESOLVED**, that the Corporation, in its individual capacity and in its capacity as the sole member of the General Partner of the Partnership, hereby authorizes **Horace Allison** (the "Executing Officer") as the Manager of the Company and as the Secretary of the Corporation, acting alone, without the necessity of joinder by any other person, for and on behalf of the Partnership, to execute any and all documents relating to the LIHTC Application and any award of HTCs, including the following:

i) Review, execute, approve, and submit the LIHTC Application, the tax credit commitment notice, the required documentation for the 50% Test, and the required documentation for the cost certification, and to take such other steps as the Partnership deems

necessary in order to facilitate the filing of the LIHTC Application with the TDHCA on or before any required submission date for the purpose of raising additional funding for the Project, to accept any award of HTC's, and to comply with any TDHCA requirements in order to receive the award of HTC's; and

ii) Negotiate, approve, execute, and deliver any and all documents necessary or desirable to market and sell the tax HTC's to a tax credit investor; and

iii) Review, execute, approve, and submit all other documents necessary to effectuate the foregoing Resolution, all on such terms and containing such provisions as the Executing Officer of the Partnership executing the same shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his execution and delivery thereof; and

**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by this Resolution have already been taken on behalf of the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Partnership, effective as of the date such actions were taken; 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(s) 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 LIHTC Application; and

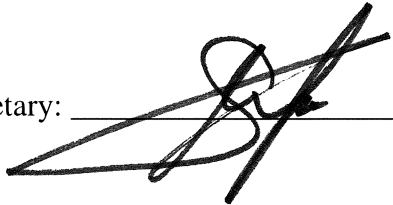
**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 24th day of March 2020.

President: 

Secretary: 

**RESOLUTION NO. 20-03**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE  
“CORPORATION”) APPROVING AND RATIFYING AMCAL KATY, L.P.  
(THE “PARTNERSHIP”) TO ENTER INTO A HUD LOAN FOR THE  
FINANCING OF THE KATY APARTMENTS (THE “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”), shall be the sole member of HCHA Katy SLP, LLC, a Texas limited liability company (the “Company”), the special limited partner of AMCAL Katy, L.P., a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease a certain 324-unit multifamily complex in the City of Katy, Harris County, Texas known as The Katy Apartments (FHA Project Number 114-35795) (the “Project”); and

**WHEREAS**, the Corporation and the Company desire for the Partnership to enter into a loan from Greystone Funding Company LLC, a Delaware limited liability company (the “Lender”), to be insured by the U.S. Secretary of Housing & Urban Development (“HUD”) pursuant to Section 221(d)(4) of the National Housing Act, of up to the sum of Forty-Eight Million Eight Hundred Thirty-Seven Thousand Nine Hundred and no/100 Dollars (\$48,837,900.00) (the “Loan”) from the Lender in order to finance the construction and development of 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, Building Loan Agreement, Construction Contract, 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”).

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors, that, in connection with the transactions contemplated by these Resolutions, the Corporation, in its corporate capacity and also in its capacity as the sole member of HCHA Katy SLP, LLC and in its capacity as the special limited partner of AMCAL Katy, L.P., hereby approves the Loan from the Lender to the Partnership; and

**BE IT FURTHER RESOLVED**, that the Partnership is authorized to enter into the Loan from the Lender and that the Borrower is hereby authorized to execute and deliver Loan Documents; and

**BE IT FURTHER RESOLVED**, that Horace Allison, the Secretary of the Corporation and a Manager of the Company, or Paul Curry (each individual an “Executing Officer”), the Finance Director of Harris County Housing Authority and a Manager of the Company, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the Company, the special limited partner of the Partnership, to execute and deliver the Loan Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolutions, on behalf of the Corporation, the Company, and the Partnership, as well as such other written instruments or obligations that the Corporation, the Company, and/or the Partnership may be required to execute by the Lender, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively the “Closing Documents”); and

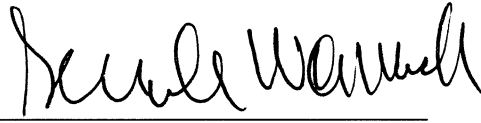
**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Company, acting for itself or in a representative capacity as identified in these 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 Corporation, the Company, or the Partnership under the Closing Documents, and any other documents and agreements executed in connection with the admission of the Company to the Partnership; and

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

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

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

**PASSED**, by the Board of Directors this 24th day of March 2020.



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President of HCHA Redevelopment  
Authority, Inc.

ATTEST:



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Secretary of HCHA Redevelopment  
Authority, Inc.



**RESOLUTION NO. 20-04**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE “CORPORATION”) APPROVING AND RATIFYING: (i) THE FORMATION OF HCHA KATY SLP-LLC (THE “COMPANY”); (ii) THE ADMISSION OF THE COMPANY TO AMCAL KATY, L.P. (THE “PARTNERSHIP”), (iii) FOR THE COMPANY TO ENTER INTO AN AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT FOR THE PARTNERSHIP; (iv) FOR THE PARTNERSHIP TO ENTER INTO A DEVELOPMENT AGREEMENT FOR THE KATY APARTMENTS (THE “PROJECT”); (v) FOR THE PARTNERSHIP TO ENTER INTO A REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS COVERING THE PROJECT; (vi) FOR THE PARTNERSHIP TO ENTER INTO A LEASE AGREEMENT COVERING THE LAND FOR THE PROJECT, AND (vii) 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”), shall be the sole member of HCHA Katy SLP, LLC, a Texas limited liability company (the “Company”); and

**WHEREAS**, the Corporation desires for the Company to be the special limited partner of AMCAL Katy, L.P., a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease a certain 324-unit multifamily complex in the City of Katy, Harris County, Texas known as The Katy Apartments (the “Project”); and

**WHEREAS**, the Company desires to entire into an Amended and Restated Agreement of the Limited Partnership for the Partnership among AMCAL Equities, LLC, AMCAL Katy Investor, LLC, and the Company; and

**WHEREAS**, the Partnership desires to enter into a certain Development Agreement (the “Development Agreement”) with AMCAL Equities, LLC, for the development of the Project; and

**WHEREAS**, the Authority, the Corporation, and the Partnership desire to enter into a certain Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) covering the Project; and

**WHEREAS**, the Authority, the Corporation, and the Partnership desire to enter into a certain Lease Agreement (the “Ground Lease”) between the Corporation, as its Landlord, and the Partnership, as its Tenant, covering the land for the Project; and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors, that, in connection with the transactions contemplated by these Resolutions, the Corporation, in its corporate capacity and also in its capacity as the sole member of HCHA Katy SLP, LLC and in its capacity as the special limited partner of AMCAL Katy, L.P., hereby approves the admission of the Company as the special limited partner to the Partnership; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Certificate of Formation of the Company and the Company Agreement of the Company (collectively the “Organizational Documents”) are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the Company shall be formed as a Texas limited liability company for the purposes referred to in these Resolutions; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Amended and Restated Limited Partnership Agreement (the “Partnership Agreement”) of the Partnership with respect to the admission of the Company to the Partnership, in conjunction with the closing of the FHA loan financing for the Project, along with the Development Agreement, a certain Asset Management Agreement covering the Project, and any required affidavits, certifications, consents, and/or agreements in connection with the 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 Partnership Agreement, the Development Agreement, the “Partnership Documents”) are hereby in each, and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, ratified, and confirmed; and

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

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Ground Lease, the corresponding Memorandum of Lease, and any other related affidavits, documents, instruments, and other writings of every nature whatsoever necessary or desirable to lease the property for the Project (the “Ground Lease Documents”) are hereby in each and every respect approved, ratified, and confirmed; and

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

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

**BE IT FURTHER RESOLVED**, that Horace Allison, the Secretary of the Corporation and a Manager of the Company, or Paul Curry (each individual an “Executing Officer”), the Finance Director of Harris County Housing Authority and a Manager of the Company, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the Company, the special limited partner of the Partnership, to execute and deliver the Organizational Documents, the Partnership Documents, the Regulatory Agreement, and the Ground Lease Documents, and all other documents as may be necessary or desirable to consummate the actions described in the preceding Resolutions, on behalf of the Corporation, the Company, and the Partnership, as well as such other written instruments or obligations that the Corporation, the Company, and/or the Partnership may be required to execute by the general partner of the Partnership, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively the “Closing Documents”); and

**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Company, 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 Corporation, the Company, or the Partnership under the Closing Documents, and any other documents and agreements executed in connection with the admission of the Company to the Partnership; and

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

**BE IT FURTHER RESOLVED**, that whenever the approval or satisfaction of the Corporation, the Authority, the Company, or the Partnership is required in connection with any

document, item, or matter referred to in these Resolutions, such approval or satisfaction shall be conclusively signified and evidenced by an Executing Officer's execution of such document or of any document relating to such item or matter; and

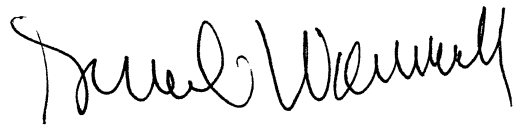
**BE IT FURTHER RESOLVED**, that the general partner of the Partnership is hereby authorized to rely upon these Resolutions, and upon any certificate of the sole member of the Company with respect thereto until receipt of actual written notice of the revocation thereof; and

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

**BE IT FURTHER RESOLVED**, that the Corporation, the Company, 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 March 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-05**

### **RESOLUTION BY THE HCHA REDEVELOPMENT AUTHORITY, INC. APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH EXTENDING THE FINANCING OF FENIX ESTATES: (i) FENIX ESTATES I, LP TO ENTER INTO AN AMENDMENT TO THE LOAN AGREEMENTS WITH CITIBANK, N.A., AND (ii) TO TAKE SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

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

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

**WHEREAS**, on May 19, 2017, the Partnership entered into agreements for a construction loan in the amount of up to **\$25,000,000.00** (the "Loan") from Citibank, N.A., a national banking association (the "Lender"), in conjunction with bonds that were issued by the Harris County Housing Authority Public Facility Corporation (the "Issuer"), for the development and related costs of the construction of a 200-unit multifamily complex known as Fenix Estates, now known as The Villas at Eastwood (the "Project"); and

**WHEREAS**, the mandatory prepayment of the loan was to occur on or before May 1, 2020; and

**WHEREAS**, due to various project delays the Partnership requested an extension of the mandatory prepayment date of the loan which is now August 1, 2020; and

**WHEREAS**, in connection with the extension of the prepayment of the loan, the Partnership, the General Partner, the Managing Member, the Commercial Owner, and the Corporation are required to enter into amendments of various documents that will evidence the extension, including, but not limited to, Construction Funding Agreement, Construction Loan Agreement, Multifamily Notes, Reaffirmation of Guaranties, and other loan documentation as may be required by the Lender in connection with the extension (collectively, all of such loan and security documents are hereinafter referred to as the "Amended Loan Documents").

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the HCHA Redevelopment Authority, Inc., in connection with the Project, the Corporation, acting in its



corporate and individual capacity and in its capacity as the sole member of the General Partner and in turn in its capacity as the sole general partner of the Partnership, and in its capacity as the sole member of the Managing Member and in turn in its capacity as the sole managing member of the Commercial Owner, is authorized and directed to enter into the Amended Loan Documents; and

**BE IT FURTHER RESOLVED** that the authorization of the Corporation to enter into the Amended Loan Documents, in the name and on behalf of the Corporation, the General Partner, the Managing Member, the Commercial Owner, and the Partnership, by Horace Allison, the Secretary (the "Executing Officer") of the Corporation, individually and without the joinder of any other person, in the form as so executed and delivered, is hereby authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED** that the 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 transaction contemplated hereby; and

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

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

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

**PASSED** by the Board of Directors this 20<sup>th</sup> day of May 2020.

President: \_\_\_\_\_

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



**RESOLUTION NO. 20-06**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE “CORPORATION”) APPROVING AND RATIFYING: (i) THE ADMISSION OF AN INVESTOR LIMITED PARTNER AND A SPECIAL LIMITED PARTNER TO THE ARBOR AT WAYFOREST, L.P. (THE “PARTNERSHIP”), (ii) FOR HCHA WAYFOREST GP, LLC (THE “GENERAL PARTNER”) TO ENTER INTO AN AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP FOR THE PARTNERSHIP, (iii) FOR THE PARTNERSHIP TO ENTER INTO A GROUND LEASE WITH THE HARRIS COUNTY HOUSING AUTHORITY (THE “AUTHORITY”), 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 (the “Authority”), is the sole member of HCHA Wayforest GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of The Arbor at Wayforest, L.P., a Texas limited partnership (the “Partnership”) formed to control, own, maintain, and lease a certain 192-unit multifamily complex in the City of Houston, Harris County, Texas known as The Arbor at Wayforest (the “Project”); and

**WHEREAS**, all of the current partners of the Partnership are: the General Partner, The Arbor at Wayforest SLP, LLC as the class B limited partner (the “Class B Limited Partner”), and Howard D. Cohen as temporary limited partner; and

**WHEREAS**, Bank of America, N.A., a national banking association (the “Investor Limited Partner”), and Banc of America CDC Special Holding Company, Inc., a North Carolina corporation (the “Special Limited Partner”), are being admitted into the Partnership as its investor limited partner and special limited partner, respectively; and

**WHEREAS**, the Partnership desires to enter into a certain Development Agreement (the “Development Agreement”) with the Corporation as co-developer and The Arbor at Wayforest Development, LLC, a Texas limited liability company (the “Developer”) authorized to do business in Texas, for the development of the Project; and

**WHEREAS**, the Authority desires to acquire, via a conveyance deed (the “Deed”), the fee ownership of the property upon which the Project shall be constructed (the “Land”) and has



entered into a contract for the acquisition of the Land (as amended and/or assigned, the "Contract"); and

**WHEREAS**, the Partnership desires to accept a grant of site control from the Authority by entering into long term ground lease and its corresponding Memorandum of Grand 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 conveyance and 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 HCHA Redevelopment Authority, Inc. Board of Directors that in connection with the transactions contemplated by these Resolutions, the Corporation, in its corporate capacity and also in its capacity as the sole member of the General Partner in its capacity as the sole general partner of the Partnership hereby approves the admission of the Investor Limited Partner and the Special Limited Partner as limited partners to the Partnership and the withdrawal of Howard D. Cohen from the Partnership; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Amended and Restated Agreement of Limited Partnership of the Partnership (the "Amended Partnership Agreement") with respect to the admission of the Investor Limited Partner and the Special Limited Partner to the Partnership, in conjunction with the closing of the construction loan and bond financing for the Project, along with ancillary equity agreements and documents and Management Agreement (referred to as the "Project Documents"), and any required affidavits, certifications, consents, and/or agreements in connection with the Amended Partnership Agreement, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to effectuate the capitalization of the Partnership (collectively, along with the Amended Partnership Agreement, the Project Documents, and the Development Agreement, the "Partnership Documents") are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the Partnership and the Authority shall enter into the aforementioned ground lease covering the Project and that they 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 Secretary of the Corporation and a Manager of the General Partner, or Paul Curry, the Finance Director of Harris County Housing Authority and a Manager of the General Partner (each individual an “Executing Officer”), individually and without joinder of the other, has been and hereby is authorized and directed, for and on behalf of the Corporation, the General Partner, and/or the Partnership, as applicable, to execute and deliver the Partnership Documents 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 Documents 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 may be required to execute by the Investor Limited Partner, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively with the Partnership Documents and the Land Documents, the “Closing Documents”); and

**BE IT FURTHER RESOLVED**, that any Executing Officer, individually and without joinder of the other, is authorized, in the name of and on behalf of the Corporation, the General Partner, and/or the Partnership, (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the General Partner, acting for itself or in a representative capacity as identified in these Resolutions on behalf of the Partnership, as the Executing Officer shall consider appropriate toward completion of the transactions contemplated by these Resolutions or performance of the obligations of the Partnership or the General Partner under the Closing Documents, and any other documents and agreements executed in connection with the admission of the Investor Limited Partner and Special Limited Partner and the withdrawal of the initial limited partner of the Partnership; and

**BE IT FURTHER RESOLVED**, that any action by any Executing Officer, individually and without joinder of the other, to do and perform, or cause to be done and performed, in the name and on behalf of the Corporation, the General Partner, and/or the Partnership, or the execution and delivery, or causing to be executed and delivered, of the Closing Documents, in the name and on behalf of the Corporation, the General Partner, and/or the Partnership, as they or any of them may deem to be necessary or advisable in order to carry into effect the intent of the foregoing Resolutions or in order to comply with the requirements of the Closing Documents, are hereby approved, ratified, and confirmed; and



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

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

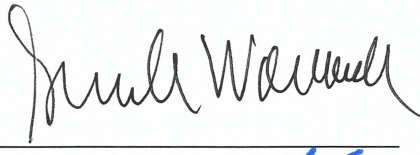
**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Corporation, the General Partner, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General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

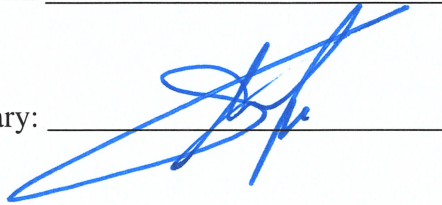
**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and/or the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 20th day of May 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-07**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.  
(THE "LENDER") APPROVING ACTIONS IN CONNECTION WITH  
FINANCING FOR THE ARBOR AT WAYFOREST PROJECT: (i)  
THE LENDER LOANING THE HARRIS COUNTY FUNDS  
COMPRISED OF CDBG-DR FUNDS TO THE ARBOR AT  
WAYFOREST, L.P. AND (ii) SUCH OTHER ACTIONS NECESSARY  
OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas non-profit public facility corporation (the "Lender") an instrumentality of the Harris County Housing Authority (the "Authority") is the recipient of the Funds (defined below) from Harris County for the purpose of developing the residential property located in the City of Houston, Harris County, Texas (the "Property") whereupon The Arbor at Wayforest, L.P., a Texas limited partnership (the "Partnership") shall construct a 192-unit multifamily complex known as The Arbor at Wayforest (the "Project"); and

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

**WHEREAS**, the Lender is the sole member of HCHA Wayforest 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 in the amount of up to \$9,520,000 comprised of CDBG-DR funds (the "Funds") that shall be granted from Harris County to the Lender, said Funds being so loaned from the Lender to the Partnership (the "Loan") for the development and related costs of the Project.

**NOW, THEREFORE, BE IT RESOLVED**, by the HCHA Redevelopment Authority, Inc. Board of Directors, that the Lender is authorized to accept the Funds, to provide the Loan to the Partnership, 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 Funds and the Loan (collectively, the "Grant Documents"); and

**BE IT FURTHER RESOLVED**, that the Lender in its corporate capacity is authorized to obtain the Funds from Harris County and 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 provide a Loan Note in favor of Harris County to evidence the Funds and shall execute certain other documents including but not limited to a Loan Agreement; 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 and the Property; and

**BE IT FURTHER RESOLVED**, that the Lender shall enter into and execute one or more Intercreditor and Subordination Agreements among the Harris County, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, certifications, collateral assignments, and such other instruments or written obligations as may be desired or required by Harris County in connection with the Funds and/or the Loan and all other documents and instruments executed as security for, or otherwise in connection with, the Loan (collectively, along with the Loan Note, the Loan Agreement, 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"), the Secretary of the Lender, is hereby authorized, for and on behalf of the Lender, to negotiate such terms and conditions for the Funds and 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 Funds and/or the Loan; and

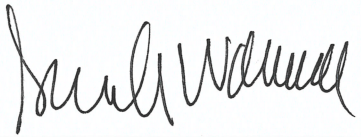
**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements in connection with the transactions contemplated by these Resolutions that were undertaken prior to the adoption of these Resolutions by any Executing Officer or Director of the Lender are hereby ratified, confirmed, and adopted by 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 20th day of May 2020.

President: \_\_\_\_\_

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



**RESOLUTION NO. 20-08**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.  
(THE “CORPORATION”) APPROVING AND RATIFYING ACTIONS  
IN CONNECTION WITH FINANCING FOR ARBOR AT  
WAYFOREST PROJECT: (i) THE ARBOR AT WAYFOREST, L.P.  
(THE “PARTNERSHIP”) ENTERING INTO A LOAN FROM THE  
CORPORATION OF CDBG-DR FUNDS GRANTED BY HARRIS  
COUNTY, AND (ii) 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 Wayforest GP, LLC, a Texas limited liability company (the “General Partner”); and the General Partner is the sole general partner of The Arbor at Wayforest, L.P., a Texas limited partnership (the “Partnership”), which controls the residential property located in the City of Houston, Harris County, Texas (the “Property”) whereupon the Partnership shall construct a 192-unit multifamily complex known as Arbor at Wayforest (the “Project”); and

**WHEREAS**, the Partnership and the Corporation desire to enter into a loan (the “Loan”) in the amount of up to \$9,520,000 comprised of a grant of Harris County CDBG-DR funds (the “Funds”) that shall be granted from 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 HCHA Redevelopment Authority, Inc. 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 Lender 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, one or more Intercreditor and Subordination Agreements among Harris County, Harris County Housing Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, financing statements, subordinations, certifications, such other instruments or written obligations of the Corporation or the Partnership as may be desired or required by Harris County or the Lender 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 Secretary of the Corporation and a Manager of the General Partner, or Paul Curry, the Finance Director of Harris County Housing Authority and a Manager of the General Partner (each individual an “Executing Officer”), individually and without joinder of the other, is hereby authorized, for and on behalf of the Corporation, the General Partner, and/or the Partnership, as applicable, 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 any Executing Officer, individually and without joinder of the other, is hereby authorized, in the name of and on behalf of the Corporation, the General Partner, and/or 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

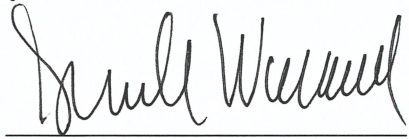
**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements in connection with the transactions contemplated by these Resolutions that were undertaken prior to the adoption of these Resolutions by any Executing Officer, on behalf of the General Partner and the Partnership, are hereby ratified, confirmed, and adopted by the General Partner and the Partnership; and

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

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**PASSED** by the Board of Directors this 20th day of May 2020.

President: 

Secretary: 



**RESOLUTION NO. 20-09**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.  
(THE “CORPORATION”) APPROVING AND RATIFYING ACTIONS  
IN CONNECTION WITH THE FINANCING FOR THE ARBOR AT  
WAYFOREST PROJECT: (i) FOR THE ARBOR AT THE  
WAYFOREST, L.P. (THE “PARTNERSHIP”) TO ENTER INTO A  
CONSTRUCTION LOAN FROM BANK OF AMERICA, N.A., (ii) FOR  
THE PARTNERSHIP TO ENTER INTO A PERMANENT LOAN  
FROM CITIBANK, N.A., 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”) an 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 The Arbor at Wayforest, L.P., a Texas limited partnership (the “Partnership”); and

**WHEREAS**, the Partnership desires to enter into a construction loan in the amount of up to **\$20,000,000.00** (the “Construction Loan” and, together with the Construction Loan, the Loan”) from Bank of America, N.A., a national banking association (“BoA”), in conjunction with the Bonds described below, for the development and related costs of a certain property located in the City of Houston, Harris County, Texas (the “Property”) whereon the construction of a 192-unit multifamily complex known as Arbor at Wayside (the “Project”) is planned; and

**WHEREAS**, the Partnership desires to enter into a permanent loan in the amount of up to **\$20,000,000.00** (the “Permanent Loan”) from Citibank, N.A., a national banking association (“Citi” and along with BoA collectively the “Lenders”), in conjunction with the Bonds described below, for the permanent financing and related costs of the Property and the Project; and

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are required to enter into various documents which will evidence the Loan, including, but not limited to, a Funding Loan Agreement, a Borrower Loan Agreement, Leasehold Deed of Trust, Assignment, Security Agreement and Fixture Filing, Assignment of Deed of Trust, Promissory Note, Collateral Assignment of General Partner’s Interest, Collateral Assignment of Class B Partner’s Interest, Collateral Assignment and Pledge of Developer Fee, Assignment of Management Agreement and Subordination of Management Fees, Assignment of HAP Contract, Investor Equity Assignment, Assignment of Contracts,



Budget Certification, and Environmental Indemnity Agreement, a Forward Purchase Agreement with Citi for the Permanent Loan, and any related document related to the Construction Loan or the Permanent Loan, including a promissory note, security instrument, agreements, assignments, commitment letters, affidavits, financing statements, certifications, consents, indemnifications, authorizing resolutions, and various other loan documentation as may be required by the Lenders in connection with the Construction Loan and with the Permanent Loan (collectively, all of such Loan and security documents are hereinafter referred to as the “Loan Documents”); and

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are also required to enter into corresponding bond documents of up to **\$20,000,000** in conjunction with 4% tax credits, including, but not limited to the Harris County Housing Authority Multifamily Housing Governmental Note (Arbor at Wayforest), Series 2020A (the “Bonds”), Borrower Loan Agreement, Land Use Restriction Agreement, General and No-Litigation Certificate of the Partnership, Certificate of Sole Member of General Partner, General and No-Litigation Certificate of Commercial Owner, Certificate of Sole Member of Managing Member, Assignment of Leasehold Multifamily Deed of Trust and Loan Documents, any letters, affidavits, certifications, consents, indemnifications, financing statements, and various other documentation as may be required by the issuer or the trustee in connection with the Bonds (collectively, all such documents are hereinafter referred to as the “Bond Documents”) for further financing the Project.

**NOW, THEREFORE, BE IT RESOLVED**, by the HCHA Redevelopment Authority, Inc. Board of Directors, that Horace Allison, the Secretary of the Corporation and a Manager of the General Partner, or Paul Curry, the Finance Director of Harris County Housing Authority and a Manager of the General Partner (each individual an “Executing Officer”), individually and without joinder of the other, is authorized and directed, for and on behalf of the Corporation, the General Partner, and/or the Partnership, as applicable, (a) to enter into the Construction Loan, the Permanent Loan, and the Bonds, (b) to negotiate the terms of the Construction Loan, the Permanent Loan, and the Bonds, (c) to execute, and/or to enter into, as necessary, each of Loan Documents and the Bond Documents (collectively, the “Closing Documents”), and (d) to take such other and further actions and to execute and to enter into such Closing Documents and such contracts, agreements, instruments, and amendments thereof in such form and such provisions as may be deemed appropriate in order to deal with the development of the Project; and

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

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



by any Executing Officer, 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 any Executing Officer, individually and without the joinder of any other person, 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 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 any Executing Officer, individually and without the joinder of any other person, 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 Closing Documents and any other documents and agreements executed in connection with the transactions contemplated hereby; and

**BE IT FURTHER RESOLVED**, that any Executing Officer, individually and without the joinder of any other person, is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Corporation, General Partner, 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 Closing Documents and any other documents and agreements executed in connection with the transactions contemplated hereby; and

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

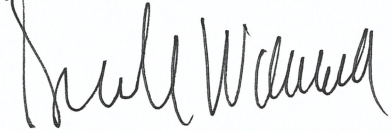
**BE IT FURTHER RESOLVED**, that the Corporation is authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 20th day of May 2020.

President: \_\_\_\_\_



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







**RESOLUTION NO. 20-10**

**RESOLUTION NAMING THE TREASURER  
OF THE BOARD OF DIRECTORS**

**WHEREAS**, Article III of the Bylaws of the HCHA Redevelopment Authority, Inc. establishes the position of Treasurer of the Board of Directors; and

**WHEREAS**, on August 21, 2019, Director Joe Villarreal, then Treasurer of the Board of Directors, was nominated and appointed by the Board of Directors as Vice President of the Board; and

**WHEREAS**, the position of Treasurer of the Board of Directors is currently vacant; thereby, necessitating an appointment to that position.

**NOW, THEREFORE, BE IT RESOLVED**, that by a majority vote of the Board of Directors, Director Joe Ellis is named Treasurer of the Board of Directors.

**PASSED** by the Board of Directors this 20th of May 2020.

President: \_\_\_\_\_

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





## **RESOLUTION NO. 20-11**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.  
APPROVING AND RATIFYING: (i) THE ADMISSION OF AN INVESTOR  
LIMITED PARTNER TO LDG CHANNELVIEW, LP, (ii) FOR HCHA  
CHANNELVIEW GP, LLC TO ENTER INTO AN AMENDED AND  
RESTATED LIMITED PARTNERSHIP AGREEMENT FOR THE  
PARTNERSHIP, (iii) FOR THE PARTNERSHIP TO ENTER INTO A  
GROUND LEASE WITH THE HARRIS COUNTY HOUSING AUTHORITY,  
AND (iv) SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO  
CARRY OUT THIS RESOLUTION**

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas nonprofit 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”) formed to control, own, maintain, and lease a certain 192-unit multifamily complex in the City of Houston ETJ, Harris County, Texas known as The Hollows (the “Project”); and

**WHEREAS**, all of the partners of the Partnership are: the General Partner and LDG Channelview, LLC as special limited partner; and

**WHEREAS**, Hunt Capital Partners Tax Credit Fund (No. ), LP, a Delaware limited partnership (the “Investment Limited Partner”), is being admitted into the Partnership as its investment limited partner; and

**WHEREAS**, the Partnership desires to enter into a certain Development Agreement (the “Development Agreement”) with LDG Multifamily, LLC, a Kentucky limited liability company (the “Developer”), authorized to do business in Texas, for the development of the Project; and

**WHEREAS**, the Authority desires to acquire, via a conveyance deed (the “Deed”), the fee ownership of the property upon which the Project shall be constructed (the “Land”) and has entered into a contract for the acquisition of the Land (as amended and/or assigned, the “Contract”); and

**WHEREAS**, the Partnership desires to accept a grant of site control from the Authority by entering into 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 conveyance and 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 in connection with the transactions contemplated by these Resolutions, the Corporation, in its corporate capacity and also in its capacity as the sole member of HCHA Channelview GP, LLC and in its capacity as the sole general partner of LDG Channelview, LP, hereby approves the admission of the Investment Limited Partner as a limited partner to the Partnership; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Amended and Restated Limited Partnership Agreement of the Partnership dated about or as of the 1st day of August 2020 (the “Amended Partnership Agreement”) with respect to the admission of the Investment Limited Partner to the Partnership, in conjunction with the closing of the construction loan and bond financing for The Hollows Apartments, along with a Pledge and Security Agreement (General Partner to Limited Partner) and Management Agreement (the Pledge and Security Agreement (General Partner to Limited Partner) and Management Agreement referred to as the “Project Documents”), and any required affidavits, certifications, consents, and/or agreements in connection with the Amended Partnership Agreement, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to effectuate the capitalization of the Partnership (collectively, along with the Amended Partnership Agreement, the Project Documents, and the Development Agreement, the “Partnership Documents”) are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the 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 Secretary of the Corporation and a Manager of the General Partner, or Paul Curry (each individual an "Executing Officer"), the Finance Director of Harris County Housing Authority and a Manager of the General Partner, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the General Partner, the sole general partner of the Partnership, to execute and deliver the Partnership Documents and 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 Documents 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 may be required to execute by the Investment Limited Partner, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively, the "Closing Documents"); and

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

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

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



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

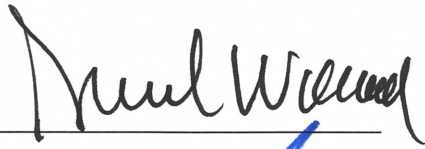
**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Corporation, the General Partner, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General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

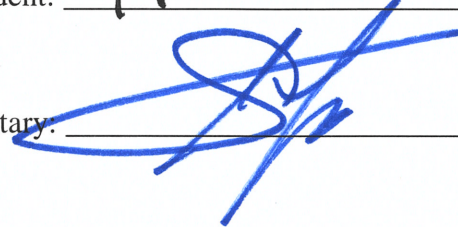
**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and/or the Partnership are authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 15th day of July 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-12**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. APPROVING ACTIONS IN CONNECTION WITH THE COMMUNITY DEVELOPMENT BLOCK GRANT-DISASTER RECOVERY (CDBG-DR) FINANCING FOR THE HOLLOWS APARTMENTS AS LENDER AND SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, the Harris County Housing Authority (the "Authority") is the recipient of the Funds (defined below) for the purpose of developing the residential property located in the City of Houston ETJ, Harris County, Texas (the "Property") whereupon LDG Channelview, LP, a Texas limited partnership (the "Partnership") shall construct a 192-unit multifamily complex known as The Hollows (the "Project"); and

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

**WHEREAS**, the Lender is the sole member of HCHA Channelview 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 \$11,120,000, comprised of CDBG-DR funds (the "Funds") that shall be granted from 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 one or more Intercreditor and Subordination Agreements among the Harris County, the Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, certifications, and such other instruments or written obligations as may be desired or required by the 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"), 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

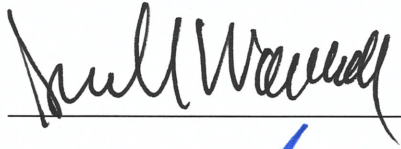
**BE IT FURTHER RESOLVED**, that all acts, transactions, or agreements in connection with the transactions contemplated by these Resolutions that were undertaken prior to the adoption of these Resolutions by any Officer or Director of the Lender are hereby ratified, confirmed, and adopted by the Lender;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

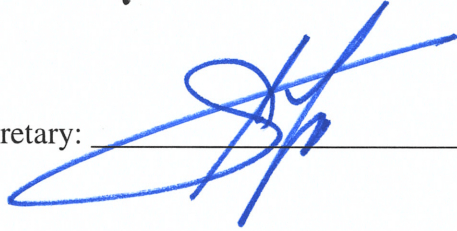
**BE IT FURTHER RESOLVED**, that the Lender is authorized to take such other actions as the Authority or the Lender shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 15th day of July 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-13**

### **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 HOLLOWS APARTMENTS AS BORROWER AND SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas nonprofit 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 192-unit multifamily complex known as The Hollows (the “Project”); and

**WHEREAS**, the Partnership and the Corporation desire to enter into a loan (the “Loan”) in the amount of up to \$11,120,000, comprised of a grant of Harris County CDBG-DR funds (the “Funds”) that shall be granted from 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 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 Lender 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, one or more Intercreditor and Subordination Agreements among Harris County, Harris County Housing Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, financing statements, subordinations, certifications, and such other instruments or written obligations of the Corporation or the Partnership as may be desired or required by Harris County or the Lender 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 the Corporation; and

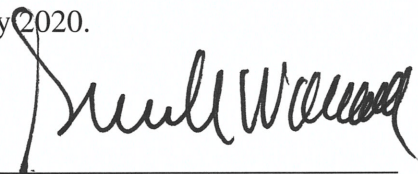
**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and the Partnership are authorized to take such other actions as the Corporation or the Authority shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 15th day of July 2020.

President: \_\_\_\_\_



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







## **RESOLUTION NO. 20-14**

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

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas nonprofit 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”); and

**WHEREAS**, the Partnership desires to enter into construction loans in the total amount of up to **\$25,000,000**, to be comprised of a taxable loan and a tax-exempt loan (collectively the “Loan”) from Citibank, N.A., a national banking association (the “Lender”), whereby said tax-exempt loan shall be from Harris County Housing Authority Public Facility Corporation through a loan from the Lender, in conjunction with the Bonds described below, for the development and related costs of a certain property located in the City of Houston ETJ, Harris County, Texas (the “Property”) whereon the construction of a 192-unit multifamily complex known as The Hollows (the “Project”) is planned; and

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are required to enter into various documents that will evidence the Loan, including, but not limited to, Multifamily Notes, Multifamily Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, Construction Funding Agreement, Assignments of Management Agreement, Assignments of Equity Interests, Assignments of Construction Contract, Assignments of Subcontract, Assignments of Architect’s Agreement, Replacement Reserve Agreement, Financing Statement(s), Assignments of Project Documents, one or more Intercreditor and Subordination Agreements, Ground Lessor Estoppel Certificates, 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

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are also required to enter into corresponding bond



documents of up to **\$25,000,000** (the aggregate of up to \$20,000,000 tax exempt notes and up to \$5,000,000 taxable notes) in conjunction with 4% tax credits, including, but not limited to up to \$20,000,000 Harris County Housing Authority Multifamily Housing Governmental Note (The Hollows Apartments), Series 2020A and of its up to \$5,000,000 Harris County Housing Authority Multifamily Housing Governmental Note (The Hollows Apartments), Series 2020B (the "Bonds"), Borrower Loan Agreement, Land Use Restriction Agreement, General and No-Litigation Certificate of the Partnership, Certificate of Sole Member of General Partner, General and No-Litigation Certificate of Commercial Owner, Leasehold Multifamily Deed of Trust, Assignment of Rents, Security Agreements and Fixture Filings, Assignment of Leasehold Multifamily Leasehold Deed of Trust and Loan Documents, any letters, affidavits, certifications, consents, indemnifications, financing statements, and various other documentation as may be required by the issuer or the trustee in connection with the Bonds (collectively, all such documents are hereinafter referred to as the "Bond Documents") for further financing the Project.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of 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, the Corporation, General Partner, and Partnership are hereby authorized and directed (i) to enter into the Loan and the Bonds, (ii) to negotiate the terms of the Loan and the Bonds, (iii) to execute and/or to enter into, as necessary, each of the Loan Documents and the Bond Documents (collectively, the "Closing Documents"), and (iv) to take such other and further actions and to execute and to enter into such Closing Documents and such contracts, agreements, instruments, and amendments thereof in such form and such provisions as the General Partner 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 Closing Documents and such other documents as contemplated thereby are hereby in each and every respect authorized, approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the authorization of the Corporation to enter into the Loan Documents and that execution and delivery of the Closing Documents, in the name and on behalf of the Corporation, the General Partner, 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 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 Closing 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 Closing Documents and any other documents and agreements executed in connection with the transactions contemplated hereby; and

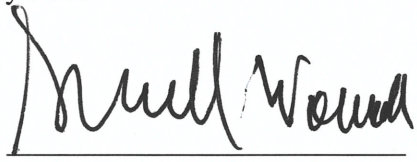
**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General Partner, and/or the Partnership, as the case may be, effective as of the date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

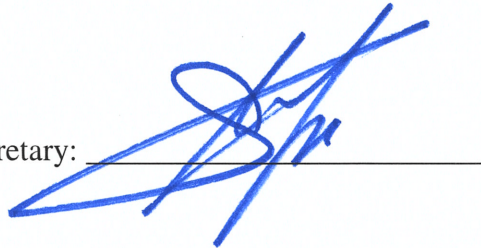
**BE IT FURTHER RESOLVED**, that the Corporation is authorized to take such other actions as the Corporation or Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 15th day of July 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-15**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH THE PERMANENT LOAN FINANCING FOR FENIX ESTATES: (i) FOR FENIX ESTATES COMMERCIAL, LLC TO ENTER INTO A PERMANENT LOAN FROM CITIBANK, N.A. AND (ii) 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 Fenix Estates Commercial MM, LLC, a Texas limited liability company (the "Managing Member"); and the Managing Member is the sole managing member of Fenix Estates Commercial MM, LLC, a Texas limited liability company (the "Company"); and

**WHEREAS**, the Corporation is the sole member of Fenix Estates I GP, LLC, a Texas limited liability company (the "General Partner"), a Texas limited liability company; and the General Partner is the sole general partner of Fenix Estates I, LP, a Texas limited partnership (the "Partnership"); and

**WHEREAS**, the Company desires to enter into a permanent loan in the amount of up to **\$2,500,000** (the "Loan") from Citibank, N.A., a national banking association (the "Lender"), for financing the commercial space for the Fenix Estates, located in the City of Houston, Harris County, Texas; and

**WHEREAS**, in connection with the contemplated Loan transaction, the Company, the Partnership, the General Partner, the Managing Member, and the Corporation are required to enter into various documents that will evidence the Loan, including, but not limited to, a Permanent Multifamily Note, the Conversion Certificate, the Ground Lessor Estoppel Certificate, any necessary or possible loan extensions, any further agreements, and any 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 documents are hereinafter referred to as the "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 Managing Member and in turn in its capacity as the sole managing member of the Company, is authorized and directed to enter into the Loan; and



**BE IT FURTHER RESOLVED**, 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, and in its capacity as the sole member of the Managing Member and in turn in its capacity as the sole managing member of the Company, is authorized and directed (i) to execute, and/or to enter into, as necessary, each of the Loan Documents, including any possible or necessary extensions, and (ii) to take such other and further actions and to execute and to enter into such Loan Documents and such contracts, agreements, instruments, amendments and extensions thereof in such form and such provisions as the Company, the Partnership, the General Partner, or the Managing Member may deem appropriate in order to deal with the development of the Project; and

**BE IT FURTHER RESOLVED**, that the 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, the Managing Member, the Company, and the Partnership, by Horace Allison, the Secretary (the "Executing Officer") of the Corporation, the Manager of the General Partner, and the Manager of the Managing Member, 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 his authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of the Corporation, the General Partner, the Managing Member, the Company, 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, agreements and/or necessary or possible loan extensions 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, the General Partner, the Managing Member, the Company, and/or the 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, the General Partner, the Managing Member, the Company, and/or the Partnership, as applicable, under the Loan Documents and any other documents, agreements and extensions executed in connection with the transactions contemplated hereby; and

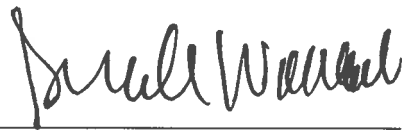
**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General Partner, the Managing Member, the Company, and/or the Partnership, as the case 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 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 27th day of July 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-16**

**RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC.  
APPROVING AND RATIFYING: (i) THE ADMISSION OF AN INVESTOR  
LIMITED PARTNER AND A SPECIAL LIMITED PARTNER TO LDG  
NORTHWOOD, LP, (ii) FOR HCHA NORTHWOOD GP, LLC TO ENTER  
INTO AN AMENDED AND RESTATED LIMITED PARTNERSHIP  
AGREEMENT FOR THE PARTNERSHIP, (iii) FOR THE PARTNERSHIP  
TO ENTER INTO A GROUND LEASE WITH THE HARRIS COUNTY  
HOUSING AUTHORITY, AND (iv) SUCH OTHER ACTIONS NECESSARY  
OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas nonprofit 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”) formed to control, own, maintain, and lease a certain 288-unit multifamily complex in the City of Houston Extraterritorial Jurisdiction, Harris County, Texas known as Northwood Apartments (the “Project”); and

**WHEREAS**, all of the partners of the Partnership are: the General Partner and LDG Northwood SLP, LLC as special limited partner; and

**WHEREAS**, LIHTC Fund 59, LLC, a Delaware limited liability company (the “Investment Limited Partner”) and Transamerica Affordable Housing, Inc., a California corporation (the “Special Limited Partner”), each is being admitted into the Partnership as its investment limited partner and special limited partner, respectively; and

**WHEREAS**, the Partnership desires to enter into a certain Development Agreement (the “Development Agreement”) with LDG Multifamily, LLC, a Kentucky limited liability company (the “Developer”), authorized to do business in Texas, for the development of the Project; and

**WHEREAS**, the Authority desires to acquire, via a conveyance deed (the “Deed”), the fee ownership of the property upon which the Project shall be constructed (the “Land”) and has entered into a contract for the acquisition of the Land (as amended and/or assigned, the “Contract”); and



**WHEREAS**, the Partnership desires to accept a grant of site control from the Authority by entering into 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 conveyance and 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 in connection with the transactions contemplated by these Resolutions, the Corporation, in its corporate capacity and also in its capacity as the sole member of HCHA Northwood GP, LLC and its capacity as the sole general partner of LDG Northwood, LP, hereby approves the admission of the Investment Limited Partner as a limited partner to the Partnership; and

**BE IT FURTHER RESOLVED**, that the form, terms, and provisions of the Amended and Restated Limited Partnership Agreement of the Partnership dated about or as of the 1st day of September, 2020 (the “Amended Partnership Agreement”) with respect to the admission of the Investment Limited Partner and the Special Limited Partner to the Partnership, in conjunction with the closing of the construction loan and bond financing for Northwood Apartments project, including, without limitation, an Environmental Indemnity Agreement, Purchase Option Agreement, Repurchase Option Agreement, Incentive Management Agreement, Closing Certificate, Assignment, Pledge and Security Agreement, and Management Agreement (collectively, the “Project Documents”), and any required affidavits, certifications, consents, and/or agreements in connection with the Amended Partnership Agreement, and all other documents, instruments, and other writings of every nature whatsoever necessary or desirable to effectuate the capitalization of the Partnership (collectively, along with the Amended Partnership Agreement, the Project Documents, and the Development Agreement, the “Partnership Documents”) are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Partnership Documents are hereby in each and every respect approved, ratified, and confirmed; and

**BE IT FURTHER RESOLVED**, that the Partnership and the Authority shall enter into the aforementioned ground lease covering the Project, and that the Partnership and the Authority shall enter into the 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 Secretary of the Corporation and a Manager of the General Partner, or Paul Curry (each individual an “Executing Officer”), the Finance Director of Harris County Housing Authority and a Manager of the General Partner, individually and without joinder of the other, has been and hereby is authorized and directed, as the act and deed of the Corporation, the sole member of the General Partner, the sole general partner of the Partnership, to execute and deliver the Partnership Documents and 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 Documents 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 the General Partner may be required to execute by the Investment Limited Partner, in connection with the aforesaid events and transactions, containing such terms and conditions as are acceptable to the Partnership (collectively the “Closing Documents”); and

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

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



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

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

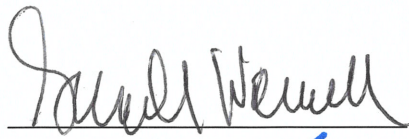
**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken by, or on behalf of, the Corporation, the General Partner, and/or the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Corporation, the General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

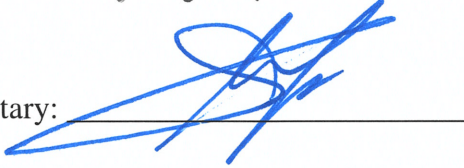
**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and/or the Partnership are authorized to take such other actions as the Corporation or the Authority shall consider necessary, convenient, or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 19th day of August 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-17**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. APPROVING ACTIONS IN CONNECTION WITH THE COMMUNITY DEVELOPMENT BLOCK GRANT-DISASTER RECOVERY (CDBG-DR) FINANCING FOR NORTHWOOD APARTMENTS AS LENDER AND SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, the HCHA Redevelopment Authority, Inc. (the “Lender”) is the recipient of the Funds (defined below) for the purpose of developing the residential property located in the City of Houston Extraterritorial Jurisdiction, Harris County, Texas (the “Property”) whereupon LDG Northwood, LP, a Texas limited partnership (the “Partnership”) shall construct a 288-unit multifamily complex known as Northwood Apartments (the “Project”); and

**WHEREAS**, the Lender, an instrumentality of the Harris County Housing Authority (“Authority”), shall loan the Funds (defined below), for the purpose of developing the Project, to the Partnership; and

**WHEREAS**, the Lender is the sole member of HCHA Northwood 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 \$11,520,000 comprised of CDBG-DR funds (the “Funds”) that shall be granted from 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 one or more Intercreditor and Subordination Agreements among the Harris County, the Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, certifications, such other instruments or written obligations as may be desired or required by the 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"), 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

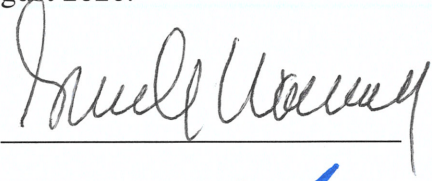
**BE IT FURTHER RESOLVED**, that the Lender is authorized to take such other actions as the Authority, or the Lender shall consider necessary or appropriate toward completion of the transactions contemplated by these Resolutions.

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**PASSED** by the Board of Directors this 19th day of August 2020.

President: \_\_\_\_\_



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







## **RESOLUTION NO. 20-18**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH THE COMMUNITY DEVELOPMENT BLOCK GRANT-DISASTER RECOVERY (CDBG-DR) FINANCING FOR NORTHWOOD APARTMENTS AS BORROWER AND SUCH OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION**

**WHEREAS**, HCHA Redevelopment Authority, Inc., a Texas nonprofit corporation (the “Lender”), 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 Extraterritorial Jurisdiction, Harris County, Texas (the “Property”) whereupon the Partnership shall construct a 288-unit multifamily complex known as Northwood Apartments (the “Project”); and

**WHEREAS**, the Partnership and the Lender desire to enter into a loan (the “Loan”) in the amount of up to \$11,520,000, comprised a grant of Harris County CDBG-DR funds (the “Funds”) that shall be granted from 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, 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 Lender as its Lender, such Loan being comprised of the Funds; and

**BE IT FURTHER RESOLVED**, that the Lender, the General Partner, and the Partnership shall enter into and execute a Promissory Note payable to the order of the Lender, one or more Deed of Trusts against the Project, one or more Intercreditor and Subordination Agreements among Harris County, Harris County Housing Authority, Citibank, N.A., Harris County Housing Authority Public Facility Corporation, the Lender, and the Partnership, Declarations of Restrictions, financing statements, subordinations, certifications, and such other instruments or written obligations of the Lender or the Partnership as may be desired or required by Harris County or the Lender 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



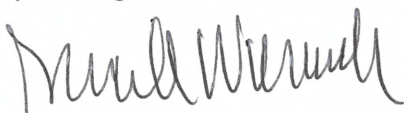
**BE IT FURTHER RESOLVED**, that Horace Allison (the “Executing Officer”), the Secretary of the Lender, is hereby authorized, for and on behalf of the Lender, the General Partner, and the Partnership, to negotiate such terms and conditions for the Loan as such Executing Officer may deem best, and to execute and deliver the Loan Documents for and on behalf of the Lender, 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 Lender, 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 Lender are hereby ratified, confirmed, and adopted by the Lender; and

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

**PASSED** by the Board of Directors this 19th day of August 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-19**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE "CORPORATION") APPROVING AND RATIFYING ACTIONS IN CONNECTION WITH THE FINANCING 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"), a Texas limited liability company; and the General Partner is the sole general partner of LDG Northwood, LP, a Texas limited partnership (the "Partnership"); and

**WHEREAS**, the Partnership desires to enter into construction loans in the total amount of up to **\$45,000,000.00**, to be comprised of a taxable loan and a tax-exempt loan (collectively the "Loan") from Citibank, N.A., a national banking association (the "Lender"), whereby said tax-exempt loan shall be from Harris County Housing Authority Public Facility Corporation through a loan from the Lender, in conjunction with the Bonds described below, for the development and related costs of a certain property located in the City of Houston Extraterritorial Jurisdiction, Harris County, Texas (the "Property") whereon the construction of a 288-unit multifamily complex known as Northwood Apartments (the "Project") is planned; and

**WHEREAS**, in connection with the contemplated loan transaction, the Partnership, the General Partner, and the Corporation are required to enter into various documents that will evidence the Loan, including, but not limited to, Multifamily Notes, Multifamily Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, Construction Funding Agreement, Assignments of Management Agreement, Assignments of Equity Interests, Assignments of Construction Contract, Assignments of Subcontract, Assignments of Architect's Agreement, Replacement Reserve Agreement, Financing Statement(s), Assignments of Project Documents, one or more Intercreditor and Subordination Agreements, Ground Lessor Estoppel Certificates, 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

**WHEREAS**, in connection with the contemplated Loan transaction, the Partnership, the General Partner, and the Corporation are also required to enter into corresponding bond documents of up to **\$45,000,000** (the aggregate of up to \$40,000,000 tax exempt notes and up to \$5,000,000



taxable notes) in conjunction with 4% tax credits, including, but not limited to Harris County Housing Authority Public Facility Corporation Governmental Lender Note (Northwood Apartments), Series 2020A and Harris County Housing Authority Public Facility Corporation Governmental Lender Note (Northwood Apartments), Series 2020B in the aggregate amount of up to \$40,000,000 (the "Bonds"), Borrower Loan Agreement, Land Use Restriction Agreement, General and No-Litigation Certificate of the Partnership, Certificate of Sole Member of General Partner, General and No-Litigation Certificate of Commercial Owner, Leasehold Multifamily Deed of Trust, Assignment of Rents, Security Agreements and Fixture Filings, Assignment of Deed of Trust and Loan Documents, any letters, affidavits, certifications, consents, indemnifications, financing statements, and various other documentation as may be required by the issuer or the trustee in connection with the Bonds (collectively, all such documents are hereinafter referred to as the "Bond Documents") for further financing the Project.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of 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, the Corporation, General Partner, and Partnership are hereby authorized and directed (a) to enter into the Loan and the Bonds, (b) to negotiate the terms of the Loan and the Bonds, (c) to execute, and/or to enter into, as necessary, each of Loan Documents and the Bond Documents (collectively, the "Closing Documents"), and (d) to take such other and further actions and to execute and to enter into such Closing Documents and such contracts, agreements, instruments, and amendments thereof in such form and such provisions as the General Partner 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 Closing Documents and such other documents as contemplated thereby are hereby in each, and every respect authorized, approved, ratified, and confirmed; and

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

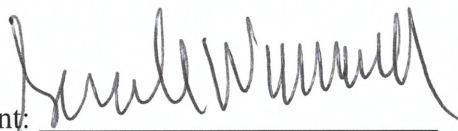
**BE IT FURTHER RESOLVED**, that the Executing Officer is hereby authorized and directed for and on behalf of, and as the act and deed of the Corporation, the General Partner, and the Partnership, to execute all of the Loan Documents and any other documents and agreements executed in connection with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

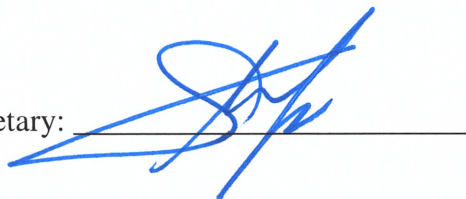
**BE IT FURTHER RESOLVED**, that the Executing Officer is authorized (i) to negotiate definitive terms (not inconsistent with the terms described above) of the Closing Documents, and (ii) to take such other actions for the Corporation, the General Partner, and/or the Partnership, as applicable, as the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

**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by these Resolutions have already been taken, such actions are hereby ratified and confirmed as the valid actions of the 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.

**PASSED**, by the Board of Directors this 19th day of August 2020.

President: 

Secretary: 





## **RESOLUTION NO. 20-20**

### **RESOLUTION BY HCHA REDEVELOPMENT AUTHORITY, INC. (THE "CORPORATION") AUTHORIZING THE SUBMISSION OF AND RATIFYING ACTIONS IN CONNECTION WITH A LOW- INCOME HOUSING TAX CREDIT APPLICATION FOR THE RESIDENCES AT ARBOR OAKS DEVELOPMENT, 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 Residences at Arbor Oaks GP, LLC, a Texas limited liability company (the "Company" or the "General Partner"), and the General Partner is the sole general partner of The Residences at Arbor Oaks, L.P., a Texas limited partnership (the "Partnership"); and

**WHEREAS**, the Partnership has prepared a 4% Low-Income Housing Tax Credit Application (the "LIHTC Application") for submission to the Texas Department of Housing and Community Affairs ("TDHCA") to raise tax credit financing for the construction of a certain multifamily housing project consisting of approximately 192 units to be located in the Southwest Quadrant of Grant Road and Jones Road in the extraterritorial jurisdiction ("ETJ") of the City of Houston, Harris County, Texas 77070 called The Residences at Arbor Oaks (the "Project");

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Directors, that the Corporation, in its individual capacity and its capacity as the sole member of the General Partner of the Partnership, is hereby authorized, empowered, and directed to prepare and submit the LIHTC Application on behalf of the Partnership to obtain an award of Housing Tax Credits (HTCs) for the Project; and

**BE IT FURTHER RESOLVED**, that the Corporation, the General Partner, and the Partnership shall execute any and all documents, instruments, and other writings of every nature, and review, and approve, execute, and submit any and all documents, instruments, and other writings of every nature whatsoever as the Executing Officer (defined below) deems necessary for the Partnership to obtain the HTCs and other necessary financing, in their individual capacities, and on behalf of the Partnership, to consummate the transactions described in this resolution, and that such execution is hereby approved; and

**BE IT FURTHER RESOLVED**, that the Corporation, in its individual capacity and in its capacity as the sole member of the General Partner of the Partnership, hereby authorizes Horace Allison (the "Executing Officer") as the Manager of the Company and as the Secretary of the Corporation, acting alone, without the necessity of joinder by any other person, for and on behalf of the Partnership, to execute any and all documents relating to the LIHTC Application and any award of HTCs, including the following:



i) Review, execute, approve, and submit the LIHTC Application, the tax credit commitment notice, the required documentation for the 50% Test, and the required documentation for the cost certification, and to take such other steps as the Partnership deems necessary to facilitate the filing of the LIHTC Application with the TDHCA on or before any required submission date for the purpose of raising additional funding for the Project, to accept any award of HTCs, and to comply with any TDHCA requirements to receive the award of HTCs; and

ii) Negotiate, approve, execute, and deliver any and all documents necessary or desirable to market and sell the tax HTCs to a tax credit investor; and

iii) Review, execute, approve, and submit all other documents necessary to effectuate the foregoing Resolution, all on such terms and containing such provisions as the Executing Officer of the Partnership executing the same shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his execution and delivery thereof; and

**BE IT FURTHER RESOLVED**, that to the extent any of the actions authorized by this Resolution have already been taken on behalf of the Partnership, such actions are hereby ratified and confirmed as the valid actions of the Partnership, effective as of the date such actions were taken; 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(s) 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 LIHTC Application; 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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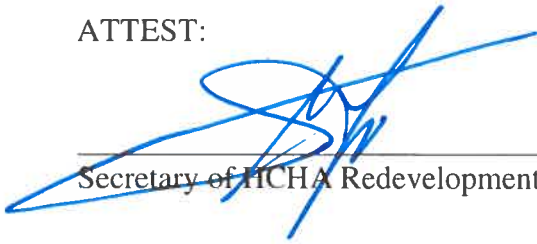


**PASSED** by the Board of Directors this 16th day of December 2020.



\_\_\_\_\_  
President of HCHA Redevelopment Authority, Inc.

ATTEST:



\_\_\_\_\_  
Secretary of HCHA Redevelopment Authority, Inc.