

# LAKESIDE PLACE PFC

2640 Fountain View Drive ♦ Houston, Texas 77057

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## BOARD OF DIRECTORS MEETING

TUESDAY, SEPTEMBER 21, 2021

3:30 pm *OR UPON ADJOURNMENT OF THE HOUSTON HOUSING  
AUTHORITY BOARD MEETING*

Houston Housing Authority Central Office  
2640 Fountain View, Houston TX 77057

### AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of the August 17, 2021 Meeting Minutes
- IV. New Business

**Resolution No. LPPFC 21-08:** Consideration and/or action to authorize Lakeside Place PFC's acquisition and lease of that certain improved property known as "The Highbank Apartments", located at or about 8877 Frankway Drive, Houston, Texas 77096, and the execution of all required documents therefor.

- V. Adjournment

**LAKESIDE PLACE PFC**  
**2640 Fountain View Drive ♦ Houston, Texas 77057**

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**MINUTES OF THE  
LAKESIDE PLACE PFC  
BOARD OF DIRECTORS MEETING  
TUESDAY, AUGUST 17, 2021**

A meeting of the Board of Directors (“Board”) of HHA Lakeside Place Public Facility Corporation was held on Tuesday, August 17, 2021 via telephone conference pursuant to the March 16, 2020 Notice issued by the Office of the Texas Attorney General and in accordance with the applicable portions of the Texas Open Meetings Act. US Toll-free 1-888-475-4499; Local Number 1-346-248-7799; Meeting ID: 817 6908 3111

Director Snowden called the meeting to order at 4:04 p.m. Secretary Thiele called the roll and Director Snowden declared a quorum present.

Present:           LaRence Snowden, Director  
                      Kristy Kirkendoll, Director  
                      Stephanie A.G. Ballard, Director  
                      Andrea Hilliard Cooksey, Director  
                      Guillermo “Will” Hernandez, Director  
                      Dr. Max A. Miller, Jr., Director  
                      Kris Thomas, Director  
                      Mark Thiele, Secretary

**APPROVAL OF MINUTES**

Director Snowden stated the Board has had an opportunity to review the June 22, 2021 Board of Directors meeting minutes. He asked for a motion to adopt the June 22, 2021 meeting minutes.

Director Kirkendoll moved to adopt the minutes for the June 22, 2021 Board of Directors meeting. Director Ballard seconded the motion.

Director Snowden asked if there is any discussion or objection to the June 22, 2021 Board of Directors meeting minutes. Having none, the minutes are adopted.

Director Snowden said we will now move into our new business.

**NEW BUSINESS**

**Resolution LPPFC 21-05: That the Board of Directors of the Lakeside Place PFC, authorizes the PFC to execute any and all documents, or take any other action, that is necessary or desirable to:**

- 1. Purchase certain real property to be located at 850 Addicks-Howell Road, Houston, Texas 77079 (the "Land") on which a 297-unit residential apartment development to be known as Memorial at Six (the "Project") will be constructed;**
- 2. Lease the Land to Memorial at Six Lessee, LLC, a Texas limited liability company (the "Owner") to facilitate the development and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and**
- 3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.**

Director Snowden asked for a motion to adopt Resolution No. LPPFC 21-05.

Director Kirkendoll moved to adopt Resolution No. LPPFC 21-05. Director Ballard seconded the motion.

Director Snowden asked if there is any discussion or objection to Resolution No. LPPFC 21-05. Having none, Resolution No. LPPFC 21-05 is adopted.

Chair Snowden stated we will now move to Resolution No. LPPFC 21-06.

**Resolution LPPFC 21-06: That the Board of Directors of the Lakeside Place PFC, authorizes the PFC to execute any and all documents, or take any other action, that is necessary or desirable to:**

- 1. Purchase that certain improved real property located at 14906 Westpark Drive, Houston, Texas 77082 and commonly known as Towne West Apartments (the "Project");**
- 2. Execute a Lease Agreement with Post Towne West Holdings, LLC, a Delaware limited liability company (the "Owner") to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and**
- 3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.**

Director Snowden asked for a motion to adopt Resolution No. LPPFC 21-06.

Director Kirkendoll moved to adopt Resolution No. LPPFC 21-06. Director Miller seconded the motion.

Director Snowden asked if there is any discussion or objection to Resolution No. LPPFC 21-06. Having none, Resolution No. LPPFC 21-06 is adopted.

Chair Snowden stated we will now move to Resolution No. LPPFC 21-07.

**Resolution LPPFC 21-07: That the Board of Directors of the Lakeside Place PFC, authorizes the PFC to execute any and all documents, or take any other action, that is necessary or desirable to:**

- 1. Purchase that certain improved real property located at 8965 N. Broadway, Houston, Texas 77034 and commonly known as The Broadway Apartments (the "Project");**

- 2. Execute a Lease Agreement with Post HOU Broadway Holdings, LLC, a Delaware limited liability company (the "Owner") to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and**
- 3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.**

Director Snowden asked for a motion to adopt Resolution No. LPPFC 21-07.

Director Ballard moved to adopt Resolution No. LPPFC 21-07. Director Kirkendoll seconded the motion.

Director Snowden asked if there is any discussion or objection to Resolution No. LPPFC 21-07. Having none, Resolution No. LPPFC 21-07 is adopted.

### **ADJOURNMENT**

Director Snowden asked for a motion to adjourn.

Director Kirkendoll moved to adjourn.

Director Snowden declared the meeting adjourned at 4:09 p.m.

# LAKESIDE PLACE PFC

## 2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

**REQUEST FOR BOARD AGENDA ITEM**

1. **Brief Description of Proposed Item** – Consideration and/or action to authorize Lakeside Place PFC’s acquisition and lease of that certain improved property known as “The Highbank Apartments”, located at or about 8877 Frankway Drive, Houston, Texas 77096, and the execution of all required documents therefor.

2. **Date of Board Meeting:** September 21, 2021

3. **Proposed Board Resolution:**

**Resolution:**

That the Board of Directors of the Lakeside Place PFC, authorizes the PFC to execute any and all documents, or take any other action, that is necessary or desirable to:

- 1. Purchase that certain improved real property located at or about 8877 Frankway Drive, Houston, Texas 77096 and commonly known as The Highbank Apartments (the “**Project**”);
- 2. Execute a Lease Agreement with Highbank Owner, LP, a Delaware limited partnership (the “**Owner**”) to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and
- 3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.

4. **Department Head Approval**    Signature \_\_\_\_\_ Date: \_\_\_\_\_

5. **Statement regarding availability of funds by VP of Fiscal Operations**

Funds Budgeted and Available  Yes  No    Source Third Party Funding

6. **Approval of President & CEO**    DocuSigned by:  
    9/15/2021  
6072D2C8367A4C7...  
 Signature \_\_\_\_\_ Date: \_\_\_\_\_

**LAKESIDE PLACE PFC**  
**2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057**

**MEMORANDUM**

**TO:** LAKESIDE PLACE PFC BOARD OF DIRECTORS  
**FROM:** MARK THIELE, SECRETARY  
**SUBJECT:** AUTHORIZING LAKESIDE PLACE PFC'S ACQUISITION AND LEASE OF THE HIGHBANK APARTMENTS, LOCATED AT OR ABOUT 8877 FRANKWAY DRIVE, HOUSTON, TEXAS 77096, AND THE EXECUTION OF ALL REQUIRED DOCUMENTS THEREFOR.  
**DATE:** SEPTEMBER 9, 2021

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This memorandum recommends that the Lakeside Place PFC ("**PFC**") Board of Directors authorize PFC to execute any and all documents, or take any other action, that is necessary or desirable to:

1. Purchase that certain improved real property located at or about 8877 Frankway Drive, Houston, Texas 77096 and commonly known as The Highbank Apartments (the "**Project**");
2. Execute a Lease Agreement with Highbank Owner, LP, a Delaware limited partnership (the "**Owner**") to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and
3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.

**BACKGROUND:**

An affiliate of the PFC (the "**APV Partner**") will own an interest in both the general and limited partners of the Owner.

The PFC desires to purchase the Project pursuant to certain assignments, a special warranty deed from the seller, and any other documentation required to consummate the acquisition of the Land (the "**Acquisition Documents**").

The PFC desires to enter into a long-term lease agreement with the Owner, conveying interests in the Project pursuant to the terms of the Lease Agreement (the "**Lease Agreement**").

The Owner plans to own and operate the Project such that no less than 50% of the units in the Project are reserved or occupied by individuals or families earning less than 80% of area median income.

The PFC desires to enter into a Regulatory Agreement with the Owner providing that no less than 50% of the units in the Project are reserved or occupied by individuals or families earning less than 80% of area median income ("**Regulatory Agreement**").

In connection with the financing of the Project, the Owner will borrow a loan in an aggregate principal amount not to exceed \$40,000,000 (the "**Loan**") from US Bank ("**Lender**"), pursuant to a loan agreement and evidenced by a promissory note and secured by a deed of trust recorded against the Owner's leasehold interest in the Project (collectively with all other documents contemplated thereby and necessary to evidence the Loan, the "**Loan Documents**").

## **APPROVALS**

The Board of Directors of PFC (the "**PFC Board**") authorizes the PFC to execute and deliver all such documents, instruments and other writings of every nature whatsoever as the PFC, in its reasonable judgment, deems necessary to purchase the Project and lease it to the Owner, and otherwise assist and facilitate the development and operation of the Project by the Owner, including, without limitation, (i) the Acquisition Documents; (ii) the Lease Agreement; (iii) the Regulatory Agreement; (iv) Loan Documents that require execution by the PFC; and (v) such other and further documents, leases, instruments, resolutions and other writings of every nature whatsoever as the PFC deems necessary to consummate the transactions contemplated herein, or as may be required by the Lender, the APV Partner or the Owner.

The PFC Board authorizes that all of the documents, instruments, or other writings executed by PFC in consummation of the transactions herein described (collectively and together with the Acquisition Documents, the Lease Agreement, the Regulatory Agreement, and the Loan Documents, "**Transaction Documents**") shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his execution thereof.

The PFC Board authorizes PFC to review, execute and approve all other documents necessary to effectuate the foregoing transactions, all on such terms and containing such provisions as the Executing Officer 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/her execution and delivery thereof.

The PFC Board authorizes that any officer of PFC (each an "**Executing Officer**"), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of PFC, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the operation and financing of the Project, including but not limited to, the Transaction Documents, as the Executing Officer deems necessary in order to carry into effect the intent and purposes of these resolutions, and any other instruments approved by the Executing Officer (acting individually or in a representative capacity as identified in these resolutions), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of PFC, effective as of the date such action was taken.

The PFC Board authorizes that action by any of the officers of PFC, and any person or persons designated and authorized so to act by any such officer or manager, to do and perform, or cause to be done and performed, in the name and on behalf of PFC, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in

the name and on behalf of PFC or otherwise, 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 to comply with the requirements of the instruments approved or authorized by the foregoing resolutions is hereby approved, ratified and confirmed.

The PFC Board finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit PFC.

**RECOMMENDATION**

Accordingly, I recommend that the Board consider this resolution, which states:

**Resolution:** That the Board of Directors of the Lakeside Place PFC (“**PFC**”), authorizes the PFC to execute any and all documents, or take any other action, that is necessary or desirable to:

1. Purchase that certain improved real property located at or about 8877 Frankway Drive, Houston, Texas 77096 and commonly known as The Highbank Apartments (the “**Project**”);
2. Execute a Lease Agreement with Highbank Owner, LP, a Delaware limited partnership (the “**Owner**”) to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and
3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.



**EXHIBIT A**

**LAKESIDE PLACE PFC  
RESOLUTION NO. LPPFC 21-08**

**Resolution of the Board of Directors of Lakeside Place PFC (“PFC”) authorizing PFC to execute any and all documents, or take any other action, that is necessary or desirable to:**

- 1. Purchase that certain improved real property located at 8877 Frankway Drive, Houston, Texas 77096 and commonly known as The Highbank Apartments (the “Project”);**
- 2. Execute a Lease Agreement with Highbank Owner, LP, a Delaware limited partnership (the “Owner”) to facilitate the acquisition and operation of the Project by the Owner, including the placement of affordable housing units at the Project; and**
- 3. Execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development and operation of the Project.**

WHEREAS, an affiliate of the PFC (the “**APV Partner**”) will own an interest in both the general and limited partners of the Owner;

WHEREAS, the PFC desires to purchase the Project pursuant to certain assignments, a special warranty deed from the seller, and any other documentation required to consummate the acquisition of the Land (the “**Acquisition Documents**”);

WHEREAS, the PFC desires to enter into a long-term lease agreement with the Owner, conveying interests in the Project pursuant to the terms of the Lease Agreement (the “**Lease Agreement**”);

WHEREAS, the Owner plans to own and operate the Project such that no less than 50% of the units in the Project are reserved or occupied by individuals or families earning less than 80% of area median income;

WHEREAS, the PFC desires to enter into a Regulatory Agreement with the Owner providing that no less than 50% of the units in the Project are reserved or occupied by individuals or families earning less than 80% of area median income (“**Regulatory Agreement**”);

WHEREAS, in connection with the financing of the Project, the Owner will borrow a loan in an aggregate principal amount not to exceed \$40,000,000 (the “**Loan**”) from US Bank (“**Lender**”), pursuant to a loan agreement and evidenced by a promissory note and secured by a deed of trust recorded against the Land (collectively with all other documents contemplated thereby and necessary to evidence the Loan, the “**Loan Documents**”);

BE IT RESOLVED, that the PFC is hereby authorized to execute and deliver all such documents, instruments and other writings of every nature whatsoever as the PFC, in its reasonable judgment, deems necessary to purchase the Land, lease the Land to the Owner, and otherwise assist and facilitate the development and operation of the Project by the Owner, including, without limitation, (i) the Acquisition Documents; (ii) the Lease Agreement; (iii) the Regulatory Agreement; (iv) Loan Documents that require execution by the PFC; and (v) such other and further documents, leases, instruments, resolutions and other writings of every nature whatsoever as the PFC deems necessary to consummate the transactions contemplated herein, or as may be required by the Lender, the APV Partner or the Owner; and it is further

RESOLVED, that all of the documents, instruments, or other writings executed by PFC in consummation of the transactions herein described (collectively and together with the Acquisition Documents, the Lease Agreement, the Regulatory Agreement, and the Loan Documents, "**Transaction Documents**") shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his execution thereof; and it is further,

RESOLVED, that PFC review, execute and approve all other documents necessary to effectuate the foregoing transactions, all on such terms and containing such provisions as the Executing Officer 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/her execution and delivery thereof; and it is further

RESOLVED, that any officer of PFC (each an "**Executing Officer**"), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of PFC, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the operation and financing of the Project, including but not limited to, the Transaction Documents, as the Executing Officer deems necessary in order to carry into effect the intent and purposes of these resolutions, and any other instruments approved by the Executing Officer (acting individually or in a representative capacity as identified in these resolutions), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of PFC, effective as of the date such action was taken; and it is further

RESOLVED, that action by any of the officers of PFC, and any person or persons designated and authorized so to act by any such officer or manager, to do and perform, or cause to be done and performed, in the name and on behalf of PFC, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in the name and on behalf of PFC or otherwise, 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 to comply with the requirements of the instruments approved or authorized by the foregoing resolutions is hereby approved, ratified and confirmed; and it is further

RESOLVED, that the Board of Directors finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit PFC.

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

*[Remainder of page intentionally left blank for signature]*

PASSED this 21st day of September, 2021.

ATTEST:

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CHAIR

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Secretary