

LAKESIDE PLACE PFC

2640 Fountain View Drive ♦ Houston, Texas 77057

BOARD OF DIRECTORS MEETING

TUESDAY, FEBRUARY 15, 2022

3:15 pm *OR UPON ADJOURNMENT OF THE HOUSTON HOUSING
AUTHORITY BOARD MEETING*

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

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of the January 25, 2022 Meeting Minutes
- IV. New Business

Resolution No. LPPFC 22-09: Authorizing Lakeside Place PFC's acquisition of that certain real property located in Houston, Texas, and the execution of all required documents therefor.

- V. Adjournment

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

**MINUTES OF THE
LAKESIDE PLACE PFC
BOARD OF DIRECTORS MEETING
TUESDAY, JANUARY 25, 2022**

A meeting of the Board of Directors (“Board”) of HHA Lakeside Place Public Facility Corporation was held on Tuesday, January 25, 2022 at the Houston Housing Authority Central Office located at 2640 Fountain View Drive, Houston, TX 77057

Director Snowden called the meeting to order at 4:10 p.m. Secretary Thiele called the roll and Director Snowden declared a quorum present.

Present: LaRence Snowden, Director (Chair)
 Kristy Kirkendoll, Director
 Kris Thomas, Director
 Stephanie A.G. Ballard, Director
 Mark Thiele, Secretary
 Andrea Hilliard Cooksey, Director

Absent: Dr. Max A. Miller, Jr., Director
 Guillermo “Will” Hernandez, Director

APPROVAL OF MINUTES

Director Snowden stated the Board has had an opportunity to review the November 23, 2021 Board of Directors meeting minutes. He asked for a motion to adopt the November 23, 2021 meeting minutes.

Director Ballard moved to adopt the minutes for the November 23, 2021 Board of Directors meeting. Director Kirkendoll seconded the motion.

Director Snowden asked if there is any discussion or objection to the November 23, 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

Director Kirkendoll motioned to consider the next agenda items, Resolution Nos. LPPFC 22-01 through LPPFC 22-08, be voted on as a group. Commissioner Cooksey seconded the motion.

Chair Snowden called for a vote. All voted unanimously that Resolution Nos. LPPFC 22-01 through LPPFC 22-08 would be voted on as a group.

Resolution LPPFC 22-01: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "ARIUM Uptown West", located at 7600 Drive, Houston, Texas 77063, and the execution of all required documents therefor.

Resolution LPPFC 22-02: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "Azure Apartments", located at 1111 Durham Drive, Houston, Texas 77007, and the execution of all required documents therefor.

Resolution LPPFC 22-03: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "The Dawson", located at 13411 Briar Forest Drive, Houston, Texas 77077, and the execution of all required documents therefor.

Resolution LPPFC 22-04: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "Sierra at Fall Creek", located at 14951 Bellows Falls Lane, Humble, Texas 77396, and the execution of all required documents therefor.

Resolution LPPFC 22-05: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "Stella at Medical Center", located at 7009 Almeda Rd., Houston, Texas 77054, and the execution of all required documents therefor.

Resolution LPPFC 22-06: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "Arlo Westchase", located at 3505 W. Sam Houston Parkway S, Houston, Texas 77042, and the execution of all required documents therefor.

Resolution LPPFC 22-07: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "2626 Fountain View", located at 2626 Fountain View Dr., Houston, Texas 77057, and the execution of all required documents therefor.

Resolution LPPFC 22-08: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as the "91 Fifty", located at 9150 Highway 6 North, Houston, Texas 77095, and the execution of all required documents therefor.

Director Snowden asked for a motion to adopt Resolution Nos. LPPFC 22-01 through LPPFC 22-08.

Director Kirkendoll moved to adopt Resolution Nos. LPPFC 22-01 through LPPFC 22-08. Director Ballard seconded the motion.

Director Snowden asked if there is any discussion or objection to Resolution Nos. LPPFC 22-01 through LPPFC 22-08. Having none, Resolution Nos. LPPFC 22-01 through LPPFC 22-08 are adopted.

ADJOURNMENT

Director Snowden asked for a motion to adjourn.

Director Cooksey moved to adjourn. Director Thomas seconded the motion.

Director Snowden declared the meeting adjourned at 4:16 p.m.

LAKESIDE PLACE PFC

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

REQUEST FOR BOARD AGENDA ITEM

- 1. **Brief Description of Proposed Item** – Authorizing Lakeside Place PFC's acquisition of that certain real property located in Houston, Texas, and the execution of all required documents therefor.
- 2. **Date of Board Meeting:** February 15, 2022
- 3. **Proposed Board Resolution:**

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. Acquire that certain tract of Land more particularly described as 0.0082 of one acre (356 square feet) tract of Land out of the John Austin Two League Grant, Abstract No. 1, situated in the City of Houston, Harris County, Texas and being out of Reserve A, Block 1 of Allen Parkway Village Subdivision (the "**Land**");
- 2. Execute any such further documentation as necessary or desirable to facilitate the acquisition of the Land.

4. **Department Head Approval** Signature _____ Date: _____

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

Funds Budgeted and Available Yes No Source _____

6. **Approval of President & CEO**

DocuSigned by:
Mark Thiele
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Signature _____ Date: _____

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

MEMORANDUM

TO: LAKESIDE PLACE PFC BOARD OF DIRECTORS
FROM: MARK THIELE
SUBJECT: AUTHORIZING LAKESIDE PLACE PFC'S ACQUISITION OF THAT CERTAIN REAL PROPERTY LOCATED IN HOUSTON, TEXAS, AND THE EXECUTION OF ALL REQUIRED DOCUMENTS THEREFOR.
DATE: FEBRUARY 2, 2022

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 necessary or desirable to:

1. Acquire that certain tract of Land more particularly described as 0.0082 of one acre (356 square feet) tract of Land out of the John Austin Two League Grant, Abstract No. 1, situated in the City of Houston, Harris County, Texas and being out of Reserve A, Block 1 of Allen Parkway Village Subdivision (the "**Land**");
2. Execute any such further documentation as necessary or desirable to facilitate the acquisition of the Land.

BACKGROUND:

The Houston Housing Authority (the "**Authority**") owns that certain tract of Land more particularly described as 0.0082 of one acre (356 square feet) tract of Land out of the John Austin Two League Grant, Abstract No. 1, situated in the City of Houston, Harris County, Texas and being out of Reserve A, Block 1 of Allen Parkway Village Subdivision (the "**Land**").

In connection with the Authority's future redevelopment and the submittal of a Section 18 disposition application to the U.S. Department of Housing and Urban Development ("**HUD**") of the Allen Parkway Village, the PFC desires to acquire the Land.

The PFC desires to purchase the Land pursuant to certain assignments, a deed from the Authority, and any other documentation required to consummate the acquisition of the Land (the "**Acquisition 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 acquire the Land, including, without limitation, the Acquisition Documents, that require execution by the PFC and 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 Authority.

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, "**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 considers 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. Acquire that certain tract of Land more particularly described as 0.0082 of one acre (356 square feet) tract of Land out of the John Austin Two League Grant, Abstract No. 1, situated

Resolution No. LPPFC 22-09

in the City of Houston, Harris County, Texas and being out of Reserve A, Block 1 of Allen Parkway Village Subdivision (the "**Land**");

2. Execute any such further documentation as necessary or desirable to facilitate the acquisition of the Land.

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EXHIBIT A

**LAKESIDE PLACE PFC
RESOLUTION NO. LPPFC 22-09**

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. Acquire that certain tract of Land more particularly described as 0.0082 of one acre (356 square feet) tract of Land out of the John Austin Two League Grant, Abstract No. 1, situated in the City of Houston, Harris County, Texas and being out of Reserve A, Block 1 of Allen Parkway Village Subdivision (the "Land");**
- 2. Execute any such further documentation as necessary or desirable to facilitate the acquisition of the Land.**

WHEREAS, the Houston Housing Authority (the "**Authority**") owns the Land;

WHEREAS, in connection with the Authority's future redevelopment and the submittal of a Section 18 disposition application to the U.S. Department of Housing and Urban Development ("**HUD**") of the Allen Parkway Village, the PFC desires to acquire the Land;

WHEREAS, the PFC desires to purchase the Land pursuant to certain assignments, a deed from the Authority, and any other documentation required to consummate the acquisition of the Land (the "**Acquisition 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, including, without limitation, the Acquisition Documents and 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 Authority; 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 "**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 15th day of February, 2022.

ATTEST:

CHAIR

Secretary