

HHA FOUNTAINVIEW PUBLIC FACILITY CORPORATION

2640 Fountain View Drive, Houston, Texas 77057

BOARD OF DIRECTORS MEETING

TUESDAY, JUNE 14, 2022

3:40 pm *OR UPON ADJOURNMENT OF THE LAKESIDE PLACE PFC BOARD MEETING*

Clayton Homes
1919 Runnels, Houston TX 77003

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of the December 15, 2020 Meeting Minutes
- IV. New Business

Resolution No. HHA FVPFC 22-01: Authorizing HHA Fountainview PFC's Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B.

Resolution No. HHA FVPFC 22-02: Authorizing HHA Fountainview PFC's Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B.

- V. Adjournment

HHA FOUNTAINVIEW PFC

2640 FOUNTAIN VIEW DRIVE, HOUSTON, TEXAS 77057

**MINUTES OF THE
HHA FOUNTAINVIEW PFC
BOARD OF DIRECTORS MEETING
TUESDAY, DECEMBER 15, 2020**

A meeting of the Board of Directors (“Board”) of HHA Fountainview Public Facility Corporation was held Tuesday, December 15, 2020 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. The U.S. toll-free number was 1-888-475-4499, the local number was 1-346-248-7799 and the meeting identification number was 867 8687 0005.

Director Snowden called the meeting to order at 4:23 p.m. Secretary Thiele called the roll and Director Snowden declared a quorum present.

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

APPROVAL OF MINUTES

Director Snowden stated the Board has had an opportunity to review the December 15, 2020 Board of Directors meeting minutes. He asked for a motion to adopt the December 17, 2019 meeting minutes.

Director Cooksey moved to adopt the minutes for the December 17, 2019 Board of Directors meeting. Director Ballard seconded the motion.

Chairman Snowden asked if there is any discussion or objection to the December 17, 2019 Board of meeting minutes. Having none, the minutes are adopted.

NEW BUSINESS

RESOLUTION NO. HHA FVPFC 20-01: Declaring the intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income for Allen Parkway Village Apartments.

Director Snowden asked for a motion to approve Resolution No. HHA FVPFC 20-01.

Director Thomas moved to approve Resolution No. HHA FVPFC 20-01. Director Kirkendoll seconded the motion.

RESOLUTION NO. HHA FVPFC 20-02: Declaring the intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income for the Historic Oaks of Allen Parkway Village.

Director Snowden asked for a motion to approve Resolution No. HHA FVPFC 20-02.

Director Miller moved to approve Resolution No. HHA FVPFC 20-02. Director Ballard seconded the motion.

ADJOURNMENT

Director Snowden asked for a motion to adjourn.

Director Thomas moved to adjourn. Director Ballard seconded. The meeting adjourned 4:26p.m.

HHA FOUNTAINVIEW PFC

2640 FOUNTAIN VIEW DRIVE, HOUSTON, TEXAS 77057

REQUEST FOR BOARD AGENDA ITEM

1. Brief Description of Proposed Item – Authorizing HHA Fountainview PFC’s Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B.

2. Date of Board Meeting: June 14, 2022

3. Proposed Board Resolution:

Resolution: Authorizing the Issuance, Sale and Delivery of Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B; Approving the Form and Substance of and Authorizing the Execution and Delivery of Documents and Instruments Necessary to Carry Out the Financing of Such Multifamily Rental Residential Development; and Containing Other Provisions Relating to the Subject

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

6. Approval of President & CEO DocuSigned by: 6/8/2022
David A. Northern Sr.
Signature _____ Date: _____

HHH FOUNTAINVIEW PFC

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

MEMORANDUM

TO: HHA FOUNTAINVIEW PFC BOARD OF DIRECTORS
FROM: DAVID A. NORTHERN, SR., SECRETARY
SUBJECT: APPROVING HHA FOUNTAINVIEW PFC'S ISSUANCE, SALE AND DELIVERY OF ITS MULTIFAMILY HOUSING GOVERNMENTAL NOTES (HISTORIC OAKS OF ALLEN PARKWAY VILLAGE) SERIES 2022A AND 2022B
DATE: JUNE 1, 2022

This memorandum recommends that the HHA Fountainview PFC Board of Directors approve HHA Fountainview PFC's Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B, and take any other actions necessary or convenient to carry out such resolution. This resolution is accompanied by a formal resolution drafted by counsel representing HHA Fountainview PFC which states substantially the following.

BACKGROUND:

HHA Fountainview PFC (the "Governmental Lender") has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), for the purpose of assisting the Houston Housing Authority (the "Sponsor") in financing, refinancing or providing public facilities.

The Act authorizes the Governmental Lender: (a) to make loans to any person to provide financing for rental residential developments and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Governmental Lender; (b) to borrow funds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with any such borrowing by the Governmental Lender; and (c) to pledge all or any part of the revenues, receipts or resources of the Governmental Lender, including the revenues and receipts to be received by the Governmental Lender from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Governmental Lender in order to secure the repayment of any such borrowing by the Governmental Lender.

The Board of Directors of the Governmental Lender (the "Board") has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B (the "Governmental Notes") pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of July 1, 2022 (the "Funding Loan Agreement"), between the Governmental Lender, BOKF, NA, as fiscal agent (the "Fiscal Agent"), and Citibank, N.A., as initial funding lender (the "Funding Lender"), for the purpose of lending the proceeds thereof to APV Historic Oaks, LP, a Texas limited partnership (the "Borrower"), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development known as the Historic Oaks of Allen Parkway Village located at approximately 1600 Historic Oaks of Allen Parkway Drive, Houston, Texas 77019, described more fully on Exhibit A attached hereto (the "Project"), all in accordance with the Constitution and laws of the State of Texas.

The Board, by resolution adopted on December 15, 2020, declared its intent to provide financing for the Project.

Resolution No. HHA FVPFC 22-01

In order to assist in carrying out such acquisition, rehabilitation and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Borrower Loan Agreement dated as of July 1, 2022 (the "Borrower Loan Agreement"), between the Governmental Lender and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Notes (the "Mortgage Loan") to the Borrower to enable the Borrower to finance the cost of acquisition, rehabilitation and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Governmental Lender promissory notes (the "Multifamily Notes") in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Notes, and providing for payment of interest on such principal amount equal to the interest on the Governmental Notes and to pay other costs described in the Agreement.

In order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"), the Governmental Lender will require the Borrower to enter into a Regulatory Agreement and Declaration of Restrictive Covenants dated as of July 1, 2022 (the "Regulatory Agreement") with respect to the Project.

It is anticipated that the Multifamily Notes will be secured by a Leasehold Deed of Trust (with Security Agreement, Assignment of Rents and Fixture Filing) (the "Mortgage") from the Borrower for the benefit of the Governmental Lender.

The Governmental Lender's rights (except for certain reserved rights) under the Mortgage Loan, including the Multifamily Notes and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Deed of Trust and Loan Documents (the "Assignment") between the Governmental Lender and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower.

The Board desires to ratify certain other actions heretofore taken with respect to the Governmental Notes.

The Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Notes and all other funds received and held under the Funding Loan Agreement.

Section 147(f) of the Code requires that the Governmental Notes be approved by the "applicable elected representative" (the "AER") after a public hearing following reasonable public notice.

With respect to notes issued by the Governmental Lender, the AER is the Mayor of the City of Houston ("City").

Notice of a public hearing with respect to the Governmental Notes and the Project held by the Governmental Lender on May 12, 2022, was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City.

The public hearing was held on the date and at the time and place set out in such published notice, and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Governmental Notes and the Project to be heard.

The Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Multifamily Notes, the Mortgage, and the Assignment, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Notes, the execution and delivery of such documents and the taking of such other actions as may be necessary or convenient.

APPROVALS:

The Board hereby finds, determines, recites and declares that a public hearing with respect to the Governmental Notes and the Project was held on May 12, 2022; that notice of such public hearing was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; that such notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the maximum aggregate principal amount of the Governmental Notes; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

The issuance of the Governmental Notes is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President or Secretary of the Governmental Lender each are authorized hereby to execute, attest and affix the Governmental Lender's seal to the Governmental Notes (if any) and to deliver the Governmental Notes to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Notes to the initial funding thereof and deliver the Governmental Notes as provided in the Funding Loan Agreement.

The officers of the Governmental Lender are hereby authorized to fix and determine the interest rate, principal amount, maturity and price of the Governmental Notes, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided, however, that: (a) the interest rate on each Governmental Note shall not exceed 8% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Note (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Governmental Notes shall not exceed \$35,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than July 1, 2062.

The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President or the Secretary of the Governmental Lender are each hereby authorized to execute and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

The form and substance of the Borrower Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Borrower Loan Agreement and to deliver the Borrower Loan Agreement to the Borrower.

The form and substance of the Regulatory Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Regulatory Agreement and to deliver the Regulatory Agreement to the Borrower and the Fiscal Agent.

The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project, until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income, as established by the Governmental Lender.

Resolution No. HHA FVPFC 22-01

That the Mortgage and the Multifamily Notes are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Notes to the order of the Fiscal Agent, without recourse.

The officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignment, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Notwithstanding any other provision of this Resolution, the officers of the Governmental Lender are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Governmental Lender shall be indicated by such officers' execution of the documents.

The recitals in the preamble of this Resolution are true, correct and complete and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

The Board hereby authorizes the submission by bond counsel to the Attorney General of Texas, for approval as required under Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes.

The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Texas Local Government Code and will accomplish a valid public purpose of the Governmental Lender by assisting persons of low and moderate income to obtain decent, safe and sanitary housing at affordable prices and for other valid public purposes.

The Governmental Notes and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Agreement to secure payment of the Governmental Notes and under no circumstances shall the Governmental Notes be payable from any other revenues, funds, assets or income of the Governmental Lender.

All other prior actions taken for or on behalf of the Governmental Lender in connection with the Governmental Notes are hereby ratified, confirmed and approved.

The actions and obligations authorized in this Resolution shall be subject to and conditioned upon receipt by the Governmental Lender on the date of delivery of the Governmental Notes of the appropriate opinions of bond counsel with respect to the Governmental Notes.

The Board further directs that an officer of the Governmental Lender submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Governmental Notes are issued, a statement containing the information required by Section 149(e) of the Code.

RECOMMENDATION

Accordingly, I recommend that the Board approve the attached formal resolution and the following:

Resolution: Authorizing the Issuance, Sale and Delivery of Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B; Approving the Form and Substance of and Authorizing the Execution and Delivery of Documents and Instruments Necessary to Carry Out the Financing of Such Multifamily Rental Residential Development; and Containing Other Provisions Relating to the Subject

RESOLUTION NO. 22-01

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL NOTES (HISTORIC OAKS OF ALLEN PARKWAY VILLAGE) SERIES 2022A and 2022B; APPROVING THE FORM AND SUBSTANCE OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS NECESSARY TO CARRY OUT THE FINANCING OF SUCH MULTIFAMILY RENTAL RESIDENTIAL DEVELOPMENT; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, HHA Fountainview PFC (the “Governmental Lender”) has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), for the purpose of assisting the Houston Housing Authority (the “Sponsor”) in financing, refinancing or providing public facilities; and

WHEREAS, the Act authorizes the Governmental Lender: (a) to make loans to any person to provide financing for rental residential developments and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Governmental Lender; (b) to borrow funds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with any such borrowing by the Governmental Lender; and (c) to pledge all or any part of the revenues, receipts or resources of the Governmental Lender, including the revenues and receipts to be received by the Governmental Lender from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Governmental Lender in order to secure the repayment of any such borrowing by the Governmental Lender; and

WHEREAS, the Board of Directors of the Governmental Lender (the “Board”) has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Notes (Historic Oaks of Allen Parkway Village) Series 2022A and 2022B (the “Governmental Notes”) pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of July 1, 2022 (the “Funding Loan Agreement”), between the Governmental Lender, BOKF, NA, as fiscal agent (the “Fiscal Agent”), and Citibank, N.A., as initial funding lender (the “Funding Lender”), for the purpose of lending the proceeds thereof to APV Historic Oaks, LP, a Texas limited partnership (the “Borrower”), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development known as the Historic Oaks of Allen Parkway Village located at approximately 1600 Historic Oaks of Allen Parkway Drive, Houston, Texas 77019, described more fully on Exhibit A attached hereto (the “Project”), all in accordance with the Constitution and laws of the State of Texas; and

WHEREAS, the Board, by resolution adopted on December 15, 2020, declared its intent to provide financing for the Project; and

WHEREAS, in order to assist in carrying out such acquisition, rehabilitation and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Borrower

Loan Agreement dated as of July 1, 2022 (the “Borrower Loan Agreement”), between the Governmental Lender and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Notes (the “Mortgage Loan”) to the Borrower to enable the Borrower to finance the cost of acquisition, rehabilitation and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Governmental Lender promissory notes (the “Multifamily Notes”) in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Notes, and providing for payment of interest on such principal amount equal to the interest on the Governmental Notes and to pay other costs described in the Agreement; and

WHEREAS, in order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”), the Governmental Lender will require the Borrower to enter into a Regulatory Agreement and Declaration of Restrictive Covenants dated as of July 1, 2022 (the “Regulatory Agreement”) with respect to the Project; and

WHEREAS, it is anticipated that the Multifamily Notes will be secured by a Leasehold Deed of Trust (with Security Agreement, Assignment of Rents and Fixture Filing) (the “Mortgage”) from the Borrower for the benefit of the Governmental Lender; and

WHEREAS, the Governmental Lender’s rights (except for certain reserved rights) under the Mortgage Loan, including the Multifamily Notes and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Deed of Trust and Loan Documents (the “Assignment”) between the Governmental Lender and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower; and

WHEREAS, the Board desires to ratify certain other actions heretofore taken with respect to the Governmental Notes; and

WHEREAS, the Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Notes and all other funds received and held under the Funding Loan Agreement; and

WHEREAS, Section 147(f) of the Code requires that the Governmental Notes be approved by the “applicable elected representative” (the “AER”) after a public hearing following reasonable public notice; and

WHEREAS, with respect to notes issued by the Governmental Lender, the AER is the Mayor of the City of Houston (“City”); and

WHEREAS, notice of a public hearing with respect to the Governmental Notes and the Project held by the Governmental Lender on May 12, 2022, was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; and

WHEREAS, the public hearing was held on the date and at the time and place set out in such published notice, and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Governmental Notes and the Project to be heard; and

WHEREAS, the Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Multifamily Notes, the Mortgage, and the Assignment, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Notes, the execution and delivery of such documents and the taking of such other actions as may be necessary or convenient;

NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GOVERNMENTAL LENDER THAT:

Section 1.--Public Hearing. The Board hereby finds, determines, recites and declares that a public hearing with respect to the Governmental Notes and the Project was held on May 12, 2022; that notice of such public hearing was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; that such notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the maximum aggregate principal amount of the Governmental Notes; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

Section 2.--Issuance, Execution, Sale and Delivery of the Governmental Notes. The issuance of the Governmental Notes is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President or Secretary of the Governmental Lender each are authorized hereby to execute, attest and affix the Governmental Lender's seal to the Governmental Notes (if any) and to deliver the Governmental Notes to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Notes to the initial funding thereof and deliver the Governmental Notes as provided in the Funding Loan Agreement.

Section 3.--Interest Rate, Principal Amount, Maturity and Price. The officers of the Governmental Lender are hereby authorized to fix and determine the interest rate, principal amount, maturity and price of the Governmental Notes, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided, however, that: (a) the interest rate on each Governmental Note shall not exceed 8% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Note (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Governmental Notes shall not exceed \$35,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than July 1, 2062.

Section 4.--Approval, Execution and Delivery of the Funding Loan Agreement. The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President or the Secretary of the Governmental Lender are each hereby authorized to execute

and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

Section 5.--Approval, Execution and Delivery of the Borrower Loan Agreement. The form and substance of the Borrower Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Borrower Loan Agreement and to deliver the Borrower Loan Agreement to the Borrower.

Section 6.--Approval, Execution and Delivery of the Regulatory Agreement. The form and substance of the Regulatory Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Regulatory Agreement and to deliver the Regulatory Agreement to the Borrower and the Fiscal Agent.

Section 7.--Determination of Moderate Income. The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project, until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income, as established by the Governmental Lender.

Section 8.--Acceptance of the Mortgage and the Multifamily Notes. That the Mortgage and the Multifamily Notes are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Notes to the order of the Fiscal Agent, without recourse.

Section 9.--Execution and Delivery of Other Documents. The officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignment, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Section 10.--Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the officers of the Governmental Lender are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Governmental Lender shall be indicated by such officers' execution of the documents.

Section 11.--Incorporation of Preamble. The recitals in the preamble of this Resolution are true, correct and complete and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

Section 12.--Submission to the Attorney General of Texas. The Board hereby authorizes the submission by bond counsel to the Attorney General of Texas, for approval as required under

Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes.

Section 13.--Purposes of Resolution. The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Texas Local Government Code and will accomplish a valid public purpose of the Governmental Lender by assisting persons of low and moderate income to obtain decent, safe and sanitary housing at affordable prices and for other valid public purposes.

Section 14.--Limited Obligations. The Governmental Notes and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Agreement to secure payment of the Governmental Notes and under no circumstances shall the Governmental Notes be payable from any other revenues, funds, assets or income of the Governmental Lender.

Section 15.--Ratification of Certain Prior Actions. All other prior actions taken for or on behalf of the Governmental Lender in connection with the Governmental Notes are hereby ratified, confirmed and approved.

Section 16.--Approval Conditions. The actions and obligations authorized in this Resolution shall be subject to and conditioned upon receipt by the Governmental Lender on the date of delivery of the Governmental Notes of the appropriate opinions of bond counsel with respect to the Governmental Notes.

Section 17.--Information Return for Tax Exempt Private Activity Bonds. The Board further directs that an officer of the Governmental Lender submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Governmental Notes are issued, a statement containing the information required by Section 149(e) of the Code.

Section 18.--Reserved.

Section 19.--Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

PASSED AND APPROVED this 14th day of June, 2022.

[End of Resolution.]

**EXHIBIT A
PROJECT AND BORROWER**

Borrower: APV Historic Oaks, LP, a Texas limited partnership

Project: 222-unit multifamily residential rental development to be known as the Historic Oaks of Allen Parkway Village

The Project will be located at approximately 1600 Allen Parkway, Houston, Texas 77019. It will consist of 16 buildings, residential apartment buildings with approximately 155,351 net residential rentable square feet. The unit mix will consist of:

186	one-bedroom units
<u>36</u>	two-bedroom units
222	Total Units

HHA FOUNTAINVIEW PFC

2640 FOUNTAIN VIEW DRIVE, HOUSTON, TEXAS 77057

REQUEST FOR BOARD AGENDA ITEM

1. **Brief Description of Proposed Item** – Authorizing HHA Fountainview PFC’s Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B.

2. **Date of Board Meeting:** June 14, 2022

3. **Proposed Board Resolution:**

Resolution: Authorizing the Issuance, Sale and Delivery of Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B; Approving the Form and Substance of and Authorizing the Execution and Delivery of Documents and Instruments Necessary to Carry Out the Financing of Such Multifamily Rental Residential Development; and Containing Other Provisions Relating to the Subject

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

6. **Approval of President & CEO** Signed by: 6/8/2022
David A. Northern Sr. Date: _____
Signature _____

HHA FOUNTAINVIEW PFC

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

MEMORANDUM

TO: HHA FOUNTAINVIEW PFC BOARD OF DIRECTORS
FROM: DAVID A. NORTHERN, SR., SECRETARY
SUBJECT: APPROVING HHA FOUNTAINVIEW PFC'S ISSUANCE, SALE AND DELIVERY OF ITS MULTIFAMILY HOUSING GOVERNMENTAL NOTES (ALLEN PARKWAY VILLAGE APARTMENTS) SERIES 2022A AND 2022B
DATE: JUNE 1, 2022

This memorandum recommends that the HHA Fountainview PFC Board of Directors approve HHA Fountainview PFC's Issuance, Sale and Delivery of its Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B, and take any other actions necessary or convenient to carry out such resolution. This resolution is accompanied by a formal resolution drafted by counsel representing HHA Fountainview PFC which states substantially the following.

BACKGROUND:

HHA Fountainview PFC (the "Governmental Lender") has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), for the purpose of assisting the Houston Housing Authority (the "Sponsor") in financing, refinancing or providing public facilities.

Act authorizes the Governmental Lender: (a) to make loans to any person to provide financing for rental residential developments and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Governmental Lender; (b) to borrow funds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with any such borrowing by the Governmental Lender; and (c) to pledge all or any part of the revenues, receipts or resources of the Governmental Lender, including the revenues and receipts to be received by the Governmental Lender from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Governmental Lender in order to secure the repayment of any such borrowing by the Governmental Lender.

The Board of Directors of the Governmental Lender (the "Board") has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B (the "Governmental Notes") pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of July 1, 2022 (the "Funding Loan Agreement"), between the Governmental Lender, BOKF, NA, as fiscal agent (the "Fiscal Agent"), and Citibank, N.A., as initial funding lender (the "Funding Lender"), for the purpose of lending the proceeds thereof to APV Allen Parkway Village, LP, a Texas limited partnership (the "Borrower"), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development known as the Allen Parkway Village Apartments located at approximately 1600 Allen Parkway Drive, Houston, Texas 77019, described more fully on Exhibit A attached hereto (the "Project"), all in accordance with the Constitution and laws of the State of Texas.

The Board, by resolution adopted on December 15, 2020, declared its intent to provide financing for the Project.

Resolution No. HHA FVPFC 22-02

In order to assist in carrying out such acquisition, rehabilitation and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Borrower Loan Agreement dated as of July 1, 2022 (the "Borrower Loan Agreement"), between the Governmental Lender and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Notes (the "Mortgage Loan") to the Borrower to enable the Borrower to finance the cost of acquisition, rehabilitation and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Governmental Lender promissory notes (the "Multifamily Notes") in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Notes, and providing for payment of interest on such principal amount equal to the interest on the Governmental Notes and to pay other costs described in the Agreement.

In order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the "Code"), the Governmental Lender will require the Borrower to enter into a Regulatory Agreement and Declaration of Restrictive Covenants dated as of July 1, 2022 (the "Regulatory Agreement") with respect to the Project.

It is anticipated that the Multifamily Notes will be secured by a Leasehold Deed of Trust (with Security Agreement, Assignment of Rents and Fixture Filing) (the "Mortgage") from the Borrower for the benefit of the Governmental Lender.

The Governmental Lender's rights (except for certain reserved rights) under the Mortgage Loan, including the Multifamily Notes and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Deed of Trust and Loan Documents (the "Assignment") between the Governmental Lender and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower.

The Board desires to ratify certain other actions heretofore taken with respect to the Governmental Notes.

The Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Notes and all other funds received and held under the Funding Loan Agreement.

Section 147(f) of the Code requires that the Governmental Notes be approved by the "applicable elected representative" (the "AER") after a public hearing following reasonable public notice; and

With respect to notes issued by the Governmental Lender, the AER is the Mayor of the City of Houston ("City").

Notice of a public hearing with respect to the Governmental Notes and the Project held by the Governmental Lender on May 12, 2022, was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City.

The public hearing was held on the date and at the time and place set out in such published notice, and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Governmental Notes and the Project to be heard.

The Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Multifamily Notes, the Mortgage, and the Assignment, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Notes, the execution and delivery of such documents and the taking of such other actions as may be necessary or convenient.

APPROVALS:

The Board hereby finds, determines, recites and declares that a public hearing with respect to the Governmental Notes and the Project was held on May 12, 2022; that notice of such public hearing was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; that such notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the maximum aggregate principal amount of the Governmental Notes; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

The issuance of the Governmental Notes is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President or Secretary of the Governmental Lender each are authorized hereby to execute, attest and affix the Governmental Lender's seal to the Governmental Notes (if any) and to deliver the Governmental Notes to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Notes to the initial funding thereof and deliver the Governmental Notes as provided in the Funding Loan Agreement.

The officers of the Governmental Lender are hereby authorized to fix and determine the interest rate, principal amount, maturity and price of the Governmental Notes, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided, however, that: (a) the interest rate on each Governmental Note shall not exceed 8% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Note (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Governmental Notes shall not exceed \$45,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than July 1, 2062.

The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President or the Secretary of the Governmental Lender are each hereby authorized to execute and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

The form and substance of the Borrower Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Borrower Loan Agreement and to deliver the Borrower Loan Agreement to the Borrower.

The form and substance of the Regulatory Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Regulatory Agreement and to deliver the Regulatory Agreement to the Borrower and the Fiscal Agent.

The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project, until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income, as established by the Governmental Lender.

Resolution No. HHA FVPFC 22-02

That the Mortgage and the Multifamily Notes are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Notes to the order of the Fiscal Agent, without recourse.

The officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignment, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Notwithstanding any other provision of this Resolution, the officers of the Governmental Lender are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Governmental Lender shall be indicated by such officers' execution of the documents.

The recitals in the preamble of this Resolution are true, correct and complete and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

The Board hereby authorizes the submission by bond counsel to the Attorney General of Texas, for approval as required under Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes.

The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Texas Local Government Code and will accomplish a valid public purpose of the Governmental Lender by assisting persons of low and moderate income to obtain decent, safe and sanitary housing at affordable prices and for other valid public purposes.

The Governmental Notes and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Agreement to secure payment of the Governmental Notes and under no circumstances shall the Governmental Notes be payable from any other revenues, funds, assets or income of the Governmental Lender.

All other prior actions taken for or on behalf of the Governmental Lender in connection with the Governmental Notes are hereby ratified, confirmed and approved.

The actions and obligations authorized in this Resolution shall be subject to and conditioned upon receipt by the Governmental Lender on the date of delivery of the Governmental Notes of the appropriate opinions of bond counsel with respect to the Governmental Notes.

The Board further directs that an officer of the Governmental Lender submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Governmental Notes are issued, a statement containing the information required by Section 149(e) of the Code.

RECOMMENDATION

Accordingly, I recommend that the Board approve the attached formal resolution and the following:

Resolution: Authorizing the Issuance, Sale and Delivery of Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B; Approving the Form and Substance of and Authorizing the Execution and Delivery of Documents and Instruments Necessary to Carry Out the Financing of Such Multifamily Rental Residential Development; and Containing Other Provisions Relating to the Subject

RESOLUTION NO. 22-02

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL NOTES (ALLEN PARKWAY VILLAGE APARTMENTS) SERIES 2022A and 2022B; APPROVING THE FORM AND SUBSTANCE OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS AND INSTRUMENTS NECESSARY TO CARRY OUT THE FINANCING OF SUCH MULTIFAMILY RENTAL RESIDENTIAL DEVELOPMENT; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, HHA Fountainview PFC (the “Governmental Lender”) has been duly created and organized pursuant to and in accordance with the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), for the purpose of assisting the Houston Housing Authority (the “Sponsor”) in financing, refinancing or providing public facilities; and

WHEREAS, the Act authorizes the Governmental Lender: (a) to make loans to any person to provide financing for rental residential developments and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Governmental Lender; (b) to borrow funds for the purpose of obtaining moneys to make such loans and provide such financing, to establish necessary reserve funds and to pay administrative costs and other costs incurred in connection with any such borrowing by the Governmental Lender; and (c) to pledge all or any part of the revenues, receipts or resources of the Governmental Lender, including the revenues and receipts to be received by the Governmental Lender from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Governmental Lender in order to secure the repayment of any such borrowing by the Governmental Lender; and

WHEREAS, the Board of Directors of the Governmental Lender (the “Board”) has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Notes (Allen Parkway Village Apartments) Series 2022A and 2022B (the “Governmental Notes”) pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of July 1, 2022 (the “Funding Loan Agreement”), between the Governmental Lender, BOKF, NA, as fiscal agent (the “Fiscal Agent”), and Citibank, N.A., as initial funding lender (the “Funding Lender”), for the purpose of lending the proceeds thereof to APV Allen Parkway Village, LP, a Texas limited partnership (the “Borrower”), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development known as the Allen Parkway Village Apartments located at approximately 1600 Allen Parkway Drive, Houston, Texas 77019, described more fully on Exhibit A attached hereto (the “Project”), all in accordance with the Constitution and laws of the State of Texas; and

WHEREAS, the Board, by resolution adopted on December 15, 2020, declared its intent to provide financing for the Project; and

WHEREAS, in order to assist in carrying out such acquisition, rehabilitation and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Borrower

Loan Agreement dated as of July 1, 2022 (the “Borrower Loan Agreement”), between the Governmental Lender and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Notes (the “Mortgage Loan”) to the Borrower to enable the Borrower to finance the cost of acquisition, rehabilitation and equipping of the Project and related costs, and (ii) the Borrower will execute and deliver to the Governmental Lender promissory notes (the “Multifamily Notes”) in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Notes, and providing for payment of interest on such principal amount equal to the interest on the Governmental Notes and to pay other costs described in the Agreement; and

WHEREAS, in order to assure compliance with Section 142(d) of the Internal Revenue Code of 1986, as amended (the “Code”), the Governmental Lender will require the Borrower to enter into a Regulatory Agreement and Declaration of Restrictive Covenants dated as of July 1, 2022 (the “Regulatory Agreement”) with respect to the Project; and

WHEREAS, it is anticipated that the Multifamily Notes will be secured by a Leasehold Deed of Trust (with Security Agreement, Assignment of Rents and Fixture Filing) (the “Mortgage”) from the Borrower for the benefit of the Governmental Lender; and

WHEREAS, the Governmental Lender’s rights (except for certain reserved rights) under the Mortgage Loan, including the Multifamily Notes and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Deed of Trust and Loan Documents (the “Assignment”) between the Governmental Lender and the Fiscal Agent and acknowledged, accepted and agreed to by the Borrower; and

WHEREAS, the Board desires to ratify certain other actions heretofore taken with respect to the Governmental Notes; and

WHEREAS, the Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Notes and all other funds received and held under the Funding Loan Agreement; and

WHEREAS, Section 147(f) of the Code requires that the Governmental Notes be approved by the “applicable elected representative” (the “AER”) after a public hearing following reasonable public notice; and

WHEREAS, with respect to notes issued by the Governmental Lender, the AER is the Mayor of the City of Houston (“City”); and

WHEREAS, notice of a public hearing with respect to the Governmental Notes and the Project held by the Governmental Lender on May 12, 2022, was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; and

WHEREAS, the public hearing was held on the date and at the time and place set out in such published notice, and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the issuance of the Governmental Notes and the Project to be heard; and

WHEREAS, the Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Borrower Loan Agreement, the Regulatory Agreement, the Multifamily Notes, the Mortgage, and the Assignment, and have found the form and substance of such documents to be satisfactory and proper; and have determined to provide financing for the Project in accordance with such documents by authorizing the issuance of the Governmental Notes, the execution and delivery of such documents and the taking of such other actions as may be necessary or convenient;

NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GOVERNMENTAL LENDER THAT:

Section 1.--Public Hearing. The Board hereby finds, determines, recites and declares that a public hearing with respect to the Governmental Notes and the Project was held on May 12, 2022; that notice of such public hearing was published no less than 7 days before such date in a newspaper of general circulation available to residents within the City; that such notice included the date, time and place of the public hearing, the location, general nature and the initial owner of the Project and the maximum aggregate principal amount of the Governmental Notes; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

Section 2.--Issuance, Execution, Sale and Delivery of the Governmental Notes. The issuance of the Governmental Notes is hereby authorized, according to the conditions set forth herein and in the Funding Loan Agreement, and that, upon execution and delivery of the Funding Loan Agreement, the President or any Vice President or Secretary of the Governmental Lender each are authorized hereby to execute, attest and affix the Governmental Lender's seal to the Governmental Notes (if any) and to deliver the Governmental Notes to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and to the Fiscal Agent for authentication (to the extent required in the Funding Loan Agreement), and thereafter to sell the Governmental Notes to the initial funding thereof and deliver the Governmental Notes as provided in the Funding Loan Agreement.

Section 3.--Interest Rate, Principal Amount, Maturity and Price. The officers of the Governmental Lender are hereby authorized to fix and determine the interest rate, principal amount, maturity and price of the Governmental Notes, all of which determinations shall be conclusively evidenced by the execution and delivery by such officers of the Funding Loan Agreement; provided, however, that: (a) the interest rate on each Governmental Note shall not exceed 8% per annum, subject to adjustment as provided in the Funding Loan Agreement; provided that, in no event shall the interest rate on the Governmental Note (including any default interest rate) exceed the maximum interest rate permitted by applicable law; (b) the aggregate principal amount of the Governmental Notes shall not exceed \$45,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than July 1, 2062.

Section 4.--Approval, Execution and Delivery of the Funding Loan Agreement. The form and substance of the Funding Loan Agreement are hereby approved; and that the President or any Vice President or the Secretary of the Governmental Lender are each hereby authorized to execute

and attest to the Funding Loan Agreement and to deliver the Funding Loan Agreement to the Fiscal Agent. The Fiscal Agent is authorized to invest the moneys held under the Funding Loan Agreement as provided therein.

Section 5.--Approval, Execution and Delivery of the Borrower Loan Agreement. The form and substance of the Borrower Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Borrower Loan Agreement and to deliver the Borrower Loan Agreement to the Borrower.

Section 6.--Approval, Execution and Delivery of the Regulatory Agreement. The form and substance of the Regulatory Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to the Regulatory Agreement and to deliver the Regulatory Agreement to the Borrower and the Fiscal Agent.

Section 7.--Determination of Moderate Income. The Board has heretofore determined and hereby confirms, in accordance with the Act, for purposes of the Project, until revised by the Board, that the maximum amount constituting moderate income shall be 80% of area median income, as established by the Governmental Lender.

Section 8.--Acceptance of the Mortgage and the Multifamily Notes. That the Mortgage and the Multifamily Notes are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Notes to the order of the Fiscal Agent, without recourse.

Section 9.--Execution and Delivery of Other Documents. The officers of the Governmental Lender are each hereby authorized to execute, attest and affix the Governmental Lender's seal (if any) to and deliver such other agreements, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, written requests and other papers, including the Assignment, whether or not mentioned herein, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Section 10.--Power to Revise Form of Documents. Notwithstanding any other provision of this Resolution, the officers of the Governmental Lender are each hereby authorized to make or approve such revisions to this Resolution and in the form of the documents hereby approved, in the opinion of Bond Counsel, as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and approval of such changes by the Governmental Lender shall be indicated by such officers' execution of the documents.

Section 11.--Incorporation of Preamble. The recitals in the preamble of this Resolution are true, correct and complete and each and all of such recitals and the findings therein are hereby incorporated by reference to the same extent as if set forth herein in full.

Section 12.--Submission to the Attorney General of Texas. The Board hereby authorizes the submission by bond counsel to the Attorney General of Texas, for approval as required under

Chapter 1202, Texas Government Code, of a transcript of legal proceedings relating to the issuance, sale and delivery of the Governmental Notes.

Section 13.--Purposes of Resolution. The Board has expressly determined and hereby confirms that the issuance of the Governmental Notes to assist in the financing of the Project will promote the public purposes set forth in Chapter 392 and Section 394.002 of the Texas Local Government Code and will accomplish a valid public purpose of the Governmental Lender by assisting persons of low and moderate income to obtain decent, safe and sanitary housing at affordable prices and for other valid public purposes.

Section 14.--Limited Obligations. The Governmental Notes and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Agreement to secure payment of the Governmental Notes and under no circumstances shall the Governmental Notes be payable from any other revenues, funds, assets or income of the Governmental Lender.

Section 15.--Ratification of Certain Prior Actions. All other prior actions taken for or on behalf of the Governmental Lender in connection with the Governmental Notes are hereby ratified, confirmed and approved.

Section 16.--Approval Conditions. The actions and obligations authorized in this Resolution shall be subject to and conditioned upon receipt by the Governmental Lender on the date of delivery of the Governmental Notes of the appropriate opinions of bond counsel with respect to the Governmental Notes.

Section 17.--Information Return for Tax Exempt Private Activity Bonds. The Board further directs that an officer of the Governmental Lender submit or cause to be submitted to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Governmental Notes are issued, a statement containing the information required by Section 149(e) of the Code.

Section 18.--Reserved.

Section 19.--Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

PASSED AND APPROVED this 14th day of June, 2022.

[End of Resolution.]

EXHIBIT A
PROJECT AND BORROWER

Borrower: APV Allen Parkway Village, LP, a Texas limited partnership

Project: 278-unit multifamily residential rental development to be known as the Allen Parkway Village Apartments

The Project will be located at approximately 1600 Allen Parkway, Houston, Texas 77019. It will consist of 40 residential apartment buildings with approximately 327,316 net residential rentable square feet. The unit mix will consist of:

28	one-bedroom units
131	two-bedroom units
99	three-bedroom units
13	four-bedroom units
<u>7</u>	five-bedroom units
278	Total Units