

VICTORY STREET PUBLIC FACILITY CORPORATION
2640 Fountain View Drive ♦ Houston, Texas 77057

BOARD OF DIRECTORS MEETING

TUESDAY, NOVEMBER 15, 2022

**3:50 P.M. *OR UPON ADJOURNMENT OF THE LAKESIDE PLACE PFC
BOARD MEETING***

**HOUSTON HOUSING AUTHORITY CENTRAL OFFICE
2640 FOUNTAIN VIEW, HOUSTON, TX 77057**

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of June 14, 2022 Minutes
- IV. New Business

Resolution No. VSPFC 22-03: Authorizing Victory Street Public Facility Corporation's issuance, sale and delivery of its Multifamily Housing Governmental Note (Park at Humble Apartments, located at or about 9390 FM 1960 West, Humble, Texas 77338) Series 2022.

- V. Adjournment

VICTORY STREET PUBLIC FACILITY CORPORATION

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

MINUTES OF THE VICTORY STREET PUBLIC FACILITY CORPORATION BOARD OF DIRECTORS MEETING TUESDAY, JUNE 14, 2022

A Meeting of the Board of Directors of the Victory Street Public Facility Corporation was held on Tuesday, June 14, 2022, at Clayton Homes located at 1919 Runnels, Houston, Texas 77003.

Chair Snowden called the meeting to order at 4:24 p.m. Secretary Northern called the roll and Chair Snowden declared a quorum present.

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

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 April 19, 2022 Board of Directors meeting minutes. He asked for a motion to adopt the April 19, 2022 meeting minutes.

Director Kirkendoll moved to approve the minutes for the April 19, 2022 VSPFC Board of Directors meeting. Director Cooksey seconded the motion.

Director Snowden asked if there is any discussion or objection to the April 19, 2022 VSPFC 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 No. VSPFC 22-02: Authorizing Victory Street Public Facility Corporation's issuance, sale and delivery of its Multifamily Housing Revenue Bonds (800 Middle), Series 2022A and Multifamily Housing Revenue Bonds (800 Middle), Taxable Series 2022B.

Chair Snowden asked for a motion to approve Resolution No. VSPFC 22-02.

Director Ballard moved to approve Resolution No. VSPFC 22-02. Director Thomas seconded the motion.

Director Snowden asked if there is any discussion or objection to Resolution No. VSPFC 22-02. Having none, Resolution No. VSPFC 22-02 is adopted.

ADJOURNMENT

Director Snowden declared the meeting adjourned at 4:26 p.m.

VICTORY STREET PUBLIC FACILITY CORPORATION

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

REQUEST FOR BOARD AGENDA ITEM

1. Brief Description of Proposed Item

Authorizing Victory Street Public Facility Corporation’s issuance, sale and delivery of its Multifamily Housing Governmental Note (Park at Humble Apartments, located at or about 9390 FM 1960 West, Humble, Texas 77338) Series 2022.

2. Date of Board Meeting: November 15, 2022

3. Proposed Board Resolution:

Resolution: Authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Park at Humble Apartments, located at or about 9390 FM 1960 West, Humble, Texas 77338) Series 2022; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject.

4. Department Head Approval

Signature

DocuSigned by:
Jay Mason
FB1ADD6791F24F3...

Date: 11/9/2022

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

Signature

DocuSigned by:
David A. Northern, Sr.
9E0B1D8C1AF04AA...

Date: 11/9/2022

VICTORY STREET PUBLIC FACILITY CORPORATION

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

MEMORANDUM

TO: VSPFC BOARD OF DIRECTORS
FROM: DAVID A. NORTHERN, SR.
SUBJECT: AUTHORIZING VICTORY STREET PUBLIC FACILITY CORPORATION'S ISSUANCE, SALE AND DELIVERY OF ITS MULTIFAMILY HOUSING GOVERNMENTAL NOTE (PARK AT HUMBLE APARTMENTS, LOCATED AT OR ABOUT 9390 FM 1960 WEST, HUMBLE, TEXAS 77338) SERIES 2022
DATE: NOVEMBER 4, 2022

This memorandum recommends that the Victory Street Public Facility Corporation ("Issuer") Board of Directors approve Issuer's Multifamily Housing Governmental Note (Park At Humble Apartments) Series 2022, 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 the Issuer which states substantially the following.

BACKGROUND:

Victory Street Public Facility Corporation (the "Issuer") 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 Housing Authority of the City of Houston d/b/a Houston Housing Authority (the "Sponsor") in financing, refinancing or providing public facilities. The Act authorizes the Issuer: (a) to make loans to any person to provide financing for rental residential developments located within the Sponsor's jurisdiction, and intended to be occupied substantially (at least 90 percent) by persons of low and moderate income, as determined by the Issuer; (b) to issue its revenue bonds 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 the issuance of such bonds; and (c) to pledge all or any part of the revenues, receipts or resources of the Issuer, including the revenues and receipts to be received by the Issuer from or in connection with such loans, and to mortgage, pledge or grant security interests in such loans or other property of the Issuer in order to secure the payment of the principal or redemption price of and interest on such bonds. The Board of Directors of the Issuer (the "Board") has determined to authorize the issuance, sale and delivery of its Multifamily Housing Governmental Note (Park at Humble Apartments) Series 2022 (the "Governmental Note") pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of December 1, 2022 (the "Funding Loan Agreement"), between the Governmental Lender, Regions Bank, as fiscal agent (the "Fiscal Agent"), and Regions Bank, as initial funding lender (the "Funding Lender"), for the purpose of lending the proceeds thereof to Park at Humble Apartments, LLC, a Texas limited liability company (the "Borrower"), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development to be known as Park at Humble Apartments to be located at approximately 9390 FM 1960, Humble, Texas 77338 (the "Project"), all in accordance with the Constitution and laws of the State of Texas. The Board, by resolution adopted on July 16, 2019, declared its intent to provide financing for the Project. In order to assist in carrying out the acquisition,

rehabilitation and equipping of the Project, the Board has determined that the Governmental Lender shall enter into a Project Loan Agreement dated as of December 1, 2022 (the "Project Loan Agreement"), between the Governmental Lender, Fiscal Agent and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Note (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 a promissory note (the "Multifamily Note") in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Note, and providing for payment of interest on such principal amount equal to the interest on the Governmental Note and to pay other costs described in the Project Loan 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 December 1, 2022 (the "Regulatory Agreement") with respect to the Project. It is anticipated that the Multifamily Note 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 Note and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Notes, Liens, Security Interest and Other 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 Note. The Governmental Lender desires to authorize the Fiscal Agent to invest and reinvest the proceeds of the Governmental Note and all other funds received and held under the Funding Loan Agreement. Section 147(f) of the Code requires that the Governmental Note be approved by the "applicable elected representative" (the "AER") after a public hearing following reasonable public notice. With respect to the Governmental Note, the AER is the Mayor of Houston, Texas. Notice of a public hearing with respect to the Governmental Note and the Project held by the Governmental Lender on October 10, 2022, was published no less than 7 days before such date. The Board held such public hearing 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 Note and the Project to be heard. The Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Project Loan Agreement, the Regulatory Agreement, the Multifamily Note, 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 Note, 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 Note and the Project was held on October 10, 2022; that notice of such public hearing was published no less than 7 days prior to the hearing; 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 Note; and that all comments from interested persons were taken at such public hearing and were provided to the AER.

The issuance of the Governmental Note 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 to deliver the Governmental Note 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 Note to the initial funding lender thereof and deliver the Governmental Note 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 Note, 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 the Governmental Note shall not exceed 9% 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 Note shall not exceed \$35,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than December 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 Project Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute and attest to the Project Loan Agreement and to deliver the Project 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 and attest 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 140% of area median income, as established by the Governmental Lender.

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

The officers of the Governmental Lender are each hereby authorized to execute and attest 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 Note.

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 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.

The Governmental Note and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Funding Loan Agreement to secure payment of the Governmental Note and under no circumstances shall the Governmental Note 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 Note 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 Note of the appropriate opinions of bond counsel with respect to the Governmental Note.

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 Note is issued, a statement containing the information required by Section 149(e) of the Code.

RECOMMENDATION

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

Resolution: Authorizing the issuance, sale and delivery of Multifamily Housing Governmental Note (Park at Humble Apartments, located at or about 9390 FM 1960 West, Humble, Texas 77338) Series 2022; authorizing the execution and delivery of documents and instruments necessary to carry out the financing of such multifamily residential rental development; and containing other provisions relating to the subject.

RESOLUTION NO. VSPFC 22-03

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL NOTE (PARK AT HUMBLE APARTMENTS) SERIES 2022; 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, Victory Street Public Facility Corporation (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 Housing Authority of the City of Houston d/b/a 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 located within the Sponsor’s jurisdiction 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 Note (Park at Humble Apartments) Series 2022 (the “Governmental Note”) pursuant to and in accordance with the terms of a Funding Loan Agreement dated as of December 1, 2022 (the “Funding Loan Agreement”), between the Governmental Lender, Regions Bank, as fiscal agent (the “Fiscal Agent”), and Regions Bank, as initial funding lender (the “Funding Lender”), for the purpose of lending the proceeds thereof to Park at Humble Apartments, LLC, a Texas limited liability company (the “Borrower”), to provide financing for the acquisition, rehabilitation and equipping of a multifamily rental residential development to be known as Park at Humble Apartments to be located at approximately 9390 FM 1960, Humble, Texas 77338 as 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 September 21, 2021, 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 Project Loan Agreement dated as of December 1, 2022 (the “Project Loan Agreement”), between the

Governmental Lender, Fiscal Agent and the Borrower, pursuant to which (i) the Governmental Lender will agree to make a mortgage loan funded with the proceeds of the Governmental Note (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 a promissory note (the "Multifamily Note") in an original aggregate principal amount equal to the original aggregate principal amount of the Governmental Note, and providing for payment of interest on such principal amount equal to the interest on the Governmental Note and to pay other costs described in the Project Loan 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 December 1, 2022 (the "Regulatory Agreement") with respect to the Project; and

WHEREAS, it is anticipated that the Multifamily Note 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 Note and the Mortgage, will be assigned to the Fiscal Agent, as its interests may appear, pursuant to an Assignment of Notes, Liens, Security Interest and Other 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 Note; and

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

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

WHEREAS, with respect to the Governmental Note, the AER is the Mayor of Houston, Texas; and

WHEREAS, notice of a public hearing with respect to the Governmental Note and the Project held by the Governmental Lender on October 10, 2022, was published no less than 7 days before such date; and

WHEREAS, the Board held such public hearing 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 Note and the Project to be heard; and

WHEREAS, the Board and its advisors have examined proposed forms of the Funding Loan Agreement, the Project Loan Agreement, the Regulatory Agreement, the Multifamily Note, 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 Note, 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 Note and the Project was held on October 10, 2022; that notice of such public hearing was published no less than 7 days prior to the hearing; 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 Note; 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 Note. The issuance of the Governmental Note 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 to deliver the Governmental Note 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 Note to the initial funding lender thereof and deliver the Governmental Note 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 Note, 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 the Governmental Note shall not exceed 9% 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 Note shall not exceed \$35,000,000; and (iii) the final maturity of the Governmental Notes shall occur not later than December 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 Project Loan Agreement. The form and substance of the Project Loan Agreement are hereby approved; and that the officers of the Governmental Lender are each hereby authorized to execute and attest to the Project Loan Agreement and to deliver the Project 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 and attest 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 140% of area median income, as established by the Governmental Lender.

Section 8.--Acceptance of the Mortgage and the Multifamily Note. That the Mortgage and the Multifamily Note are hereby accepted by the Governmental Lender; and that the officers of the Governmental Lender are each hereby authorized to endorse the Multifamily Note 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 and attest 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 Note.

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 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.

Section 14.--Limited Obligations. The Governmental Note and the interest thereon shall be limited obligations of the Governmental Lender payable solely from the revenues, funds and assets pledged under the Funding Loan Agreement to secure payment of the Governmental Note and under no circumstances shall the Governmental Note 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 Note 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 Note of the appropriate opinions of bond counsel with respect to the Governmental Note.

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 Note is issued, a statement containing the information required by Section 149(e) of the Code.

Section 18.--Effective Date. This Resolution shall be in full force and effect from and upon its adoption.

PASSED AND APPROVED this 15th day of November, 2022.

[End of Resolution.]

**EXHIBIT A
PROJECT AND BORROWER**

Borrower: Park at Humble Apartments, LLC, a Texas limited liability company

Project: 216-unit multifamily residential rental development to be known as Park at Humble Apartments

The Project will be located at approximately 9390 FM 1960, Humble, Texas 77338. It will consist of 18 residential, 1 leasing office/club house building, 1 common laundry/mail building and 1 common laundry building with approximately 227,112 net rentable square feet. The unit mix will consist of:

8	one-bedroom/one-bath units
24	one-bedroom/one and one-half bath units
104	two-bedroom/two-bath units
8	two-bedroom/one and one-half bath units
<u>72</u>	<u>three-bedroom/two-bath units</u>
216	Total Units