

LAKESIDE PLACE PFC

2640 Fountain View Drive ♦ Houston, Texas 77057

BOARD OF DIRECTORS MEETING

TUESDAY, MAY 16, 2023

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

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

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of the March 21, 2023 Meeting Minutes
- IV. New Business

Resolution No. LPPFC 22-13: Resolution declaring Lakeside Place PFC's intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate-income (The Life at Westpark).

- V. Adjournment

LAKESIDE PLACE PFC

2640 Fountain View Drive ♦ Houston, Texas 77057

MINUTES OF THE LAKESIDE PLACE PFC BOARD OF DIRECTORS MEETING TUESDAY, MARCH 21, 2023

A meeting of the Board of Directors (“Board”) of HHA Lakeside Place Public Facility Corporation was held on Tuesday, March 21, 2023 at the Houston Housing Authority Central Office located at 2640 Fountain View Drive, Houston, TX 77057.

Director Snowden called the meeting to order at 4:29 p.m. Secretary Northern called the roll and Director Snowden declared a quorum present.

Present: LaRence Snowden, President & Director
Kris Thomas, Director
Stephanie A.G. Ballard, Director
Andrea Hilliard Cooksey, Director
Dr. Max A. Miller, Jr., Director
David A. Northern, Sr., Secretary

Absent: Kristy Kirkendoll, Director

APPROVAL OF MINUTES

Director Snowden stated the Board has had an opportunity to review the February 28, 2023 Board of Directors meeting minutes. He asked for a motion to adopt the minutes.

Director Thomas moved to adopt the minutes. Director Cooksey seconded the motion.

Director Snowden asked if there is any discussion or objection to the February 28, 2023 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. LPPFC 23-03: Authorizing Lakeside Place PFC’s acquisition and lease of that certain improved property known as “5 Oaks Apartments” located at 18203 Westfield Place Drive, Houston, Texas 77090, and the execution of all required documents therefor

Resolution No. LPPFC 23-04: Authorizing Lakeside Place PFC’s acquisition and lease of that certain improved property known as “Briar Court” located at or about 11250 Briar Forest Drive, Houston, Texas 77042, and the execution of all required documents therefor.

Resolution No. LPPFC 23-05: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Broadstone Briar Forest" located at 2215 Avenida La Quinta Street, Houston, Texas 77077, and the execution of all required documents therefor.

Resolution No. LPPFC 23-06: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Broadstone Toscano", located at 2900 N. Braeswood Blvd., Houston, Texas 77025, and the execution of all required documents therefor.

Resolution No. LPPFC 23-07: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Cathedral Lakes", located at 698 Basilica Bay Dr., Spring, Texas 77386, and the execution of all required documents therefor.

Resolution No. LPPFC 23-08: Authorizing Lakeside Place PFC's acquisition and lease of that certain unimproved property to be developed as a multifamily residential development to be known as "Lively at Cypress Creek", located at 13030 Perry Road, Houston, Texas 77070, and the execution of all required documents therefor.

Resolution No. LPPFC 23-09: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Madison at Bear Creek" located at 5735 Timber Creek Place Drive, Houston, Texas 77084, and the execution of all required documents therefor.

Resolution No. LPPFC 23-10: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Parc at Champion Forest" located at 15330 Bammel North Houston Road, Houston, Texas 77014, and the execution of all required documents therefor.

Resolution No. LPPFC 23-11: Authorizing Lakeside Place PFC's acquisition and lease of that certain improved property known as "Timberwalk Apartments" located at 5635 Timber Creek Place Drive, Houston, Texas 77084, and the execution of all required documents therefor.

Resolution No. LPPFC 23-12: Authorizing Lakeside Place PFC's acquisition and lease of that certain property to be known as "COOP at Farmers Market", located at 1690 North Loop, Houston, Texas 77009, and the execution of all required documents therefor.

President Snowden asked for a motion to vote on Resolution Nos. LPPFC 23-03, 23-04, 23-05, 23-06, 23-07, 23-08, 23-09, 23-10, 23-11 and 23-12 in seriatim.

Director Cooksey motioned. Director Thomas seconded the motion.

Director Snowden asked for a motion to adopt Resolution Nos. Nos. LPPFC 23-03, 23-04, 23-05, 23-06, 23-07, 23-08, 23-09, 23-10, 23-11 and 23-12.

Director Miller motioned to adopt, and Director Thomas seconded.

Director Snowden asked if there is any discussion or objection to adopting said resolutions. Having none, the Director Snowden called for a vote. All voted in favor therefore Resolution Nos. Nos. LPPFC 23-03, 23-04, 23-05, 23-06, 23-07, 23-08, 23-09, 23-10, 23-11 and 23-12 are adopted.

ADJOURNMENT

Director Snowden declared the meeting adjourned at 4:31 p.m.

LAKESIDE PLACE PFC

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

REQUEST FOR BOARD AGENDA ITEM

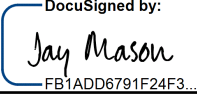
1. Brief Description of Proposed Item

Resolution declaring Lakeside Place PFC’s intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate-income (The Life at Westpark)

2. Date of Board Meeting: May 16, 2023

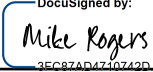
3. Proposed Board Resolution:

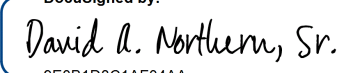
Resolution: Declaring the intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate-income (The Life at Westpark); Prescribing certain terms and conditions of such bonds; Authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject.

4. Department Head Approval Signature  Date: 5/11/2023
DocuSigned by: Jay Mason
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5. Statement regarding availability of funds by VP of Fiscal Operations

Funds Budgeted and Available Yes No Source Third Party

VP of FO Approval Signature  Date: 5/11/2023
DocuSigned by: Mike Rogers
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6. Approval of President & CEO Signature  Date: 5/11/2023
DocuSigned by: David A. Northern, Sr.
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LAKESIDE PLACE PFC

2640 FOUNTAIN VIEW DR. ♦ HOUSTON, TEXAS 77057

MEMORANDUM

TO: LAKESIDE PLACE PFC BOARD OF DIRECTORS
FROM: DAVID A. NORTHERN, SR., SECRETARY
SUBJECT: RESOLUTION DECLARING LAKESIDE PLACE PFC'S INTENT TO ISSUE BONDS TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE-INCOME (THE LIFE AT WESTPARK)
DATE: APRIL 24, 2023

This memorandum is accompanied by a formal resolution drafted by counsel representing HHA which states substantially the following

BACKGROUND:

The Board of Commissioners of the Houston Housing Authority (the "Unit") has, pursuant to the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), approved and created the Lakeside Place PFC, a Texas nonprofit public facility corporation (the "Issuer")

The Issuer, on behalf of the Unit, is empowered to issue bonds to finance, refinance, or provide one or more public facilities, as such term is defined in the Act, which projects will be within the Issuer's jurisdiction.

The Life at Westpark LIHTC LP, a Texas partnership or such other limited partnership as the sole member of the general partner designates (the "User") has requested that the Issuer finance the acquisition and rehabilitation of an affordable multifamily housing project consisting of approximately 312 units located at approximately 14100 Rio Bonito Road, Houston, TX 77083, and commonly known as The Life at Westpark (the "Project"), and further that the Issuer adopt this Resolution with respect to the proposed development, renovation, rehabilitation, and installation of the Project.

The User has advised the Issuer that a contributing factor which would further induce the User to proceed with providing for the development of the Project would be an agreement by the Issuer to issue revenue bonds pursuant to the Act (the "Bonds") to finance and pay for the Project.

In view of a shortage of decent, safe, and sanitary housing for persons and families of low income at prices or rentals that they can afford, it is considered essential that development of the Project be completed at the earliest practicable date, but at the same time, the User wishes to begin construction of the Project after satisfactory assurances from the Issuer, subject to the conditions set forth herein, that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the costs of the Project will be made available to finance the Project.

The Issuer finds, intends, and declares that this Resolution shall constitute its official action, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount up to \$50,000,000 and to expend the proceeds thereof to renovate, rehabilitate, develop, and equip the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds.

In order to finance and pay for the Project through the issuance of revenue bonds, the interest on which is excludable from the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "Code"), the Issuer must submit an Application for Allocation of Private Activity Bonds (the "Application") to the Texas Bond Review Board (the "TBRB") for a reservation of state ceiling available to "private activity bonds" (as defined in the Code) for a calendar year.

RECOMMENDATION:

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

Resolution: Declaring intent to issue bonds to provide financing for a multifamily residential rental development for persons of low income (The Life at Westpark); Prescribing certain terms and conditions of such bonds; Authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject.

Lakeside Place PFC

RESOLUTION NO. LPPFC 23-13

RESOLUTION DECLARING INTENT TO ISSUE BONDS TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW INCOME (THE LIFE AT WESTPARK); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT.

WHEREAS, the Board of Commissioners of the Houston Housing Authority (the "Unit") has, pursuant to the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), approved and created the Lakeside Place PFC, a Texas nonprofit public facility corporation (the "Issuer")

WHEREAS, the Issuer, on behalf of the Unit is empowered to issue bonds to finance, refinance, or provide one or more public facilities, as such term is defined in the Act, which projects will be within the Issuer's jurisdiction;

WHEREAS, The Life at Westpark LIHTC LP, a Texas limited partnership or such other limited partnership as the sole member of its general partner designates (the "User") has requested that the Issuer finance the acquisition and substantial rehabilitation of a low-income multifamily housing project consisting of approximately 312 units located at approximately 14100 Rio Bonito Road, Houston, TX 77083, and commonly known as The Life at Westpark (the "Project"), and further that the Issuer adopt this resolution with respect to the proposed development, renovation, rehabilitation, and installation of the Project;

WHEREAS, the User has advised the Issuer that a contributing factor which would further induce the User to proceed with providing for the development of the Project would be an agreement by the Issuer to issue revenue bonds pursuant to the Act (the "Bonds") to finance and pay for the Project;

WHEREAS, in view of a shortage of decent, safe, and sanitary housing for persons and families of low income at prices or rentals that they can afford, it is considered essential that construction of the Project be completed at the earliest practicable date, but at the same time, the User wishes to begin construction of the Project after satisfactory assurances from the Issuer, subject to the conditions set forth herein, that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the costs of the Project will be made available to finance the Project;

WHEREAS, the Issuer finds, intends, and declares that this Resolution shall constitute its official action, subject to the conditions set forth herein, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User not to exceed the maximum aggregate principal amount up to \$50,000,000 and to expend the proceeds thereof to develop the Project and to pay all expenses and costs of the Issuer in connection with the issuance of the Bonds; and

WHEREAS, in order to finance and pay for the Project through the issuance of revenue bonds, the interest on which is excludable from the gross income of the holders thereof under the Internal Revenue Code of 1986, as amended (the "Code"), the Issuer must submit an Application for Allocation of Private Activity Bonds (the "Application") to the Texas Bond Review Board (the "TBRB") for a reservation of state ceiling available to "private activity bonds" (as defined in the Code) for a calendar year;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ISSUER THAT:

Section 1. Subject to the terms hereof, the Issuer agrees that it will:

(a) Issue the Bonds and, if the User and the Issuer agree, other evidences of indebtedness providing temporary financing of the Project which will be issued after the date hereof and be refunded by the Bonds pursuant to the Act, or any other Texas legislation heretofore or hereafter enacted which may provide a suitable method of financing in addition to or in substitution for the Act.

(b) Cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, the Issuer will take such action and authorize the execution of such documents and will take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary or desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums, paying agents' charges, and Trustee's fees, if any, on the Bonds; payment of fees and charges of the Issuer or the Unit; development of the Project or reimbursement of Project costs; and use, operation, and maintenance of the Project (and the execution of any appropriate and necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be mutually satisfactory to the Issuer, the Unit, and the User. The Issuer reasonably expects to reimburse the User for all or a portion of the costs ("Costs of the Project") that have been or will be paid subsequent to the date that is 60 days prior to the date hereof in connection with the development of the property comprising the Project from the proceeds of the Bonds in an amount which is reasonably estimated to be sufficient: (a) to fund a loan to provide financing for the construction, equipping, and furnishing of the Project and costs incidental thereto, including reimbursing the User for all costs that have been or will be paid subsequent to the date that is 60 days prior to the date hereof in connection with the construction of the Project; (b) to fund certain reserves for the benefit of the holders of the Bonds; and (c) to pay certain costs incurred in connection with the issuance of the Bonds.

(c) If the proceeds from the sale of the Bonds are insufficient, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the development of the Project, as requested by the User and within then applicable limitations.

(d) Take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas, the Unit, nor any political issuer, subdivision, or agency of the State of Texas shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State of Texas, the Unit, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

The obligation of the Issuer to issue the Bonds is specifically subject to satisfaction of each of the following conditions:

Resolution No. LPPFC 23-13

- (i) The receipt of a ruling from the Internal Revenue Service or an opinion from nationally recognized bond counsel, substantially to the effect that the interest on the Bonds is excludable from gross income tax purposes under existing law;
- (ii) Approval of the Bonds by all other governmental agencies required to approve the Bonds including, but not limited to, approval of the Bonds by the Mayor of the City of Houston, Texas, the Attorney General of the State of Texas, and any other applicable governmental authority; and
- (iii) Any other conditions reasonably imposed by the Issuer and/or the Unit.

Section 2. The Issuer hereby authorizes the submission of an Application to the TBRB for a reservation of the state ceiling for “private activity bonds” for program year 2023 (or other available bond funds administered by the TBRB) and each subsequent calendar year at the User’s request to finance the Project. Any officer of the Issuer is hereby authorized to execute and submit an Application to the TBRB in such form as may be approved by the TBRB for such purpose.

Section 3. It is understood by the Issuer and the Unit, and the User has represented to the Issuer, that in consideration of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that:

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself to pay to the Issuer (or to a Trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums, paying agents’ fees, and Trustee’s fees, if any, on the Bonds, as and when the same become due and payable, with such contract to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User.

(b) The User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times, indemnify and hold harmless the Issuer against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to attorneys’ fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of, or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, installation, operation, use, occupancy, maintenance, or ownership of the Project.

(c) The User will provide to the Issuer all information required to be submitted to the TBRB and any other governmental agencies for approval of the Project or the Bonds and will execute all necessary documents in connection therewith.

Section 4. The Issuer finds, determines, recites, and declares that the issuance of the Bonds to provide financing for the Project will promote the public purposes set forth in Section 303 of the Act, including, without limitation, assisting persons of low and moderate income to obtain decent, safe and sanitary housing at rentals they can afford.

Section 5. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor anyone claiming by, through, or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

Section 6. It is understood by the Issuer that all commitments of the Issuer and the User with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than three years from the date of this Resolution, or such other date as shall be mutually satisfactory to the Issuer and the User.

Section 7. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any of its wholly-owned subsidiaries; (iii) any “related person” as defined in Section 144(a)(3) of the Code; or (iv) any legal successor thereto, respectively, subject to approval of the Issuer’s bond counsel and, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 8. The adoption of this Resolution, as requested by the User, shall be deemed to constitute the acceptance of the User’s proposal that it be further induced to proceed with providing the Project and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted, and this Resolution is affirmative of official action taken by the Issuer towards the issuance of the Bonds within the meaning of Sections 1.1038(a)(5)(i) and (ii) and 1.150-2, Title 26, Code of Federal Regulations, as amended, and applicable rulings of the Internal Revenue Service thereunder, to the end that the Bonds issued to reimburse Costs of the Project may qualify for the exemption provisions of Section 142(a)(7) of the Code and that the interest on the Bonds will therefore be excludable from the gross incomes of the holders thereof under the provisions of Section 103(a)(1) of the Code.

Section 9. The Issuer hereby authorizes the filing and any resubmission of an Application with the TBRB, and that Coats Rose, P.C. be designated as the authorized representative of the Issuer for purposes of an Application and that any officer of the Issuer is hereby authorized and directed to execute an Application on behalf of the Issuer and to take any and all other actions related to such Application or necessary or desirable to carry out the provisions of this Resolution.

Section 10. Notwithstanding any other provision of this Resolution, the officers of the Issuer 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 Issuer shall be indicated by such officers’ execution of the documents.

PASSED AND APPROVED this _____ day of _____, 2023.