



**MANOR HOUSING PUBLIC FACILITY CORPORATION
REGULAR SESSION MINUTES
OCTOBER 16, 2024**

PRESENT:

Dr. Christopher Harvey, President

COUNCIL MEMBERS:

Emily Hill, Mayor Pro Tem, Vice-President
Anne Weir, Board Member
Maria Amezcua, Board Member (Arrived at 6:21 p.m.)
Sonia Wallace, Board Member
Aaron Moreno, Board Member
Deja Hill, Board Member (Arrived at 6:15 p.m.)

CITY STAFF:

Scott Moore, City Manager
Lluvia T. Almaraz, City Secretary
Scott Jones, Economic Development Director
Gregory Miller, Bond Counsel

REGULAR SESSION – 6:00 P.M.

With a quorum of the Board Members present, the regular session of the Manor Housing Public Facility Corporation was called to order by Board President Harvey at 6:08 p.m. on Wednesday, October 16, 2024, in the Council Chambers of the Manor City Hall, 105 E. Eggleston St., Manor, Texas.

PUBLIC COMMENTS

No one appeared at this time.

REGULAR AGENDA

1. Consideration, discussion, and possible action to approve the Manor Housing Public Facility Corporation Minutes of the September 18, 2024, meeting.

MOTION: Upon a motion made by Board Member Weir and seconded by Board Member Moreno to approve the Manor Housing Public Facility Corporation Minutes of the October 16, 2024, meeting.

There was no further discussion.

Motion to approve carried 5-0

2. Consideration, discussion, and possible action on a Resolution authorizing the issuance, sale and delivery of Manor Housing Public Facility Corporation Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$60,815,000; approving the form and substance of a trust indenture, a loan agreement, a regulatory agreement and declaration of restrictive covenants, a tax exemption certificate and agreement, and a bond purchase agreement; authorizing the execution of any other documents and instruments necessary or convenient to carry out the purposes of this resolution; and containing other provisions relating thereto.

Gregory Miller, Bond Counsel, discussed the proposed resolution regarding the issuance, sale, and delivery of Manor Housing Public Facility Corporation Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$60,815,000

(Board members Amezcua and Deja Hill arrived and took their place on the dais.)

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Weir to approve Resolution 2024-MHPFC04 authorizing the issuance, sale and delivery of Manor Housing Public Facility Corporation Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$60,815,000; approving the form and substance of a trust indenture, a loan agreement, a regulatory agreement and declaration of restrictive covenants, a tax exemption certificate and agreement, and a bond purchase agreement; authorizing the execution of any other documents and instruments necessary or convenient to carry out the purposes of this resolution; and containing other provisions relating thereto.

There was no further discussion.

Motion to approve carried 7-0

- 3. Consideration, discussion, and possible action on a Resolution authorizing the issuance, sale and delivery of Subordinate Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$4,000,000; approving the form and substance of a subordinate indenture, a subordinate loan agreement, a regulatory agreement and declaration of restrictive covenants, a tax exemption certificate and agreement, and a bond purchase agreement; authorizing the execution of any other documents and instruments necessary or convenient to carry out the purposes of this resolution; and containing other provisions relating thereto.**

Gregory Miller, Bond Counsel, discussed the proposed resolution authorizing the issuance, sale, and delivery of Subordinate Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$4,000,000.

MOTION: Upon a motion made by Board Member Moreno and seconded by Board Member Weir to approve Resolution No. 2024-MHPFC05 authorizing the issuance, sale, and delivery of Subordinate Multifamily Housing Revenue Bonds (Tower Road Apartments), Series 2024 in an aggregate principal amount not to exceed \$4,000,000; approving the form and substance of a subordinate trust indenture, a subordinate loan agreement, a regulatory agreement and declaration of restrictive covenants, a tax exemption certificate and agreement, and a bond purchase agreement; authorizing the execution of any other documents and instruments necessary or convenient to carry out the purposes of this resolution; and containing other provisions relating thereto.

There was no further discussion.

Motion to approve carried 7-0

- 4. Consideration, discussion, and possible action to engage Chapman & Cutler LP as Co-Partnership Counsel for the Tower Road Apartments project.**

Gregory Miller, Bond Counsel, discussed the engagement with Chapman & Cutler LP as Co-Partnership Counsel for the Tower Road Apartments project.

MOTION: Upon a motion made by Board Member Moreno and seconded by Board Member Emily Hill to approve and authorize the General Manager to negotiate and execute an agreement in substantially the same form as what has been provided to the Board for this matter with Chapman and Cutler LP to serve as co-general partnership counsel to the MHPFC for the Tower Roads Apartments project.

There was no further discussion.

Motion to approve carried 7-0

5. **Consideration, discussion, and possible action on a Resolution of the Manor Housing Public Facility Corporation styled as “Resolution of the Ground Lessor and the Sole Member of MHPFC TRGP1 LLC and Tower Road Contractor” which will be approved in the PFC’s capacity as ground lessor, the sole member of MHPFC TRGP1 LLC, as incoming general partner of Manor Leased Housing Associates I, Limited Partnership, and sole member of Tower Road Contractor LLC, general contractor for the Tower Road Apartments, to facilitate and accomplish the construction, development, financing, operation, and maintenance of the Tower Road Apartments (the “Project”), authorizing the acceptance of real property, the ground leasing of the same property, obtaining financing , including with an equity financing, senior and subordinate bond financing, construction and permanent loan financing, bridge loan financing, the approval of construction contracts, the execution of a partnership resolution, providing for general partner authorization, ground lessor authorization, and general contractor authorization to undertake actions in furtherance of the Project and ratification of any prior related actions taken in furtherance of the Project.**

Gregory Miller, Bond Counsel, discussed the proposed resolution.

MOTION: Upon a motion made by Board Member Weir and seconded by Board Member Wallace to approve Resolution No. 2024-MHPFC06 of the Ground Lessor and the Sole Member of MHPFC TRGP1 LLC and Tower Road Contractor, as has been provided to the Board as part of the agenda materials as presented.

There was no further discussion.

Motion to approve carried 7-0

6. **Consideration, discussion, and possible action to authorize the creation of Tower Road Contractor LLC and approve an Operating Agreement of Tower Road Contractor LLC.**

Gregory Miller, Bond Counsel, discussed the proposed agreement.

MOTION: Upon a motion made by Board Member Moreno and seconded by Board Member Wallace to authorize the General Manager to file documentation for the creation of Tower Road Contractor LLC and execute an operating agreement in substantially the same form as the agreement attached to this summary.

There was no further discussion.

Motion to approve carried 7-0

ADJOURNMENT

The Regular Session of the Manor Housing Public Facility Corporation was Adjourned at 6:44 p.m. on Wednesday, October 16, 2024.

The Manor Housing Public Facility Corporation approved these minutes on the ____ day of _____ 2024.

APPROVED:

Dr. Christopher Harvey
PFC Board President

ATTEST:

Lluvia T. Almaraz,
PFC Board Secretary