

RESOLUTION NO. 2023-MHPEC02

A RESOLUTION OF THE MANOR HOUSING PUBLIC FACILITY CORPORATION AUTHORIZING AN APPLICATION TO THE TEXAS BOND REVIEW BOARD FOR AN ALLOCATION OF UP TO \$70,000,000 IN PRIVATE ACTIVITY VOLUME CAP MULTI-FAMILY NON-RECOURSE BONDS TO MANOR LEASED HOUSING ASSOCIATES I, LP, OR ONE OF DOMINIUM ACQUISITION, LLC'S RELATED ENTITIES, FOR A PROPOSED AFFORDABLE MULTI-FAMILY DEVELOPMENT TO BE KNOWN AS TOWER ROAD APARTMENTS, LOCATED AT OR NEAR 12200 TOWER ROAD, MANOR, TEXAS 787653

WHEREAS, the Manor Housing Public Facility Corporation (the "Corporation") was created and organized under the provisions of the Texas Housing Public Facility Corporations Act, Chapter 303 of the Texas Local Government Code (the "Act"), to provide a means of financing the costs of residential ownership and development that will result in decent, safe, and sanitary housing for persons of low and moderate-income at prices they can afford; and

WHEREAS, the Corporation, or an entity legally acting for and on behalf of the Corporation (either or both, the "Issuer"), is authorized to provide for the acquisition and construction of multifamily housing developments and to provide for the issuance of revenue bonds (the "Bonds") for this purpose; and

WHEREAS, Manor Leased Housing Associates I, Limited Partnership, is a Texas limited partnership under the laws of the State of Texas; and

WHEREAS, the term "Borrower" means Manor Leased Housing Associates I, Limited Partnership or one of its subsidiaries, affiliates, or related corporations or entities; and

WHEREAS, the Borrower advised the Issuer that it is considering proceeding with the acquisition, construction, equipping, ownership, and operation of certain real and/or personal property within the jurisdiction of the Issuer consisting of an approximately 288-unit multifamily residential rental project situated on approximately 15.42 acres located at or near 12200 Tower Road, City of Manor, Texas (the "Development"); and

WHEREAS, the Borrower advised the Issuer that a contributing factor, which would further induce the Borrower to proceed with the Development, would be a commitment and agreement by the Issuer to issue Bonds; and

WHEREAS, the Borrower also proposed to the Issuer that the Borrower will be further induced to proceed with the Development if the Issuer will commit and agree to issue the Bonds and adopt this Resolution; and

WHEREAS, all or a portion of the expenditures related to the Development (the "Expenditures") were paid within sixty (60) days prior to the passage of this Resolution or will be paid on or after the passage of this Resolution; and

WHEREAS, the Issuer reasonably expects, based upon information supplied by the Borrower upon which it is reasonable and prudent for the Issuer to rely, to reimburse the Borrower or persons acting on its behalf for the Expenditures with the proceeds of the Bonds; and

WHEREAS, the Issuer declares that this Resolution and its provisions constitute the Issuer’s agreement to issue Bonds in such aggregate principal amount, now estimated not to exceed \$70,000,000, as is actually required to finance and pay for the Development; and

WHEREAS, the Issuer finds, considers, and declares that the issuance of Bonds in the amount identified above and for the purpose identified above is appropriate and consistent with the objectives of the Act and that the adoption of this Resolution constitutes: (i) an inducement for the Borrower to proceed with providing for the acquisition, construction, and improvement of the Development; (ii) an affirmative official action by the Issuer, acting by and through its Board of Directors, towards the issuance of the Bonds, and that such action is similar to the adoption of a bond resolution within the meaning of Section 1.103-8(a)(5) of the Federal Treasury Regulations; and (iii) in accordance with the provisions of Section 1.150-2 of the Federal Treasury Regulations, a declaration of the Issuer’s intent to reimburse the Expenditures for the Development at such time as the Bonds are issued.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MANOR HOUSING PUBLIC FACILITY CORPORATION:

Section 1. The Issuer agrees as follows:

- (a) To adopt a bond resolution or bond resolutions, when requested by the Borrower, to authorize the issuance of Bonds pursuant to the Act; to issue the Bonds subject to the requirements of the Act; and to execute the appropriate agreements or contracts described in (b) below; to sell the Bonds under terms and conditions satisfactory to the Issuer and the Borrower; to finance and pay for the Development, including amounts sufficient to pay the fees, expenses, and costs in connection with such issuance; and to reimburse the Issuer for its administrative and overhead expenses and costs with respect to the Bonds and the Development, to be payable from payments by the Borrower to the Issuer, or to a corporate trustee, in such sums as are necessary to pay the principal of, interest on, and redemption premium, if any, together with the paying agent’s and trustee’s fees on the Bonds, as and when the same becomes due and payable.
- (b) Prior to the issuance of the Bonds, when requested by the Borrower, to enter into such loan agreement, installment sale agreement, lease, and any other appropriate contract or agreement between the Issuer and the Borrower as mutually acceptable in all respects to the Issuer and the Borrower, under which the Borrower will be obligated to make payments to the Issuer, or to a corporate trustee, in such sums as necessary to pay the principal of, interest on, and redemption premium, if any, together with the paying agent’s and trustee’s fees on the Bonds, as and when the same becomes due and payable, and with such payments

sufficient to defray the Issuer's administrative, overhead, and other expenses and costs with respect to the Bonds and the Development.

- (c) To take, or cause to be taken, such other action and to execute such additional contracts and agreements mutually agreeable to the parties in all respects, when requested by the Borrower as may be required in accordance with the Act and this Resolution, to cause the issuance of the Bonds and to obtain an allocation of the state volume cap for the Bonds.

Section 2. Subject to the provisions of Section 3 of this Resolution, by accepting this Resolution and proceeding with the Development, the Borrower agrees that it will: (i) fully indemnify and hold the Issuer harmless from any and all damages, losses, and reasonable expenses, including attorneys' fees, arising at any time from or with respect to the Bonds and the Development, except those resulting from gross negligence or willful misconduct of the Issuer; and (ii) pay or reimburse the Issuer for all reasonable and necessary out-of-pocket expenses, including attorneys' fees and expenses and the fees and expenses of other consultants, which the Issuer may incur at the request of the Borrower, arising from the performance or attempted performance by the Issuer of its obligations hereunder.

Section 3. Nothing contained in this Resolution binds the Issuer to issue any Bonds. The Issuer has the authority, without cause, not to issue the Bonds.

Section 4. Subject to the provisions of Section 3 of this Resolution, adopting this Resolution constitutes the acceptance of the Borrower's proposal that it be further induced to proceed with providing for the Development and that this proposal and acceptance constitutes an agreement between the Issuer and the Borrower in accordance with the provisions of this Resolution.

Section 5. The Issuer reasonably expects, based upon information supplied by the Borrower upon which it is reasonable and prudent for the Issuer to rely, to reimburse the Expenditures with the proceeds of the Bonds.

[Execution page follows]

PASSED AND APPROVED on the ___ day of _____, 2023.

Dr. Christopher Harvey, President
Board of Directors

ATTEST:

Lluvia T. Almaraz, Secretary
Board of Directors