

**MINUTES OF THE REGULAR MEETING OF
THE PLANO PUBLIC FACILITY CORPORATION
TUESDAY, April 19, 2016**

The Plano Public Facility Corporation board met to discuss and vote on a request to induce bonds for a 4% tax credit development (Plano Artist Lofts) in Plano, Texas.

Present at roll call was Vice Chairperson, Jeanine Boehl and George Elking.

Absent: Wanda Russell

Vice Chairperson Jeanine Boehl declared a quorum.

Vice Chairperson Jeanine Boehl called for public comments. There were no public comments

Vice Chairperson Jeanine Boehl called for discussion regarding the request to induce bonds for a 4% tax credit development (Plano Artist Lofts) in Plano, Texas.

A project financing narrative was presented to the board members by Secretary Burke. The narrative showed a rendering of the Development and narrative of mixed income, transit oriented, energy efficient, multifamily development comprised of 220 new living units on + - 5.5 acres of land in the downtown Plano area. (Avenue G & the 13th / 14th Street Connector). Eighty Percent (80%) of the residential units will be affordable and the remaining Twenty Percent (20%) will be market rate.

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The development will offer housing convenient to all north & east Plano, with easy access to Highway 75 and the GBT (President George Bush Turnpike) and 121-Sam Rayburn Tollway.

Upon Completion of discussion on the agenda item, Vice Chairperson Jeanine Boehl called for the motion on the discussion topic.

George Elking moved to approve the request to induce Bonds for a 4% tax credit development (Plano Artist Lofts), in Plano, Texas. The motion was seconded by Vice Chairperson Jeanine Boehl. The motion carried.

**Ayes: Elking, Boehl
Nays: None
Absent: Russell**

Financial Officer director Dave Young gave a brief overview of the financial status of the Plano Public Facility Corporation.

Secretary to the Board, Earnest Burke, discussed information to the Board members regarding the process required and responsibilities of the Bond Issuer by the Texas Bond Review Board (TBRB).

Vice Chairperson Boehl called for a motion to adjourn the meeting at 3:45 pm

**Ayes: Elking, Boehl
Nays: None
Absent: Russell**

**Earnest Burke,
Secretary to the Board**

Chairperson/Vice Chairperson

Date

Date

RESOLUTION NO. 004-01-16

**RESOLUTION BY THE PLANO PUBLIC FACILITY CORPORATION (THE
"ISSUER") FOR INDUCEMENT OF BONDS TO BE ISSUED TO FINANCE
THE PLANO ARTIST LOFTS PROJECT**

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

WHEREAS, on February 6, 2015, the Issuer's Certificate of Formation was filed with the Secretary of State of Texas;

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 or partially within the Unit's boundaries, including the City of Plano, Texas;

WHEREAS, TX Avenue K, LP, a Texas limited partnership (the "User"), has requested that the Issuer finance a low income multi-family housing project named Plano Artists Lofts consisting of approximately 220 units to be located at 1314 Avenue F, Plano, Texas 75074 (the "Project") within the boundaries of the Unit in Collin County, Texas, and further that the Issuer adopt this Resolution with respect to the acquisition, construction, 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 acquisition and construction of the Project would be a commitment and 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 binding commitment, 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 of up to \$20,000,000 and to expend the proceeds thereof to acquire,

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construct, and install 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 apply 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 PLANO PUBLIC FACILITY CORPORATION 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; acquisition, construction, and improvement of the Project; 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.

(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 acquisition, construction, and installation 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:

(i) evidence that the Project will not be operated for profit or as a source of revenue to the Issuer or User;

(ii) 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;

(iii) 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 Attorney General of the State of Texas and any other applicable governmental authority; and

(iv) any other conditions reasonably imposed by the Issuer.

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 2016 and each subsequent calendar year at the User's request to finance the Project. Any officer of the Board of Directors 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 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.

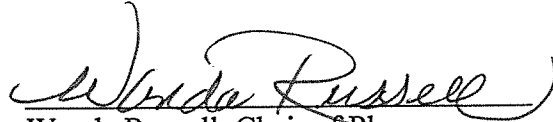
Section 5. It is understood by the Issuer that all commitments of the Issuer and the User with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than three years from the date of this Resolution, or such other date as shall be mutually satisfactory to the Issuer and the User.

Section 6. 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 7. 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 financing for the Project, and this Resolution shall constitute an agreement between the Authority (on behalf of 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.

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PASSED this 19th day of April, 2016.


Wanda Russell, Chair of Plano
Public Facility Corporation

ATTEST:


Earnest Burke, Secretary of Plano
Public Facility Corporation