



“MEETING NOTICE”

August 9, 2023

A REGULAR MEETING OF THE BOARD OF COMMISSIONERS OF DHA, HOUSING SOLUTIONS FOR NORTH TEXAS WILL TAKE PLACE AT:

THE OAKS, 630 S. LLEWELLYN STREET, DALLAS, TEXAS 75208 AT:

12: 00 P.M. ON TUESDAY, AUGUST 15, 2023

The Commissioners may conduct a closed meeting pursuant to **§551.071** of the Texas Government Code to seek the advice of its attorneys about a pending or contemplated litigation or about a settlement offer; or to consult with its attorney on a matter in which the duty of its attorney under the Texas Disciplinary Rules or Professional Conduct of the State Bar of Texas clearly conflicts with the Open Meetings Act and/or pursuant to **§551.072** of the Texas Government Code to deliberate the purchase, exchange, lease, or value of real property, if deliberation in an open meeting would have a detrimental effect on the position of the Authority in negotiations with a third person and/or pursuant to **§551.074** of the Texas Government Code to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or charge against any officer or employee, unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing.

THE MEETING AGENDA IS LIMITED TO:

1. Call to Order.
2. Roll Call
3. Recognition of Individuals Wishing to Address the Board.
4. Approval of Meeting Minutes: July 18, 2023 Board of Commissioners Regular Meeting minutes.

DISCUSSION ITEM(S):

5. A Resolution Authorizing the Write-off of Uncollectible Accounts for Vacated Tenants for the Quarter Ending June 30, 2023. **#5193**
6. A Resolution to Adopt a Plan to Increase Occupancy in DHA Public Housing. **#5194**
7. A Resolution to Purchase and Install Security Access Controls at the HQ Services and Extension Facility. **#5195**
8. A Resolution Authorizing the President and CEO of DHA to Enter into a Master Interlocal Agreement with 791 Purchasing Cooperative Created Under Chapter 791 of the Texas Government Code, to Provide DHA with the Option of Procuring Vendors

Participating in the Cooperative, and to Take Any and All Other Actions Necessary or Convenient to Carry Out This Resolution. **#5196**

9. A Resolution Authorizing DHA to Create NTHP Culbreath, Inc., a Public Facility Corporation, and Any Other Actions Necessary or Convenient to Carry Out This Resolution. **#5197**
10. A Resolution Authorizing DHA to Create NTHP Roseland Homes, Inc., A Public Facility Corporation, and Any Other Actions Necessary or Convenient to Carry Our This Resolution. **#5198**
11. A Resolution Authorizing the President and CEOI of DHA to Create NTHP Roseland I, LP, A Texas Limited Partnership, and Any Other Actions Necessary or Convenient to Carry Out This Resolution. **#5199**
12. A Resolution Authorizing DHA to Create NTHP Roseland Estates, Inc., a Public Facility Corporation, and Any Other Actions Necessary or Convenient to Carry Out This Resolution. **#5200**
13. A Resolution Authorizing the President and CEO of DHA to Create Roseland II, LP, a Texas Limited Partnership, and Ay Other Actions Necessary or Convenient to Carry Out This Resolution. **#5201**
14. A Resolution Authorizing DHA to Create NTHP Oaks Clinic Inc., a Public facility Corporation, and Any Other Actions Necessary or Convenient to Carry Out This Resolution. **#5202**
15. A Resolution Authorizing DHA to Create NTHP Oaks LLC., a Texas Limited Liability Company, and Any Other Actions Necessary or Convenient to Carry Out This Resolution. **#5203**
16. Recognition of Individuals Wishing to Address the Board.
17. Adjournment

Pursuant to § 46.03 Penal Code (places weapons prohibited) and § 551.001 et. seq, Government Code, a person(s) may not enter this Meeting Room carrying a firearm or other weapon.

De acuerdo con § 46.03, Código Penal (lugares donde están prohibas las armas) y § 551.001 et. seq., Código del Gobierno, gente están prohibidas de entrar con armas o armas ocultas en esta Lugar.

DHA is a Fair Housing and Equal Opportunity Agency.

DHA does not discriminate on the basis of disability status in admission or access to its federally assisted programs and activities. Persons with disabilities have the right to request reasonable accommodations. DHA's Disability Rights Coordinator coordinates compliance with the nondiscrimination requirements contained in HUD's regulations. DHA Disability Rights Coordinator, 3939 North Hampton Road, Dallas, TX 75212; 469-965-1961 or TTY 711

DHA will not discriminate on the basis of race, color, national origin, religion, sex, disability, familial status, age, sexual orientation, gender identity or marital status.



MINUTES OF THE REGULAR MEETING OF THE BOARD OF
COMMISSIONERS OF DHA HOUSING SOLUTIONS FOR NORTH TEXAS

The Board of Commissioners of DHA Housing Solutions for North Texas met in Regular Session on Tuesday, July 18, 2023 at 12:00 p.m. at the Multipurpose Center (formerly the YMCA), 3737 Goldman Street, Dallas, Texas 75212.

Chairwoman Culbreath called the meeting to order at 12:08 p.m., those present and absent was as follows:

Present: Betty Culbreath, Chairwoman
Michael Pegues, Vice Chairman
Almas Muscatwalla, Commissioner
Sabrina Steward, Commissioner

Absent: Lindsay Billingsley, Commissioner

Staff members in attendance:

Chetana Chaphekar, CFO
Delbra Henderson
Gregory Mays
Debbie Quitugua
Dr. Priscylla Bento
Laurin Compton
Letetia Patin
Monica Tharp
Kim Nelson
Sharon Lawson
Karon Arnold
Arlena Cordero
Brooke Etie
Myriam Igoufe
Elisabeth Hegberg
Tim Lott
Syed Raza
Griselda Prado
Maria Nellie Rios
Myla Evans
Olen Lee

Visitors/Guest in Attendance:

Parents & Students of Class of 2023 Opportunity Rising Scholars

Chairwoman Culbreath duly convened the meeting and the Board transacted the following business.

After roll call by Letetia Patin, general counsel, Chair Culbreath confirmed there was quorum present. Commissioners Billingsley and Steward were absent at roll call. Commissioner Steward was delayed in reaching the Board meeting on time but participated in the awarding of scholarships to the Opportunity Rising scholars.

President Troy Broussard was absent and the meeting was conducted with Chetana Chaphekar, CFO acting in his stead.

Ms. Chaphekar called for anyone desiring to address the Board. She stated she did not receive cards from anyone requesting to speak.

Chair Culbreath called for a motion to approve the June 20, 2023 Board of Commissioners Regular Meeting minutes. Upon a motion by Vice Chair Pegues to approve the minutes, duly seconded by Commissioner Muscatwalla and unanimously carried the minutes stood approved.

Ms. Chaphekar introduced Resolution #5191 A Resolution Authorizing the President and CEO to establish banking services with Capital One Bank.

Upon a motion by Vice Chair Pegues to approve Resolution #5191 duly seconded by Commissioner Muscatwalla and unanimously carried, resolution #5191 was approved and adopted.

Ms. Chaphekar introduced Resolution #5192 A Resolution Authorizing the award of a contract for Real Estate Brokerage and Consulting services.

Upon a motion by Commissioner Muscatwalla to approve Resolution #5192, duly seconded by Vice Chair Pegues and unanimously carried, resolution #5192 was approved and adopted.

There being no further business to transact, the meeting adjourned at 12:13 p.m.

Betty Culbreath, Chair

Resolution No. 5193
RESOLUTION AUTHORIZING THE WRITE-OFF OF
UNCOLLECTIBLE ACCOUNTS FROM VACATED TENANTS
FOR THE QUARTER ENDING JUNE 30, 2023

WHEREAS, the regulations of the U.S. Department of Housing and Urban Development (HUD) require the Commissioners of the Public Housing Agency to approve the write-off of vacated tenants' accounts designated as uncollectible; and

WHEREAS, a reasonable effort has been made to collect the balance due to DHA Housing Solutions for North Texas by the vacated tenants, and such balances must be repaid prior to such vacated tenants receiving any housing benefits from the Agency in the future;

NOW THEREFORE, BE IT RESOLVED THAT:

The Board of Commissioners of DHA Housing Solutions for North Texas authorizes the President and Chief Executive Officer to authorize the write-off of the amount of (**Three hundred twenty-three thousand, Five hundred fifty-five dollars and Ninety seven cents (\$323,555.97)**), as shown on the attached documentation, considered to be uncollectible from the books of the Dallas Housing Authority for the period ending June 30, 2023.

PASSED this _____ day of August 2023.

Betty Culbreath, Chairwoman

ATTEST:

Troy Broussard, Secretary, President/CEO

**DHA HOUSING SOLUTIONS FOR NORTH TEXAS
EXECUTIVE SUMMARY**

TO: The Commissioners of DHA Housing Solutions for North Texas

FROM: Troy Broussard, President/CEO

SUBJECT: Write-off of Uncollectible Tenant Receivables

DATE: August 15, 2023

I. Statement of Issue

Request to authorize the President and Chief Executive Officer to write-off uncollectible tenant accounts receivables for the tenants who have moved out from their units.

II. Background/History

DHA procedure requires the write-off of tenant accounts receivables quarterly. Board approval is required to write off any uncollectible amounts. The attached resolution seeks to receive such approval for the quarter ending June 30, 2023. These tenants will not be accepted back to any DHA program unless this bad debt is settled by the tenant.

III. Status of Current Action

Board approval is required to write-off the tenants accounts receivables for the tenants who have moved out with balances owed.

IV. Recommendation

It is recommended that the Board approve the resolution authorizing the Write-Off of Uncollectible Accounts from Vacated Tenants for the Quarter Ending June 30, 2023 in the amount of \$323,555.97.

PUBLIC HOUSING WRITE OFF REPORT

For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
2011r	20036	t0010030	BRYSON	5/22/2023		\$ 30.00	\$ 107.58		\$ 137.58	Tenant passed away - Pro-rated rent for May 2023 and late fee for April & May
2011r	20073	t0222386	Bolts	4/17/2023		\$ 699.00	\$ 698.73		\$ 1,397.73	Tenant was evicted. Charges are for rent Mar 2023 and partial Apr 2023, Court fees and legal fees, and a late fee for April.
2011r	20074	t0037813	SADDLER	4/11/2023	\$ 150.00	\$ 149.00	\$ 289.67		\$ 588.67	Tenant voluntarily moved out. The charges are for full rent of Mar 2023 & partial rent Apr 2023, Court Fees, Late fee for April, and trash out
2011r	20087	t0189624	Shelton	7/10/2023	\$ 20.00	\$ 45.00	\$ 1,185.29	\$ 57.15	\$ 1,307.44	Tenant voluntarily moved out. The charges are for full rent of June 2023 & pro-rated rent Jul 2023, Late fee for May, June, & July, WO for tub, and trash out
2011r Total		LITTLE MEXICO VILLAGE			\$ 170.00	\$ 923.00	\$ 2,281.27	\$ 57.15	\$ 3,431.42	
2021r	30042	t0036642	MOORE	4/27/2023		\$ 15.00	\$ 1,888.20	\$ 670.32	\$ 2,573.52	Tenant was evicted. Charges are for rent Nov 2021 - Mar 2023 and pro-rated for Apr 2023, Late fee for April, and Excess utilities
2021r	30078	t0133252	PIERCE	4/11/2023			\$ 1,002.13		\$ 1,002.13	Tenant voluntarily moved out. The charges are partial rent for Mar & pro-rated rent for Apr 2023.
2021r	30079	t0051372	SPENCER	3/14/2023			\$ 224.45		\$ 224.45	Tenant voluntarily moved out. Charges are pro-rated rent Mar 2023.
2021r Total		CEDAR SPRINGS			\$ -	\$ 15.00	\$ 3,114.78	\$ 670.32	\$ 3,800.10	
2031r	70067	t0228195	Jackson	7/6/2023		\$ 15.00	\$ 847.96		\$ 862.96	Charges are partial rent for Jun & pro-rated rent for Jul 2023, late fee for June
2031r	70069	t0027708	LEWIS	7/6/2023	\$ 3,445.00	\$ 45.00	\$ 774.00		\$ 4,264.00	Tenant transferred due to VAWA. Charges are rent Apr-Jun 2023, late fee for Apr-June, Work Order and damages from Roseland property.
2031r Total		BRACKKINS VILLAGE			\$ 3,445.00	\$ 60.00	\$ 1,621.96	\$ -	\$ 5,126.96	

PUBLIC HOUSING WRITE OFF REPORT
For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
2061r	10222	T0013648	RODRIGUEZ	3/15/2023			\$ 389.35	\$	\$ 389.35	The amount Reflects unpaid rent for 1 Month.
2061r	10302	T0087891	GREEN	7/5/2023			\$ 87.00	\$	\$ 87.00	The amount Reflects unpaid rent balance for 1 month.
2061r	10415	T0266798	Coles	3/20/2023			\$ 665.16	\$	\$ 665.16	The amount Reflects unpaid rent for 1 month.
2061r Total		THE HAMPTONS					\$ 1,141.51	\$ -	\$ 1,141.51	
2071r	15321	T0200320	Cooper	4/24/2023		\$ 15.00	\$ 2,757.80	\$ -	\$ 2,772.80	The amount Reflects unpaid rent for 5 Months.
2071r Total		KINGBRIDGE CROSSING				\$ -	\$ 2,757.80	\$ -	\$ 2,772.80	
2081r	17041	T0045432	GRANGER	6/6/2023	\$ 1,040.00	\$ 30.00	\$ 30,883.96	\$ 555.57	\$ 32,509.53	The amount Reflects unpaid Rent and Utilities for 24 months.
2081r Total		LAKEWEST VILLAGE 50 HOMES			\$ 1,040.00	\$ 30.00	\$ 30,883.96	\$ 555.57	\$ 32,509.53	
2101r	18024	T0074418	KIRVEN	7/20/2023	\$ 189.82	\$ 45.00	\$ 2,082.00	\$	\$ 2,316.82	The Amount Reflects unpaid rent for 7 Months for cause case
2101r	18061	Y021284	Fenton	6/19/2023	\$ 98.00			\$	\$ 98.00	The Amount Reflects unpaid rent damages from prior unit.
2101r	18162	T0188291	Henderson	4/5/2023	\$ 250.00		\$ 1,633.17	\$	\$ 1,883.17	The Amount Reflects unpaid rent for 7 Months for cause case
2101r Total		VILLA CREEK			\$ 537.82	\$ 45.00	\$ 3,715.17	\$ -	\$ 4,297.99	
2111r	30104	T0314652	Banday	4/17/2023	\$ 500.00		\$ 728.39	\$	\$ 1,228.39	live in maintenance unit moved amount due reflects 500.00 in damages, 1 and 1/2 month in rent.
2111r	30304	T0184353	Gentris	5/23/2023	\$ 67.10			\$	\$ 67.10	Hoh owe 67.10 in damages
2111r	30408	X0068459	BROWN	6/21/2023		\$ 30.00	\$ 155.00	\$	\$ 185.00	Hoh transferred to another unit balance should be applied to other account. unit tenant transferred at Park to unit 30212.
2111r	30409	T0212470	Love	5/22/2023	\$ 650.00	\$ 65.00	\$ 3,708.71	\$	\$ 4,423.71	Hoh moved to private housing amount owed is fees and prorated and 6 month rent.
2111r	30512	T0126088	MATHERSON	4/10/2023		\$ 15.00	\$ 190.00	\$	\$ 205.00	hoh deceased amount owed is 1 month late fees and 1 month prorated rent
2111r	30913	T0238121	GREEN	6/27/2023	\$ 50.00	\$ 30.00	\$ 11,181.50	\$	\$ 11,261.50	HOH Moved due reflects 50.00 in damages, 2 months late fees, 27 months of unpaid rent.

PUBLIC HOUSING WRITE OFF REPORT
For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
2111r	31105	t0224547	Engel	6/21/2023		30.00	\$ 1,823.55		\$ 1,853.55	HOH abandoned unit. The amount due reflects 5 months rent and late fees
2111r	31110	t0180543	Edwards	5/23/2023		30.00	\$ 3,352.23		\$ 3,382.23	HOH abandoned unit. The amount owed is 6 months rent and late fees for 2 months. HOH deceased amount owed is 2 month rent and late fees.
2111r	31208	t0086638	NEWTON	5/2/2023		30.00	\$ 715.06		\$ 745.06	
2111r	31317	t0259940	Or	2/21/2023			\$ 1,255.75		\$ 1,255.75	HOH moved to private housing amount owed is 2 months rent and prorated rent.
2111r Total		PARK MANOR			\$ 1,267.10	\$ 230.00	\$ 23,110.19	\$ -	\$ 24,607.29	
2131r	70708	t0199790	Henry	5/1/2023		15.00	\$ 14.35		\$ 29.35	Apr. Late fee & May Rent
2131r Total		CLIFF MANOR			\$ -	\$ 15.00	\$ 14.35	\$ -	\$ 29.35	Tenant voluntarily moved out. Charges are partial rent for Mar & pro-rated for Apr 2023.
2141r	20108	t0115309	EYRE	4/4/2023			\$ 124.07		\$ 124.07	Tenant passed away - Partial for Jun 2022, Full rent for July 2022 - May 2023, pro-rated rent for Jun 2023 and late fee for May
2141r Total		AUDELLA MANOR			\$ -	\$ 30.00	\$ 770.52	\$ -	\$ 800.52	
2151r	50051	t0139397	MCKINNEY	5/25/2023		30.00	\$ 7,040.00	9.52	\$ 7,079.52	Feb 2023 - June 2023 rent/June Utility Bill/Late fees May& June
2151r	50080	t0049575	ANDERSON	4/20/2023	\$ 123.00			\$ 234.23	\$ 357.23	Unpaid utilities Jan & Feb 2022/Damage:transfer from previous unit
2151r	50082	t0082202	SMITH	4/20/2023			\$ 16,520.00	\$ 13.03	\$ 16,533.03	Oct 2021-June 2023 rent/ June Utility Bill
2151r	50086	t0168276	Butler	4/1/2023		30.00	\$ 3,674.68	\$ 11.09	\$ 3,715.77	March 2023 -June Rent/resident moved out in apr)
2151r	50087	t0086981	HARRIS	4/21/2023		30.00	\$ 2,246.00	\$ 11.28	\$ 2,287.28	Late fee: Apr & May/ May 2023-July 2023/ Utilities for June
2151r Total		BARBARA JORDAN			\$ 123.00	\$ 90.00	\$ 29,480.68	\$ 279.15	\$ 29,972.83	
2171r	30017	t0204148	Taylor	6/1/2023	\$ 1,899.57				\$ 1,899.57	Resident moved out with notice, charges are for cleaning, damages and repairs totaling \$1,899.57
2171r Total		KELLY BLVD			\$ 1,899.57	\$ -	\$ -	\$ -	\$ 1,899.57	

PUBLIC HOUSING WRITE OFF REPORT
For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
2181r	40104	10092176	WILSON	5/30/2023	\$ 910.00		\$ 7,683.00		\$ 8,593.00	Resident was evicted. \$7,763 delinquent rent and \$830 for cleaning, respits and trash out.
2181r Total		FRANKFORD TOWNHOMES			\$ 910.00	-	\$ 7,683.00	-	\$ 8,593.00	
2201r	10528	10173537	Wallace Jr	3/22/2023	\$ 8,871.85		\$ 187.33		\$ 8,871.85	Damages to unit \$8,871.85
2201r	10628	10002942	FAJARDO	5/11/2023			\$ 187.33		\$ 187.33	Feb 2023 \$187.33
2201r Total		HIDDEN RIDGE			\$ 8,871.85	-	\$ 187.33	-	\$ 9,059.18	
2221r	30065	10200960	Rolls	12/1/2022		\$ 15.00	\$ 3,653.00		\$ 3,668.00	June 2022-July 2023rent (should have only been charged to Dec 1 2022)
2221r Total		SCATTERED SITES			\$ -	\$ 15.00	\$ 3,653.00	-	\$ 3,668.00	
2721r	13307	10178198	NGETCH	4/13/2023	\$ 500.00				\$ 500.00	Large trashout
2721r	13404	10021372	REESE	4/11/2023			\$ 496.10		\$ 496.10	Tenant didn't pay rent for 14 months
2721r	13405	10062594	SMITH	6/29/2023		\$ 30.00	\$ 543.00	\$ 20.19	\$ 593.19	Tenant didn't pay rent for 4 months & late fee
2721r	13409	10193502	Williams	6/14/2023			\$ 6,059.77	\$ 18.30	\$ 6,078.07	Tenant didn't pay rent for 7 months
2721r	13410	10063217	JOHNSON	6/6/2023		\$ 30.00	\$ 22,785.52		\$ 22,815.52	Tenant didn't pay rent for 3 years & late fee
2721r	13507	10118268	MORONES	6/14/2023		\$ 90.00	\$ 6,854.97	\$ 23.23	\$ 6,968.20	Tenant didn't pay rent for 8 months & late fee
2721r Total		MONARCH TOWNHOMES			\$ 500.00	\$ 150.00	\$ 36,739.36	\$ 61.72	\$ 37,451.08	
2731r	20801	10075007	GRIFFIN	7/7/2023		\$ 45.00	\$ 11,409.00		\$ 11,454.00	Tenant didn't pay rent for 7 months and was making partial payments for the remainder of the months
2731r	20808	10207062	Roland	7/7/2023		\$ 45.00	\$ 4,530.00		\$ 4,575.00	Tenant didn't pay rent for 11 months & late fee
2731r	20810	10049813	STOCKTON	7/7/2023		\$ 30.00	\$ 177.00		\$ 207.00	3 late charges, partial rent for June and July rent (2 months)
2731r Total		CARROLL TOWNHOMES			\$ -	\$ 120.00	\$ 16,116.00	-	\$ 16,236.00	
2741r	10311	10187965	YOUNG	5/11/2023	\$ 1,625.00	\$ 30.00	\$ 11,104.90	\$ 638.84	\$ 13,398.74	Clean range, refrigerator, replace2doors,large trash out owe rent from 1/1/2021 through 5/11/2023 (5 months)
2741r Total		ROSELAND TOWNHOMES			\$ 1,625.00	\$ 30.00	\$ 11,104.90	\$ 638.84	\$ 13,398.74	

PUBLIC HOUSING WRITE OFF REPORT
For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
274mk	10024	10260591	BROWN	3/22/2023	\$ 910.00				\$ 910.00	owe rent from November 2021 through March 2023(16 months)
274mk	10191	10165018	PIPKINS	3/22/2023	\$ 2,490.00				\$ 2,490.00	replace cabinet 1,replace stove,clean refrigerator, replace 6 blinds small trashout,owe rent august 2022 through 3/22/2023 (8 months)
274mk	10201	10200286	Roberson	5/31/2023		\$ 30.00	\$ 783.00		\$ 813.00	owe rent for june 2023,(1 month) no damages
274mk Total		ROSELAND TOWNHOMES (MKT)			\$ 3,400.00	\$ 30.00	\$ 783.00	\$ -	\$ 4,213.00	
275lr	40102	10038072	CRAFTREE	5/25/2023	\$ 1,260.00	\$ 30.00	\$ 14,328.74		\$ 15,618.74	clean stove, clean refrigerator, replace 1 door, replace 8 blinds, large trash out, owe rent from april 2022 through May 25,2023 (21 months)
275lr	41403	10074896	Edwards	5/31/2023		\$ 209.00	\$ 16,916.98		\$ 17,125.98	no damage , owe rent from june 2021 through 5/31/2023(23 months)
275lr	42401	10079313	HARRIS	6/26/2023			\$ 141.00	\$ 2,674.12	\$ 2,815.12	no charges, owe rent frm april 2023 through june 2023 (3 months) owe utilities september 2021 through november 2022 (11months)
275lr	42803	X0182970	Bryant	6/6/2023			\$ 940.00		\$ 940.00	owe rent from april 2023 through july 2023(5 months),
275lr Total		ROSELAND ESTATES			\$ 1,260.00	\$ 239.00	\$ 32,326.72	\$ 2,674.12	\$ 36,499.84	
275mk	42501	10165057	MOSQUEDA	7/10/2023		\$ 186.00	\$ 60,708.00		\$ 60,894.00	owe rent from january 2021 through july 2023 (31 months)
275mk Total		ROSELAND ESTATES (MKT)			\$ -	\$ 186.00	\$ 60,708.00	\$ -	\$ 60,894.00	
276mk	30302	10216661	PERKINS	5/8/2023	\$ 575.00	\$ 35.00	\$ 76.45		\$ 686.45	Tenant balance reflects move out damage charges \$575.00 at move out \$35.00 return check \$76.45 1 month prorated rent
276mk	30604	10223318	THOMAS	4/25/2023	\$ 150.00	\$ 15.00	\$ 1,430.00		\$ 1,595.00	Tenant balance reflects damage charges \$150.00 Late fee\$15.00 3 months of Rent \$1,430.00
276mk	30804	10198668	SMITH	5/31/2023		\$ 30.00	\$ 471.00		\$ 501.00	Tenant balance reflects \$30 late fees 1 month of Rent \$471.00
276mk	30904	10164289	WASHINGTON	6/21/2023		\$ 354.00	\$ 6,340.00		\$ 6,694.00	Tenant balance reflects Legal fee \$354.00 13 months of Rent \$6,340.00

PUBLIC HOUSING WRITE OFF REPORT

For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEEES	RENT	UTILITIES	GRAND TOTAL	Comments
276mk Total		FRAZIER FELLOWSHIP (MKT)			\$ 725.00	\$ 434.00	\$ 8,317.45	\$ -	\$ 9,476.45	

PUBLIC HOUSING WRITE OFF REPORT

For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
277lr	55201	t0040904	BELL	7/17/2023		\$ 45.00	\$ 2,430.00	\$ 257.66	\$ 2,732.66	Tenant balance reflects \$45.00 late fees 26 months of Rent \$2,430.00 Utilities \$257.66
277lr	55206	t0027663	MOORE	3/27/2023	\$ 100.00	\$ 1,019.00	\$ 772.71		\$ 1,891.71	Tenant balance reflects \$100.00 damage fee \$100.19.00 legal fees Rent \$772.71 ledger reflects \$6393 15 months of rent
277lr	55401	t0006087	HARRIS	7/11/2023			\$ 335.33		\$ 335.33	Tenant balance reflects Rent \$353.33 additional fees on the ledger cleaning repairs and trash \$1,370.00 rent \$1,708.07 2 months of rent
277lr Total		FRAZIER WAHOO			\$ 100.00	\$ 1,064.00	\$ 3,538.04	\$ 257.66	\$ 4,959.70	
278lr	62502	t0024023	BURNS	5/15/2023	\$ 315.00				\$ 315.00	Tenant balance reflects \$315.00 damages
278lr	62704	t0051525	YETT	6/5/2023	\$ 505.00	\$ 15.00	\$ 251.50		\$ 771.50	Tenant balance reflects \$505 damages \$15.00 late fee \$251.50 4 months of rent
278lr Total		MILL CITY FRAZIER			\$ 820.00	\$ 15.00	\$ 251.50	-	\$ 1,086.50	
278tm	63101	t0165122	KING	3/14/2023	\$ 450.00				\$ 450.00	Tenant balance reflects \$450 damages
278tm Total		MILL CITY FRAZIER (MKT)			\$ 450.00	-	\$ -	-	\$ 450.00	
285mf	216	t0165171	OMER	4/5/2023			\$ 219.00		\$ 219.00	Tenant hasn't paid rent in 12 months, write off charges on ledger left a balance of one months rent
285mf Total		ROSELAND FELLOWSHIP			\$ -	\$ -	\$ 219.00	-	\$ 219.00	
287lr	58315	t0070350	BRADLEY	5/16/2023		\$ 30.00	\$ 2,354.00		\$ 2,384.00	Tenant hasn't paid rent in 11 months, and late fees
287lr	58322	t0059357	HOOKS	4/7/2023			\$ 281.20		\$ 281.20	Tenant hasn't paid rent in 5 months, write off charges on ledger left a balance of one months rent
287lr Total		RENAISSANCE OAKS			\$ -	\$ 30.00	\$ 2,635.20	\$ -	\$ 2,665.20	
288lr	59401	x0081503	LEWIS	6/26/2023		\$ 15.00			\$ 15.00	Late fee
288lr Total		ROSELAND SCATTERED SITES			\$ -	\$ 15.00	\$ -	-	\$ 15.00	
290lr	01104	t0093205	BAXTER	4/28/2023	\$ 450.00				\$ 450.00	Clean stove/fridge & Trash out floor tile, and replaced damaged blinds
290lr	01108	t0209054	JOHNSON	5/22/2023	\$ 234.85				\$ 234.85	
290lr Total		BUCKEYE TRAILS COMMON I			\$ 684.85	\$ -	\$ -	-	\$ 684.85	

PUBLIC HOUSING WRITE OFF REPORT

For Quarter Ending JUNE 30, 2023

PROPERTY	UNIT	CLIENT ID	LAST NAME	MOVE OUT	DAMAGES	FEES	RENT	UTILITIES	GRAND TOTAL	Comments
290tc	11321	10165316	CLABORN	5/30/2023	\$ 688.48				\$ 688.48	Clean stove/fridge, trash out and replaced damaged blinds
290tc	15216	10221474	Martin	6/6/2023			3.60		\$ 3.60	partial rent
290tc	6104	10165269	PRICE	4/11/2023	\$ 1,015.00	15.00	\$ 147.73		\$ 1,177.73	Large trash out, clean stove/fridge, replaced damaged blinds and partial rent
290tc Total	BUCKEYE TRAILS COMMON I (BEXAR PARC)				\$ 1,703.48	15.00	\$ 151.33	-	\$ 1,869.81	
291tr	24101	10057088	EPPS	5/31/2023	\$ 1,126.68	30.00	\$ 60.00		\$ 1,216.68	clean stove/fridge, large trash out & replaced damaged blinds, 2 late fees & partial rent
291tr Total	BUCKEYE TRAILS COMMON II				\$ 1,126.68	30.00	\$ 60.00	-	\$ 1,216.68	
291tm	17103	10198678	BROWN	3/31/2023	\$ 386.00				\$ 386.00	Clean stove/fridge, replaced damaged door & replaced damaged blinds
291tm Total	BUCKEYE TRAILS COMMON II (BUCKEYE TRAILS)				\$ 386.00	-			\$ 386.00	
Grand Total					\$ 31,045.35	\$ 3,826.00	\$ 283,490.09	\$ 5,194.53	\$ 323,555.97	

Resolution No. 5194

**RESOLUTION TO ADOPT A PLAN TO INCREASE
OCUPANCY IN DHA PUBLIC HOUSING**

WHEREAS, DHA’s mission is to provide affordable quality housing and access to supportive resources across North Texas; and

WHEREAS, the U.S. Department of Housing and Urban Development (“HUD”), pursuant to Notice PIH-2021-35, provides guidance to ensure that Public Housing Agencies maintain and submit accurate, timely, and reliable unit designations in the IMS-PIC Development Sub-Module; and

WHEREAS, DHA is responsible to warrant the information as regards to DHA’s developments, buildings, and units entered into the IMS-PIC Development Sub-Module must be accurate; and

WHEREAS, DHA has analyzed the IMS-PIC data report for accuracy of vacant unit designations per Notice PIH-2021-35, and concluded all information listed in IMS-PIC is correct; and

WHEREAS, it is DHA’s goal to utilize every available public housing unit to provide affordable quality housing for qualified tenants that DHA developed a plan to increase utilization of its public housing inventory.

NOW, THEREFORE BE IT RESOLVED THAT

the DHA Board of Commissioners hereby approves DHA’s actions to increase occupancy in DHA’s public housing program, identified herein as Attachment A and further authorizes DHA to submit this plan of action to HUD.

PRESENTED AND PASSED on this the 15th day of August, 2023, by a vote of ___ ayes and ___ nays at a regular meeting of the DHA Board of Commissioners.

Betty Culbreath, Chair

ATTEST:

Troy Broussard, President, CEO and Secretary

Memorandum

To: DHA Board of Commissioners
From: Troy Broussard, President/CEO
Subject: Resolution to Adopt a Plan to increase occupancy in DHA Public Housing
Date: August 15, 2023

I. Description of Action to be Taken

Adopt a Plan to increase DHA Public Housing Occupancy.

II. Background/History

Pursuant to Notice PIH-2021-35, HUD provides guidance to ensure that Public Housing Agencies maintain and submit accurate, timely, and reliable unit designations in the IMS-PIC Development Sub-Module. The IMS-PIC collects information about PHA developments, buildings, and units; therefore, information entered by PHAs into the IMS-PIC Development Sub-Module must be accurate.

On July 11, 2023, DHA received a recommendation from HUD to 1) determine whether vacant units listed in the IMS-PIC Development Sub-Module were properly reported; 2) to ensure staff understands how to properly report vacant units; and 3) submit a plan, approved by DHA's Board of Commissioners, to achieve specific occupancy performance targets.

III. Status of Current Action

DHA analyzed the IMS-PIC data reporting for accuracy of vacant unit designations per Notice PIH-2021-35 and concluded all information listed in IMS-PIC is correct. DHA reviewed the process and procedures for reporting vacant units with its Housing Operations department team members and confirmed that the team does understand how to report vacant units. The attached plan to increase occupancy is demonstrating positive results. DHA's plan is attached for review.

IV. Recommendation

DHA recommends that the Board of Commissioners approve the plan to increase occupancy in public housing and authorize the President and CEO to transmit the plan to HUD.

ATTACHMENT A

DHA's Plan
to improve occupancy in Public Housing

Housing Authority of the City of Dallas, Texas

Plan to increase occupancy in public housing

Date: August 16, 2023
Response to HUD Fort Worth Region VI Office of Public Housing - Report Dated: July 11, 2023
Responsible DHA team members: Shannon Bramlett, Housing Operations Director; Keytha Nettingham, Housing Operations Director; Karon Arnold, Director of Compliance and Training

<p>The DHA reported Public Housing Occupancy Rate, 91.4 percent for June 2023, is below the desired management operations indicator occupancy rate of 98 percent.</p>		
<p>RECOMMENDED ACTION #1 Determine whether units are being reported to the PIC in the correct status as specified in Notice PIH 2021-35 and as necessary implement actions necessary to report the correct status.</p>		
<p>DHA Response and Action # 1:</p>	<p>Goal Date</p>	<p>Completed Date</p>
<ul style="list-style-type: none"> DHA conducted a thorough review of its unit data entry into PIC and made corrective entries. Approval of one unit to be placed in off-line status for modernization is pending Review and corrections are completed and are managed ongoing 	<p>8/4/2023</p>	<p>8/4/2023</p>

<p>RECOMMENDED ACTION #2 Ensure that appropriate staff understand eligibility activities are activities that justify reporting units in the status undergoing modernization.</p>		
<p>DHA Response and Action # 2:</p>	<p>Goal Date</p>	<p>Completed Date</p>
<ul style="list-style-type: none"> DHA Central Office staff and Property Managers have been instructed on “Eligible activities” that justify reporting units in the status undergoin modernization. 	<p>8/4/2023</p>	<p>8/4/2023</p>

RECOMMENDED ACTION # 3 Email a Action Plan to FTWPIHMAILBOX@hud.gov that is approved by the DHA Board of Commissioners. The Plan should specify DHA strategies to achieve specific performance targets, including identification of the party responsible for the completion of each task and for reporting progress.

DHA Response and Action # 3:	Goal Date	Completed Date
<ul style="list-style-type: none"> DHA is working diligently to restore occupancy in its Public Housing program to 99 + percent and overcome this temporary set back in occupancy resulting from staff turnover and other factors 	8/31/2023	8/16/2023
<p><u>Leasing Schedule:</u></p> <ul style="list-style-type: none"> Jun 2023 91.4% Jul 2023 94.8% Aug 2023 97% Sep 2023 98% Oct 2023 99% <p><u>Strategy:</u></p> <ul style="list-style-type: none"> Hire and train a full compliment of staff to manage the Admissions processes Utilize existing team members to support the Admissions Team Select applicants from the waiting list Invite applicants to complete a full application determine applicant eligibility offer vacant and available units to qualified applicants sign lease, collect security deposit and provide keys to new tenants 	9/30/2023	
<p><u>Summary:</u></p> <p>Following turnover in the Admissions Team, which completely depleted Admissions Team staffing that manage and operate the new Admissions process, DHA has filled most of its vacant positions in its Admissions Team and completed training of new hires. The team has made excellent progress during the month of July 2023, increasing occupancy by 3.4%. DHA fully anticipates attaining 98% occupancy in the next 60-days, with its ultimate goal of attaining 100% occupancy, fully utilizing every available public housing unit to provide quality housing for qualified families.</p>		

Date: August 16, 2023

Response to HUD Fort Worth Region VI Office of Public Housing - Report Dated: July 11, 2023

Responsible DHA team members:
Shannon Bramlett, Housing Operations Director; Keytha Nettingham, Housing Operations Director;
Karon Arnold, Director of Compliance and Training

The DHA reported Public Housing Occupancy Rate, 91.4 percent for June 2023, is below the desired management operations indicator occupancy rate of 98 percent.

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RECOMMENDED ACTION # 3 Email a Action Plan to FTWPIHMAILBOX@hud.gov that is approved by the DHA Board of Commissioners. The Plan should specify DHA strategies to achieve specific performance targets, including identification of the party responsible for the completion of each task and for reporting

progress.

DHA Response and Action # 3:	Goal Date	Completed Date
<ul style="list-style-type: none">DHA is working diligently to restore occupancy in its Public Housing program to 99 + percent and overcome this temporary set back in occupancy resulting from staff turnover and other factors	8/31/2023	8/16/2023
<p><u>Leasing Schedule:</u></p> <ul style="list-style-type: none">Jun 2023 91.4%Jul 2023 94.8%Aug 2023 97%Sep 2023 98%Oct 2023 99% <p><u>Strategy:</u></p> <ul style="list-style-type: none">Hire and train a full compliment of staff to manage the Admissions processesUtilize existing team members to support the Admissions TeamSelect applicants from the waiting listInvite applicants to complete a full applicationdetermine applicant eligibilityoffer vacant and available units to qualified applicantssign lease, collect security deposit and provide keys to new tenants	9/30/2023	
<p><u>Summary:</u></p> <p>Following turnover in the DHA Admissions Team, which completely depleted Admissions Team workforce that manage and operate the new Admissions process, DHA has filled most of its vacant positions in its Admissions Team and completed training of new hires. The new team has made excellent progress during the month of July 2023, increasing occupancy by 3.4%. DHA fully anticipates attaining 98% occupancy in the next 60-days, with its ultimate goal of attaining 100% occupancy, fully utilizing every available public housing unit to provide quality housing for qualified families.</p>		

Resolution No. 5195

Resolution to Purchase and Install Security Access Controls at the HQ Services and Extension Facility

WHEREAS, DHA's mission is to provide affordable quality housing and access to supportive resources across north Texas; and

WHEREAS, Upon completion of the HQ Services Expansion Building, more than 400 employees and guests are anticipated to enter the DHA HQ Services Facilities on a daily basis; and

WHEREAS, DHA has determined it necessary and appropriate to provide increased security measures including purchase and installation of Security Access Controls at its HQ Services Facilities ; and

WHEREAS, DHA determined it appropriate to procure Security Access Controls utilizing a HUD approved alternative purchasing method whereby DHA selected the Interlocal Purchasing System (TIPS), a cooperative purchasing organization dedicated to serving state and local government and related entities, where DFW Security is identified as an approved vendor procured by TIPS ; and

WHEREAS, DHA has determined DFW Security is a qualified contractor who has demonstrated the capacity and knowledge to perform the work; and

WHEREAS, based upon a quote provided by DFW Security, DHA anticipates the cost of the Security Access Controls for the HQ Services and Expansion Facility will be approximately Four Hundred Thousand dollars (\$400,000.00) which is a fair and reasonable price for the scope of work for this project,

NOW THEREFORE, BE IT RESOLVED BY THE DHA BOARD OF COMMISSIONERS THAT,

The DHA President and CEO or his designee is hereby authorized to negotiate and enter into a contract with DFW Security for the purchase and installation of Security Access Controls serving the HQ Services and Expansion Facility.

PRESENTED AND PASSED on this the 15th day of August, 2023 by a vote of ___ ayes and ___ nays at a regular meeting of the DHA Board of Commissioners.

Betty Culbreath, Chair

ATTEST:

Troy Broussard, Secretary



Memorandum

TO: DHA Board of Commissioners

FROM: Troy Broussard, President & CEO

SUBJECT: Resolution to Purchase and Install Security Access Controls at the HQ Services and Extension Facility

DATE: August 15, 2023

I. Statement of Issue

DHA has determined it necessary and appropriate to provide increased security measures at its HQ Services and expansion facilities including purchase and installation of Security Access Controls.

II. Prior Board Action

None

III. Background and History

Staff has reviewed the safety measures at the HQ Services Facility and finds a need to upgrade the measures, particularly when taking into consideration the greatly increased number of visitors and employees that will access the buildings on a daily basis once construction of the HQ Expansion Building is complete.

IV. Status of Current Action

DFW Security has provided pricing for the equipment and installation in accordance with their contract on the Interlocal Purchasing System (TIPS). Staff has met with DFW Security several times regarding Security Access Controls at the HQ Services and Expansion Facilities and believes this to be an appropriate cost effective solution to provide increased security measures for employees and guests at the HQ Services Facility. The Security Access Controls will provide security controls at each point of entry into the facility, vehicular access to the parking lot, and access to the elevators as well as card readers for employees. Total expense will be approximately \$400,000.

V. Recommendation

It is recommended the Board of Commissioners authorize the President and CEO to execute a contract with DFW Security for the purchase and installation of Security Access Controls for the HQ Services and Expansion Facilities.

Memorandum

TO: DHA Board of Commissioners

FROM: Troy Broussard, President & CEO

SUBJECT: Resolution to Purchase and Install Security Access Controls at the HQ Services and Extension Facility

DATE: August 15, 2023

I. Statement of Issue

DHA has determined it necessary and appropriate to provide increased security measures at its HQ Services and expansion facilities including purchase and installation of Security Access Controls.

II. Prior Board Action

None

III. Background and History

Staff has reviewed the safety measures at the HQ Services Facility and finds a need to upgrade the measures, particularly when taking into consideration the greatly increased number of visitors and employees that will access the buildings on a daily basis once construction of the HQ Expansion Building is complete.

IV. Status of Current Action

DFW Security has provided pricing for the equipment and installation in accordance with their contract on the Interlocal Purchasing System (TIPS). Staff has met with DFW Security several times regarding Security Access Controls at the HQ Services and Expansion Facilities and believes this to be an appropriate cost effective solution to provide increased security measures for employees and guests at the HQ Services Facility. The Security Access Controls will provide security controls at each point of entry into the facility, vehicular access to the parking lot, and access to the elevators as well as card readers for employees. Total expense will be approximately \$400,000.

V. Recommendation

It is recommended the Board of Commissioners authorize the President and CEO to execute a contract with DFW Security for the purchase and installation of Security Access Controls for the HQ Services and Expansion Facilities.

RESOLUTION NO. 5196

RESOLUTION AUTHORIZING THE PRESIDENT AND CEO OF DHA, HOUSING SOLUTIONS FOR NORTH TEXAS (“DHA”) TO ENTER INTO A MASTER INTERLOCAL AGREEMENT WITH 791 PURCHASING COOPERATIVE CREATED UNDER CHAPTER 791 OF THE TEXAS GOVERNMENT CODE, TO PROVIDE DHA WITH THE OPTION OF PROCURING VENDORS PARTICIPATING IN THE COOPERATIVE, AND TO TAKE ANY AND ALL OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, Texas Government Code Chapter 791, Interlocal Cooperation Contracts, otherwise known as the Interlocal Cooperation Act, allows local governments to enter into interlocal contracts, to the greatest possible extent, to perform governmental functions to increase the efficiency and effectiveness of such governments;

WHEREAS, DHA has reviewed the HUD Handbook 7460.8 (Procurement Handbook) on the specific requirements pertaining to intergovernmental agreements and procurement;

WHEREAS, the 791 Purchasing Cooperative provides for local governments to enter into Master Interlocal Agreements to participate in the local government cooperative, and to procure vendors in the cooperative program;

WHEREAS, DHA has determined that participating in the 791 Purchasing Cooperative and entering into a Master Interlocal Agreement will provide for greater economy and efficiency and result in cost savings to DHA;

NOW THEREFORE, DHA’s Board of Commissioners authorizes the President/CEO, or his designee, to negotiate, and enter into a Master Interlocal Agreement with the 791 Purchasing Cooperative, negotiate and enter into any and all documents deemed necessary or convenient, and to take any and all other acts and things necessary or proper in furtherance of the transactions contemplated by these resolutions.

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary, President/CEO

RESOLUTION NO: 5197

RESOLUTION AUTHORIZING DHA TO CREATE NTHP CULBREATH, INC., A PUBLIC FACILITY CORPORATION, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the Act) is authorized to create a public facility corporation for the ownership of multi-family developments; and

WHEREAS, DHA desires to create NTHP Culbreath, Inc., a public facility corporation for the purpose of serving as a General Partner in the to be created Limited Partnership for facilitating the development and operation of an apartment community at the approximate 5712 Pilgrim Drive, Dallas, Texas 75215 in Dallas, Texas, whereby the DHA shall be the sponsor of the Corporation;

WHEREAS, DHA has prepared (a) for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Corporation, and (b) the Bylaws for the Corporation;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO to cause to be created a public facility corporation using the "NTHP Culbreath, Inc." or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Corporation, attached hereto as Exhibit "A", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached;

FURTHER RESOLVED, that the Bylaws for the Corporation, attached hereto as Exhibit "B", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create NTHP Culbreath, Inc., a Public Facility Corporation, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create NTHP Culbreath, Inc., a public facility corporation.

II. Background and History

One of DHA's Board approved policy initiatives is the creation of new affordable housing units. In March of 2018, the Board of Commissioners unanimously approved the new DHA organizational structure. An affiliate entity, North Texas Housing Partners, was established to transact real estate development. The Board authorized DHA to actively seek public/private partnerships to develop DHA's real estate holdings identified in DHA's PHA Plan as well as private market real estate owned by developers.

Due to severe distress of the structures at the former Rhoads Terrace public housing development, following approval of HUD in 2009, DHA relocated the tenants from the site and demolished the dilapidated structures. DHA has begun the redevelopment planning for the site with the initial phase to be the construction of a housing facility for seniors on approximately nine acres of the 90-acre site.

Development cost for this senior project is currently estimated to be approximately \$70 million. DHA anticipates the sources of funding will include Low-Income Housing Tax Credit Equity, private activity bonds, private debt, and funds from the City of Dallas, VOANS (DHA's development partner) and DHA.

NTHP Culbreath, Inc. will serve as the general partner of a to-be-created Limited Partnership. DHA will retain ownership of the land and will enter into a long-term ground lease with the Partnership

III. Prior Board Action

In April 2023 the Board of Commissioner adopted a resolution authorizing a Development Agreement Between DHA and Volunteers of America National Services (VOANS) for the development of a 360-unit (approximate) housing facility for seniors to be constructed on the former Rhoads Terrace public housing site.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create NTHP Culbreath, Inc., a public facility corporation.



DHA, HOUSING SOLUTIONS FOR NORTH TEXAS

SECRETARY'S CERTIFICATE

The undersigned does hereby certify to the Secretary of State of Texas, as follows:

1. The undersigned is the duly-elected, qualified, and acting Secretary of DHA, Housing Solutions for North Texas, the sponsor of NTHP Culbreath, Inc., a public facility corporation.
2. The certificate is delivered to the Secretary of State of Texas. The Secretary of State of Texas and its counsel, managers, successors, and/or assigns are entitled to rely on this certificate.
3. A true, full, and correct copy of Resolution No. _____ adopted at a meeting of DHA, Housing Solutions for North Texas is attached to, and follows, this certificate.

IN WITNESS WHEREOF, I have signed this certificate effective this the ___ day of August, 2023.

Name: Troy Broussard

Ex- Officio Secretary of the Board of
Commissioners of DHA Housing
Solutions for North Texas

BYLAWS OF
NTHP CULBREATH, INC. PUBLIC FACILITY CORPORATION,
A Texas Public Facility Corporation and Non-Profit Corporation

ARTICLE I
NAME AND LOCATION

The name of the corporation is NTHP Culbreath, Inc. Public Facility Corporation (hereinafter referred to as the "Corporation"). The principal office of the Corporation is 3939 North Hampton Road, Dallas, Texas 75212. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II
STATE OF PURPOSE

The Corporation is organized exclusively for (a) charitable purposes, within the meaning of Section 502(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, providing support services to the residents of such housing, and (b) assisting DHA Housing Solutions for North Texas in financing, refinancing, constructing, rehabilitating, renovating, repairing, equipping, or providing "public facilities", as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303, as amended.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers

All corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors; subject, however, to such limitations as are imposed by law, the Certificate of Formation of the Corporation, or these Bylaws. Without limiting the generality of the proceeding sentence, or any power vested in it by law, the Board of Directors shall have the power to manager the affairs of the Corporation, including, without limitation, (a) prescribe the duties and fix the compensation, if any, for all officers, agents and employees of the Corporation, except as otherwise provided in these Bylaws; (b) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly; and (c) meet at such times and places as required by these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and the authority to the officers and employees of the Corporation, to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

Section 2. Numbers

The Board of Directors shall consist initially of the directors named in the Certificate of Formation filed with the Secretary of State of Texas, and collectively they shall be known as the Board of Directors. The number of Directors may be increased from time to time but in no event shall the number of Directors be less than a minimum of three (3). Any directorship to be filled by reason of an increase in the number of Directors or resignation by a Director shall be filled pursuant to these Bylaws.

Section 3. Term

Each director shall hold office until his or her successor is appointed, or until his or her earlier resignation, removal from office, or death. Each member of the Board of Directors shall be appointed, removed, employed, and/or discharged by written resolution of the Board of Commissioners of the DHA Housing Solutions of North Texas (“the Authority”); however, the Board of Commissioners of the Authority may delegate that the authority to so appoint, remove, employ and/or discharge to the President/CEO of the Authority, via a written resolution.

Each member of the Board of Directors shall serve for a term of six (6) years or until his or her successor is appointed; provided, however, that any member of the Board of Directors may be removed from office at any time, with or without cause, by written resolution of the Board of Commissioners of the Authority as specified above.

Section 4. Qualifications

The Board of Directors shall be of the age of majority in the State of Texas and shall be selected from a diverse group of individuals whose qualifications will enhance the charitable purposes of the Corporation. Persons are only eligible to serve if they are a member of the Board of Commissioners of the Authority, an Officer of the Authority, a staff person of the Authority or a nonmember who has been appointed by the Board of Commissioners of the Authority; however, the Board of Commissioners of the Authority may delegate the authority to appoint directors to the President/CEO of the Authority, via a written resolution.

Section 5. Election

The members of the initial Board of Directors shall be persons listed in the Certificate of Formation of the Corporation. Successive board members shall be appointed as described in Section 3 above.

Section 6. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any vacancy occurring in the office of Director shall be filled by appointment by written resolution of the Board of Commissioners of the Authority; however, the Board of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution. A director appointed to fill a vacancy arising other than as a result of the completion of the term of a director shall be appointed for the unexpired of his or her predecessor in office. An vacancy to be filled by reason of an increase in the number of directors shall be filled by appointment by written resolutions of the Board of Commissioners of the Authority; however, the Board Commissioners of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution.

Section 7. Quorum and Transaction of Business

(a) Action in Meetings. A majority of the directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until quorum shall be present. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board.

(b) Action without Meeting. Any action of the Board may be taken without a meeting by one or more written documents signed by a majority of the directors. Committees of the Corporation shall operate in the same manner. The written action shall be filed with the secretary of the Corporation and inserted by the secretary into the minute book of the Corporation. Alternatively, an Executive Committee may be empowered by the Board of Directors at a regular meeting to act on its behalf.

Section 8. Meetings

(a) Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. No notice shall be required for a regular meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

(b) Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

(c) Notice of Special Meetings. Notice of the time and place of each special meeting shall be given to each director by written notice delivered personally or sent by mail, email or telegram at each director's address shown by the records of the Corporation. Such notice shall specify the purpose or purposes of the meeting. If a meeting is to be held by telephone, the notice shall set forth the telephone number, as shown upon the secretary's records, at which each director may be reached for purposes of participation in the meeting and shall state that the secretary must be notified if a director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any director either before or after such meeting.

(d) Action by Conference Telephone. Directors and/or officers may participate in and hold a meeting by means of a conference telephone, similar communications equipment, or other suitable electronic communications equipment, including video conferencing technology, or the internet, or a combination thereof, by means of which all persons participating in the meeting hear each other and participate in the meeting.

Section 9. Compensation

The directors shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

Section 10. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IV OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall include a Chairman of the Board of Directors, who shall also be the President; one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect such additional officers as it deems desirable. Officers shall be elected by a majority vote of the Board and shall hold office until the next regular meeting of the Board or until their successors are elected and qualified. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary.

Section 2. Duties

The officers of the Corporation shall have the following authority and perform the following duties as are customarily incident to their respective offices and such other and further duties may from time to time be required of them by the Board:

(a) President. The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors and the Executive Committee, the President shall have general executive charge, management, and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidence of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors and the Executive Committee; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to the President from time to time by the Board of Directors.

(b) Vice President. Each Vice President shall have powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the Presidents inability to perform the duties of such office.

(c) Treasurer. The Treasurer shall have the custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed and countersigned by the President, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors or these Bylaws; whenever required by the Board of Directors, shall enter or cause to be rendered a statement of the cash amount shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full an accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require. The Authority is also authorized to sign checks, drafts and other instruments drawn on the Corporation's bank account.

(d) Secretary. The Secretary or his/her designee, shall keep the minutes of all meetings of the Board of Directors in the books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Corporations and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments,

mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 3. Removal

Any regular elected officer may be removed with cause by the affirmative vote of a majority of the Board.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VI CONFLICT OF INTEREST

A director having a conflict of interest or a conflict of responsibility on any matter involving the Corporation and any other business or person shall refrain from voting on such matter. No director or officer shall use his or her positions as a director or officer of the Corporation for her or her own direct or indirect financial gain, of which duly authorized salaries as excluded.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is was a director, officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint, venture, trust or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expended) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

ARTICLE VIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitation of Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws to the contrary, this Corporation shall not carry on any activities not permitted to be carried on (b) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Authority for the furtherance of the charitable purposes described in Article II of these Bylaws, or to an organization organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IX PUBLIC FACILITY POWERS AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing or providing “public facilities”, as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303 (and as amended, the “Act”). The Corporation shall have and possess the broadest possible powers to finance the acquisition of Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The Corporation is authorized to issue “bonds” as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Interim Revenue Service prescribed and promulgated pursuant to Sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in the Certificate of Formation of the corporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Business Organizations Code, or any other applicable laws of the State.

(c) The Corporation shall have the purpose and powers permitted by the Act, but the Authority has not delegated to the Corporation the powers of taxation or eminent domain, the police power, or an equivalent sovereign power of the Authority, as provided by Section 303.1041(c) of the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Authority, including those available under the

Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code) pursuant to Section 303 of the Act.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Board of Commissioners of the Authority, in its sole discretion, may alter the Corporation's structure name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts into by the Corporation.

ARTICLE X FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Authority evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements, as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Authority required by paragraph (a) above.

ARTICLE XI MISCELLANEOUS PROVISION

Section 1. Resignations

Any director or officer may resign at any time. Such resignation shall be made by giving written notice to the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 2. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorized any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, as such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, or these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Authority or signed by the Treasurer and countersigned by the President of the Corporation.

Section 4. Maintenance of Corporate Records

The Corporation shall keep at its principal officer:

- (a) Minutes of all meetings of directors, committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, disbursements, gains and losses;
- (c) Copies of the Corporation's Certificate of Formation and Bylaws as amended to date.

Section 5. Notice and Waiver of Notice

Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 6. Board of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be part of the book containing the minutes of meetings of directors, in which shall be written the names of all directors and the date each became a director. Upon the termination of any directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every director, promptly upon becoming such, to furnish to the secretary of the Corporation his or her address and to report promptly to the secretary any change in his or her address.

Section 7. Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or Special Meeting if notice of the proposed amendment is contained in the notice of Special Meeting, provided however, that such alteration or amendment shall be subject to the prior approval of the Authority, and shall not take effect until such approval has been obtained.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of the Corporation, and we consent to, and hereby adopt, the foregoing Bylaws, consisting of eight (8) pages, as Bylaws of this Corporation.

Date:

Title: Director

Title: Director

By: _____
Title: Director

RESOLUTION NO: 5198

RESOLUTION AUTHORIZING DHA TO CREATE NTHP ROSELAND HOMES, INC., A PUBLIC FACILITY CORPORATION, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the Act) is authorized to create a public facility corporation for the ownership of multi-family developments; and

WHEREAS, DHA desires to create NTHP Roseland Homes, Inc., a public facility corporation for the purpose of facilitating the development and operation of an apartment community at the approximate 3535 Munger Avenue in Dallas, Texas, whereby the DHA shall be the sponsor of the Corporation;

WHEREAS, DHA has prepared (a) for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Corporation, and (b) the Bylaws for the Corporation;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO to cause to be created a public facility corporation using the "NTHP Roseland Homes, Inc." or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Corporation, attached hereto as Exhibit "A", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached;

FURTHER RESOLVED, that the Bylaws for the Corporation, attached hereto as Exhibit "B", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create NTHP Roseland Homes, Inc. a Public Facility Corporation, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create NTHP Roseland Homes, Inc., a public facility corporation.

II. Background and History

Roseland Townhomes was constructed in 2001 to create 152 public and market rate rental units on a portion of the former Roseland Homes public housing site. It was the first project of DHA's 1998 HOPE VI program that saw the redevelopment of the Roseland Homes site. Original sources of financing for the construction included HOPE VI funds, 9% Low-Income Housing Tax Credits (LIHTC), and private debt.

The structures are now more than 20 years old and need significant repairs and renovation that cannot be funded through DHA's Capital Fund Program allocation. DHA will, therefore, seek a reservation of Private Activity Bonds and an allocation of 4% LIHTC for the renovation and repairs. A portion of DHA's CFP funds will also be utilized for the work.

NTHP Roseland Homes, Inc. will serve as the general partner to Roseland I, LP. In other action today, the Board of Commissioners will be asked to create Roseland I, LP. DHA will be the original limited partner of Roseland I, LP. Upon sale of the tax credits, DHA will exit the partnership, with the tax credit investor taking its place at the financial closing. DHA will retain ownership of the land and will enter into a long-term ground lease with the Partnership.

III. Prior Board Action

Although the Board has approved repairs to Roseland Townhomes as needed over the past 20 years, the creation of NTHP Roseland Homes, Inc. and Roseland I, LP are the first actions requested for the major renovation of the structures.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create NTHP Roseland Homes, Inc., a public facility corporation.



DHA, HOUSING SOLUTIONS FOR NORTH TEXAS

SECRETARY'S CERTIFICATE

The undersigned does hereby certify to the Secretary of State of Texas, as follows:

1. The undersigned is the duly-elected, qualified, and acting Secretary of DHA, Housing Solutions for North Texas, the sponsor of NTHP Roseland Homes, Inc., a public facility corporation.
2. The certificate is delivered to the Secretary of State of Texas. The Secretary of State of Texas and its counsel, managers, successors, and/or assigns are entitled to rely on this certificate.
3. A true, full, and correct copy of Resolution No. _____ adopted at a meeting of DHA, Housing Solutions for North Texas is attached to, and follows, this certificate.

IN WITNESS WHEREOF, I have signed this certificate effective this the ___ day of August, 2023.

Name: Troy Broussard

Ex- Officio Secretary of the Board of
Commissioners of DHA Housing
Solutions for North Texas

**CERTIFICATE OF FORMATION OF
NTHP ROSELAND HOMES, INC.
A PUBLIC FACILITY CORPORATION**

A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
DHA HOUSING SOLUTIONS OF NORTH TEXAS

Pursuant to the Texas Business Organizations Code, NTHP ROSELAND HOMES, INC., Public Facility Corporation (the "Corporation"), a non-profit corporation incorporated under the laws of the State of Texas, adopts the following Certificate of Formation of the Corporation.

ARTICLE I

- (a) The Corporation is a nonprofit public corporation as well as a Texas public facility Corporation as described in the Texas Public Facility Corporation Act, Tex. Local Government Code, as amended. (the "Act").
- (b) The name of the Corporation is **NTHP ROSELAND HOMES, Inc. Public Facility Corporation** referred here in as "the Corporation."
- (c) The existence of the Corporation will be perpetual.
- (d) The principal office of the Corporation will be located at 3939 N. Hampton Road, Dallas, Texas 75212;
- (e) The initial Registered Agent is DHA Housing Solutions for North Texas. The business address of the Registered Agent of the Corporation is AND THE OFFICE ADDRESS OF THE Registered Agent is 3939 North Hampton Road, Dallas, Texas 75212.

ARTICLE II

The Corporation is organized under the Act, and under the Texas Business Organizations Code, as amended (the "TBOC").

This nonprofit corporation is formed for the purposes of a public facility corporation pursuant to the Act. The specific purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized exclusively for the charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, and providing support services to the residents of such housing.
- (b) The Corporation is organized exclusively for the purpose of assisting DHA Housing Solutions for North Texas (the "Housing Authority") in financing, construction, or providing "public facilities" as defined in the Act.

The Housing Authority is the sponsor of the Corporation. The Housing Authority has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in this Certificate of Formation and has approved this Certificate of Formation.

ARTICLE III

Management of the affairs of the Corporation is vested in the Board of Directors. The initial, number of directors of the Corporation shall be three. The original directors and the term for which each will serve, are set below. The selection process of the Board of Directors as well as their term, removal and duties shall be as provided for in the Bylaws of the Corporation.

<u>Name:</u>	<u>Term:</u>
Tim Lott 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Debbie Quitugua 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Chetana Chaphekar 3939 N. Hampton Road, Dallas, Texas 75212	Three Years

The directors shall serve without compensation.

The number of directors may be increased or decreased by adoption or amendment of the Bylaws, but at no time shall the Board of Directors be less than three (3) members.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the sponsoring organization, the Commissioners of the Housing Authority. In the event that a director of the Corporation ceases to be a member of the sponsoring organization or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. Officers may, but need not, be directors.

Any action which may be taken at a meeting of the Board of Directors may instead be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors and be filed with the Secretary of the Corporation.

ARTICLE IV

The Corporation will not have members, and is a nonstock corporation. The sponsor of the Corporation is the Housing Authority, and said Housing Authority's street is 39339 North Hampton Road, Dallas, Texas 75212.

ARTICLE V

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Certificate of Formation.

ARTICLE VI

Distribution of Assets:

Upon winding up and dissolution of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the Corporation, the title to all funds and other real property and personal property of the Corporation when it dissolved shall automatically vest in the Housing Authority for the furtherance of the charitable purposes described in Article II, or in an organization organized and operated for one or more exempt purposes within the meaning Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any directors, officers, or members, if any, thereof, or to the benefits of any party.

ARTICLE VII

Restriction and Requirements:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII

- (a) The Corporation is organized exclusively for the purpose of assisting the Housing Authority in financing, refinancing or providing "public facilities", as defined in the Act. The Corporation shall have and possess the broadest possible powers to finance the acquisition of Housing Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of the public facilities of the Housing Authority under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal REVENUE Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Housing Authority as provided in this Certificate of Formation.
- (b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act the

Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the TBOC, or any other applicable laws of the State.

- (c) The Corporation shall have the purposes and powers permitted by the Act, but the Housing Authority has not delegated to the Corporation the powers of taxation eminent domain, the police power, or an equivalent sovereign power of the Housing Authority, as provided by the TBOC or the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Housing Authority, including those available under the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and REMEDIES Code) pursuant to Section 303 of the Act.
- (d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the Housing Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.
- (e) The Board of Commissioners of the Housing Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE IX

Financing:

- (a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Housing Authority evidences by the adoption of a written resolution.
- (b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Housing Authority required by paragraph (a) above.

ARTICLE X

The name and address of the organizer of this Company is as follows:

Letetia Patin: 3939 N. Hampton Rd., Dallas, Texas 75212

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Signed by the Incorporator this ___ day of _____, 2023

Letetia Patin, Incorporator

BYLAWS OF
NTHP ROSELAND HOMES, INC. PUBLIC FACILITY CORPORATION,
A Texas Public Facility Corporation and Non-Profit Corporation

ARTICLE I
NAME AND LOCATION

The name of the corporation is NTHP Roseland Homes, Inc. Public Facility Corporation (hereinafter referred to as the "Corporation"). The principal office of the Corporation is 3939 North Hampton Road, Dallas, Texas 75212. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II
STATE OF PURPOSE

The Corporation is organized exclusively for (a) charitable purposes, within the meaning of Section 502(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, providing support services to the residents of such housing, and (b) assisting DHA Housing Solutions for North Texas in financing, refinancing, constructing, rehabilitating, renovating, repairing, equipping, or providing "public facilities", as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303, as amended.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers

All corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors; subject, however, to such limitations as are imposed by law, the Certificate of Formation of the Corporation, or these Bylaws. Without limiting the generality of the proceeding sentence, or any power vested in it by law, the Board of Directors shall have the power to manager the affairs of the Corporation, including, without limitation, (a) prescribe the duties and fix the compensation, if any, for all officers, agents and employees of the Corporation, except as otherwise provided in these Bylaws; (b) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly; and (c) meet at such times and places as required by these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and the authority to the officers and employees of the Corporation, to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

Section 2. Numbers

The Board of Directors shall consist initially of the directors named in the Certificate of Formation filed with the Secretary of State of Texas, and collectively they shall be known as the Board of Directors. The number of Directors may be increased from time to time but in no event shall the number of Directors be less than a minimum of three (3). Any directorship to be filled by reason of an increase in the number of Directors or resignation by a Director shall be filled pursuant to these Bylaws.

Section 3. Term

Each director shall hold office until his or her successor is appointed, or until his or her earlier resignation, removal from office, or death. Each member of the Board of Directors shall be appointed, removed, employed, and/or discharged by written resolution of the Board of Commissioners of the DHA Housing Solutions of North Texas ("the Authority"); however, the Board of Commissioners of the Authority may delegate that the authority to so appoint, remove, employ and/or discharge to the President/CEO of the Authority, via a written resolution.

Each member of the Board of Directors shall serve for a term of six (6) years or until his or her successor is appointed; provided, however, that any member of the Board of Directors may be removed from office at any time, with or without cause, by written resolution of the Board of Commissioners of the Authority as specified above.

Section 4. Qualifications

The Board of Directors shall be of the age of majority in the State of Texas and shall be selected from a diverse group of individuals whose qualifications will enhance the charitable purposes of the Corporation. Persons are only eligible to serve if they are a member of the Board of Commissioners of the Authority, an Officer of the Authority, a staff person of the Authority or a nonmember who has been appointed by the Board of Commissioners of the Authority; however, the Board of Commissioners of the Authority may delegate the authority to appoint directors to the President/CEO of the Authority, via a written resolution.

Section 5. Election

The members of the initial Board of Directors shall be persons listed in the Certificate of Formation of the Corporation. Successive board members shall be appointed as described in Section 3 above.

Section 6. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any vacancy occurring in the office of Director shall be filled by appointment by written resolution of the Board of Commissioners of the Authority; however, the Board of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution. A director appointed to fill a vacancy arising other than as a result of the completion of the term of a director shall be appointed for the unexpired of his or her predecessor in office. An vacancy to be filled by reason of an increase in the number of directors shall be filled by appointment by written resolutions of the Board of Commissioners of the Authority; however, the Board Commissioners of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution.

Section 7. Quorum and Transaction of Business

(a) Action in Meetings. A majority of the directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until quorum shall be present. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board.

(b) Action without Meeting. Any action of the Board may be taken without a meeting by one or more written documents signed by a majority of the directors. Committees of the Corporation shall operate in the same manner. The written action shall be filed with the secretary of the Corporation and inserted by the secretary into the minute book of the Corporation. Alternatively, an Executive Committee may be empowered by the Board of Directors at a regular meeting to act on its behalf.

Section 8. Meetings

(a) Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. No notice shall be required for a regular meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

(b) Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

(c) Notice of Special Meetings. Notice of the time and place of each special meeting shall be given to each director by written notice delivered personally or sent by mail, email or telegram at each director's address shown by the records of the Corporation. Such notice shall specify the purpose or purposes of the meeting. If a meeting is to be held by telephone, the notice shall set forth the telephone number, as shown upon the secretary's records, at which each director may be reached for purposes of participation in the meeting and shall state that the secretary must be notified if a director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any director either before or after such meeting.

(d) Action by Conference Telephone. Directors and/or officers may participate in and hold a meeting by means of a conference telephone, similar communications equipment, or other suitable electronic communications equipment, including video conferencing technology, or the internet, or a combination thereof, by means of which all persons participating in the meeting hear each other and participate in the meeting.

Section 9. Compensation

The directors shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

Section 10. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IV OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall include a Chairman of the Board of Directors, who shall also be the President; one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect such additional officers as it deems desirable. Officers shall be elected by a majority vote of the Board and shall hold office until the next regular meeting of the Board or until their successors are elected and qualified. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary.

Section 2. Duties

The officers of the Corporation shall have the following authority and perform the following duties as are customarily incident to their respective offices and such other and further duties may from time to time be required of them by the Board:

(a) President. The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors and the Executive Committee, the President shall have general executive charge, management, and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidence of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors and the Executive Committee; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to the President from time to time by the Board of Directors.

(b) Vice President. Each Vice President shall have powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the Presidents inability to perform the duties of such office.

(c) Treasurer. The Treasurer shall have the custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed and countersigned by the President, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors or these Bylaws; whenever required by the Board of Directors, shall enter or cause to be rendered a statement of the cash amount shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full an accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require. The Authority is also authorized to sign checks, drafts and other instruments drawn on the Corporation's bank account.

(d) Secretary. The Secretary or his/her designee, shall keep the minutes of all meetings of the Board of Directors in the books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Corporations and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments,

mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 3. Removal

Any regular elected officer may be removed with cause by the affirmative vote of a majority of the Board.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VI CONFLICT OF INTEREST

A director having a conflict of interest or a conflict of responsibility on any matter involving the Corporation and any other business or person shall refrain from voting on such matter. No director or officer shall use his or her positions as a director or officer of the Corporation for her or her own direct or indirect financial gain, of which duly authorized salaries as excluded.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is was a director, officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint, venture, trust or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expended) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

ARTICLE VIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitation of Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws to the contrary, this Corporation shall not carry on any activities not permitted to be carried on (b) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Authority for the furtherance of the charitable purposes described in Article II of these Bylaws, or to an organization organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IX PUBLIC FACILITY POWERS AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing or providing “public facilities”, as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303 (and as amended, the “Act”). The Corporation shall have and possess the broadest possible powers to finance the acquisition of Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The Corporation is authorized to issue “bonds” as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Interim Revenue Service prescribed and promulgated pursuant to Sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in the Certificate of Formation of the corporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Business Organizations Code, or any other applicable laws of the State.

(c) The Corporation shall have the purpose and powers permitted by the Act, but the Authority has not delegated to the Corporation the powers of taxation or eminent domain, the police power, or an equivalent sovereign power of the Authority, as provided by Section 303.1041(c) of the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Authority, including those available under the

Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code) pursuant to Section 303 of the Act.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Board of Commissioners of the Authority, in its sole discretion, may alter the Corporation's structure name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts into by the Corporation.

ARTICLE X FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Authority evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements, as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Authority required by paragraph (a) above.

ARTICLE XI MISCELLANEOUS PROVISION

Section 1. Resignations

Any director or officer may resign at any time. Such resignation shall be made by giving written notice to the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 2. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorized any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, as such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, or these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Authority or signed by the Treasurer and countersigned by the President of the Corporation.

Section 4. Maintenance of Corporate Records

The Corporation shall keep at its principal officer:

- (a) Minutes of all meetings of directors, committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, disbursements, gains and losses;
- (c) Copies of the Corporation's Certificate of Formation and Bylaws as amended to date.

Section 5. Notice and Waiver of Notice

Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 6. Board of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be part of the book containing the minutes of meetings of directors, in which shall be written the names of all directors and the date each became a director. Upon the termination of any directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every director, promptly upon becoming such, to furnish to the secretary of the Corporation his or her address and to report promptly to the secretary any change in his or her address.

Section 7. Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or Special Meeting if notice of the proposed amendment is contained in the notice of Special Meeting, provided however, that such alteration or amendment shall be subject to the prior approval of the Authority, and shall not take effect until such approval has been obtained.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of the Corporation, and we consent to, and hereby adopt, the foregoing Bylaws, consisting of eight (8) pages, as Bylaws of this Corporation.

Date:

Title: Director

Title: Director

By: _____
Title: Director

RESOLUTION NO: 5199

RESOLUTION AUTHORIZING DHA TO CREATE ROSELAND I, LP, A TEXAS LIMITED PARTNERSHIP, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Texas Business Organizations Code, Chapter 153, Limited Partnership General Provisions, Texas Local Government Code (the Act) is authorized to create a limited partnership for the ownership of multi-family developments; and

WHEREAS, DHA desires to create Roseland I, LP, limited partnership for the purpose of facilitating the development and operation of an apartment community at the approximate 3535 Munger Avenue in Dallas, Texas, whereby the DHA shall be the sponsor of the Corporation;

WHEREAS, DHA has prepared (a) for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Corporation, and (b) the Bylaws for the Corporation;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO to cause to be created a public facility corporation using the “Roseland I, LP, Inc.” or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Corporation, attached hereto as Exhibit “A”, has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached;

FURTHER RESOLVED, that the Bylaws for the Corporation, attached hereto as Exhibit “B”, has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary



MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create Roseland I, LP., Limited Partnership, and Any Other Actions Necessary or Convenient to carry out this Resolution
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create Roseland I, LP., Limited Partnership.

II. Background and History

Roseland Townhomes was constructed in 2001 to create 152 public and market rate rental units on a portion of the former Roseland Homes public housing site. It was the first project of DHA's 1998 HOPE VI program that saw the redevelopment of the Roseland Homes site. Original sources of financing for the construction included HOPE VI funds, 9% Low-Income Housing Tax Credits (LIHTC), and private debt.

The structures are now more than 20 years old and need significant repairs and renovation that cannot be funded through DHA's Capital Fund Program allocation. DHA will, therefore, seek a reservation of Private Activity Bonds and an allocation of 4% LIHTC for the renovation and repairs. A portion of DHA's CFP funds will also be utilized for the work.

Roseland Homes, Inc. will serve as the general partner to Roseland Homes I, LP. In other action today, the Board of Commissioners will be asked to create Roseland Homes, Inc. DHA will be the original limited partner of Roseland Homes I, LP. Upon sale of the tax credits, DHA will exit the partnership, with the tax credit investor taking its place at the financial closing. DHA will retain ownership of the land and will enter into a long-term ground lease with the Partnership.

III. Prior Board Action

Although the Board has approved repairs to Roseland Townhomes as needed over the past 20 years, the creation of Roseland Homes, Inc. and Roseland Homes, LP are the first actions requested for the major renovation of the structures.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create Roseland I, LP., Limited Partnership.

RESOLUTION NO: 5200

RESOLUTION AUTHORIZING DHA TO CREATE NTHP ROSELAND ESTATES, INC., A PUBLIC FACILITY CORPORATION, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the Act) is authorized to create a public facility corporation for the ownership of multi-family developments; and

WHEREAS, DHA desires to create NTHP Roseland Estates, Inc., a public facility corporation for the purpose of facilitating the development and operation of an apartment community at the approximate 3335 Munger Avenue in Dallas, Texas, whereby the DHA shall be the sponsor of the Corporation;

WHEREAS, DHA has prepared (a) for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Corporation, and (b) the Bylaws for the Corporation;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO to cause to be created a public facility corporation using the "NTHP Roseland Estates, Inc." or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Corporation, attached hereto as Exhibit "A", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached;

FURTHER RESOLVED, that the Bylaws for the Corporation, attached hereto as Exhibit "B", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create NTHP Roseland Estates, Inc. a Public Facility Corporation, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create NTHP Roseland Estates, Inc., a public facility corporation.

II. Background and History

Roseland Estates was constructed in 2003 to create 138 public and market rate rental units on a portion of the former Roseland Homes public housing site. It was the first project of DHA's 1998 HOPE VI program that saw the redevelopment of the Roseland Homes site. Original sources of financing for the construction included HOPE VI funds, 9% Low-Income Housing Tax Credits (LIHTC), and private debt.

The structures are now nearing 20 years old and need significant repairs and renovation that cannot be funded through DHA's Capital Fund Program allocation. DHA will, therefore, seek a reservation of Private Activity Bonds and an allocation of 4% LIHTC for the renovation and repairs. A portion of DHA's CFP funds will also be utilized for the work.

NTHP Roseland Estates, Inc. will serve as the general partner to Roseland II, LP. In other action today, the Board of Commissioners will be asked to create Roseland II, LP, Inc. DHA will be the original limited partner of Roseland II, LP. Upon sale of the tax credits, DHA will exit the partnership, with the tax credit investor taking its place at the financial closing. DHA will retain ownership of the land and will enter into a long-term ground lease with the Partnership.

III. Prior Board Action

Although the Board has approved repairs to Roseland Estates as needed over the past 20 years, the creation of NTHP Roseland Estates, Inc. and Roseland II, LP are the first actions requested for the major renovation of the structures.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create NTHP Roseland Estates, Inc., a public facility corporation.



**CERTIFICATE OF FORMATION OF
NTHP ROSELAND ESTATES, INC.
A PUBLIC FACILITY CORPORATION**

A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
DHA HOUSING SOLUTIONS OF NORTH TEXAS

Pursuant to the Texas Business Organizations Code, NTHP ROSELAND ESTATES, INC., Public Facility Corporation (the "Corporation"), a non-profit corporation incorporated under the laws of the State of Texas, adopts the following Certificate of Formation of the Corporation.

ARTICLE I

- (a) The Corporation is a nonprofit public corporation as well as a Texas public facility Corporation as described in the Texas Public Facility Corporation Act, Tex. Local Government Code, as amended. (the "Act").
- (b) The name of the Corporation is **NTHP ROSELAND ESTATES, Inc. Public Facility Corporation** referred here in as "the Corporation."
- (c) The existence of the Corporation will be perpetual.
- (d) The principal office of the Corporation will be located at 3939 N. Hampton Road, Dallas, Texas 75212;
- (e) The initial Registered Agent is DHA Housing Solutions for North Texas. The business address of the Registered Agent of the Corporation is AND THE OFFICE ADDRESS OF THE Registered Agent is 3939 North Hampton Road, Dallas, Texas 75212.

ARTICLE II

The Corporation is organized under the Act, and under the Texas Business Organizations Code, as amended (the "TBOC").

This nonprofit corporation is formed for the purposes of a public facility corporation pursuant to the Act. The specific purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized exclusively for the charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, and providing support services to the residents of such housing.
- (b) The Corporation is organized exclusively for the purpose of assisting DHA Housing Solutions for North Texas (the "Housing Authority") in financing, construction, or providing "public facilities" as defined in the Act.

The Housing Authority is the sponsor of the Corporation. The Housing Authority has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in this Certificate of Formation and has approved this Certificate of Formation.

ARTICLE III

Management of the affairs of the Corporation is vested in the Board of Directors. The initial, number of directors of the Corporation shall be three. The original directors and the term for which each will serve, are set below. The selection process of the Board of Directors as well as their term, removal and duties shall be as provided for in the Bylaws of the Corporation.

<u>Name:</u>	<u>Term:</u>
Tim Lott 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Debbie Quitugua 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Chetana Chaphekar 3939 N. Hampton Road, Dallas, Texas 75212	Three Years

The directors shall serve without compensation.

The number of directors may be increased or decreased by adoption or amendment of the Bylaws, but at no time shall the Board of Directors be less than three (3) members.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the sponsoring organization, the Commissioners of the Housing Authority. In the event that a director of the Corporation ceases to be a member of the sponsoring organization or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. Officers may, but need not, be directors.

Any action which may be taken at a meeting of the Board of Directors may instead be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors and be filed with the Secretary of the Corporation.

ARTICLE IV

The Corporation will not have members, and is a nonstock corporation. The sponsor of the Corporation is the Housing Authority, and said Housing Authority's street is 39339 North Hampton Road, Dallas, Texas 75212.

ARTICLE V

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Certificate of Formation.

ARTICLE VI

Distribution of Assets:

Upon winding up and dissolution of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the Corporation, the title to all funds and other real property and personal property of the Corporation when it dissolved shall automatically vest in the Housing Authority for the furtherance of the charitable purposes described in Article II, or in an organization organized and operated for one or more exempt purposes within the meaning Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any directors, officers, or members, if any, thereof, or to the benefits of any party.

ARTICLE VII

Restriction and Requirements:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII

- (a) The Corporation is organized exclusively for the purpose of assisting the Housing Authority in financing, refinancing or providing "public facilities", as defined in the Act. The Corporation shall have and possess the broadest possible powers to finance the acquisition of Housing Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of the public facilities of the Housing Authority under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal REVENUE Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Housing Authority as provided in this Certificate of Formation.
- (b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act the

Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the TBOC, or any other applicable laws of the State.

- (c) The Corporation shall have the purposes and powers permitted by the Act, but the Housing Authority has not delegated to the Corporation the powers of taxation eminent domain, the police power, or an equivalent sovereign power of the Housing Authority, as provided by the TBOC or the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Housing Authority, including those available under the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and REMEDIES Code) pursuant to Section 303 of the Act.
- (d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the Housing Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.
- (e) The Board of Commissioners of the Housing Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE IX

Financing:

- (a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Housing Authority evidences by the adoption of a written resolution.
- (b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Housing Authority required by paragraph (a) above.

ARTICLE X

The name and address of the organizer of this Company is as follows:

Letetia Patin: 3939 N. Hampton Rd., Dallas, Texas 75212

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Signed by the Incorporator this ___ day of _____, 2023

Letetia Patin, Incorporator

BYLAWS OF
NTHP ROSELAND ESTATES, INC. PUBLIC FACILITY CORPORATION,
A Texas Public Facility Corporation and Non-Profit Corporation

ARTICLE I
NAME AND LOCATION

The name of the corporation is NTHP Roseland Estates, Inc. Public Facility Corporation (hereinafter referred to as the "Corporation"). The principal office of the Corporation is 3939 North Hampton Road, Dallas, Texas 75212. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II
STATE OF PURPOSE

The Corporation is organized exclusively for (a) charitable purposes, within the meaning of Section 502(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, providing support services to the residents of such housing, and (b) assisting DHA Housing Solutions for North Texas in financing, refinancing, constructing, rehabilitating, renovating, repairing, equipping, or providing "public facilities", as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303, as amended.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers

All corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors; subject, however, to such limitations as are imposed by law, the Certificate of Formation of the Corporation, or these Bylaws. Without limiting the generality of the proceeding sentence, or any power vested in it by law, the Board of Directors shall have the power to manager the affairs of the Corporation, including, without limitation, (a) prescribe the duties and fix the compensation, if any, for all officers, agents and employees of the Corporation, except as otherwise provided in these Bylaws; (b) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly; and (c) meet at such times and places as required by these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and the authority to the officers and employees of the Corporation, to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

Section 2. Numbers

The Board of Directors shall consist initially of the directors named in the Certificate of Formation filed with the Secretary of State of Texas, and collectively they shall be known as the Board of Directors. The number of Directors may be increased from time to time but in no event shall the number of Directors be less than a minimum of three (3). Any directorship to be filled by reason of an increase in the number of Directors or resignation by a Director shall be filled pursuant to these Bylaws.

Section 3. Term

Each director shall hold office until his or her successor is appointed, or until his or her earlier resignation, removal from office, or death. Each member of the Board of Directors shall be appointed, removed, employed, and/or discharged by written resolution of the Board of Commissioners of the DHA Housing Solutions of North Texas ("the Authority"); however, the Board of Commissioners of the Authority may delegate that the authority to so appoint, remove, employ and/or discharge to the President/CEO of the Authority, via a written resolution.

Each member of the Board of Directors shall serve for a term of six (6) years or until his or her successor is appointed; provided, however, that any member of the Board of Directors may be removed from office at any time, with or without cause, by written resolution of the Board of Commissioners of the Authority as specified above.

Section 4. Qualifications

The Board of Directors shall be of the age of majority in the State of Texas and shall be selected from a diverse group of individuals whose qualifications will enhance the charitable purposes of the Corporation. Persons are only eligible to serve if they are a member of the Board of Commissioners of the Authority, an Officer of the Authority, a staff person of the Authority or a nonmember who has been appointed by the Board of Commissioners of the Authority; however, the Board of Commissioners of the Authority may delegate the authority to appoint directors to the President/CEO of the Authority, via a written resolution.

Section 5. Election

The members of the initial Board of Directors shall be persons listed in the Certificate of Formation of the Corporation. Successive board members shall be appointed as described in Section 3 above.

Section 6. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any vacancy occurring in the office of Director shall be filled by appointment by written resolution of the Board of Commissioners of the Authority; however, the Board of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution. A director appointed to fill a vacancy arising other than as a result of the completion of the term of a director shall be appointed for the unexpired of his or her predecessor in office. An vacancy to be filled by reason of an increase in the number of directors shall be filled by appointment by written resolutions of the Board of Commissioners of the Authority; however, the Board Commissioners of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution.

Section 7. Quorum and Transaction of Business

(a) Action in Meetings. A majority of the directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until quorum shall be present. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board.

(b) Action without Meeting. Any action of the Board may be taken without a meeting by one or more written documents signed by a majority of the directors. Committees of the Corporation shall operate in the same manner. The written action shall be filed with the secretary of the Corporation and inserted by the secretary into the minute book of the Corporation. Alternatively, an Executive Committee may be empowered by the Board of Directors at a regular meeting to act on its behalf.

Section 8. Meetings

(a) Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. No notice shall be required for a regular meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

(b) Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

(c) Notice of Special Meetings. Notice of the time and place of each special meeting shall be given to each director by written notice delivered personally or sent by mail, email or telegram at each director's address shown by the records of the Corporation. Such notice shall specify the purpose or purposes of the meeting. If a meeting is to be held by telephone, the notice shall set forth the telephone number, as shown upon the secretary's records, at which each director may be reached for purposes of participation in the meeting and shall state that the secretary must be notified if a director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any director either before or after such meeting.

(d) Action by Conference Telephone. Directors and/or officers may participate in and hold a meeting by means of a conference telephone, similar communications equipment, or other suitable electronic communications equipment, including video conferencing technology, or the internet, or a combination thereof, by means of which all persons participating in the meeting hear each other and participate in the meeting.

Section 9. Compensation

The directors shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

Section 10. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IV OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall include a Chairman of the Board of Directors, who shall also be the President; one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect such additional officers as it deems desirable. Officers shall be elected by a majority vote of the Board and shall hold office until the next regular meeting of the Board or until their successors are elected and qualified. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary.

Section 2. Duties

The officers of the Corporation shall have the following authority and perform the following duties as are customarily incident to their respective offices and such other and further duties may from time to time be required of them by the Board:

(a) **President.** The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors and the Executive Committee, the President shall have general executive charge, management, and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidence of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors and the Executive Committee; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to the President from time to time by the Board of Directors.

(b) **Vice President.** Each Vice President shall have powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the Presidents inability to perform the duties of such office.

(c) **Treasurer.** The Treasurer shall have the custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed and countersigned by the President, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors or these Bylaws; whenever required by the Board of Directors, shall enter or cause to be rendered a statement of the cash amount shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full an accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require. The Authority is also authorized to sign checks, drafts and other instruments drawn on the Corporation's bank account.

(d) **Secretary.** The Secretary or his/her designee, shall keep the minutes of all meetings of the Board of Directors in the books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Corporations and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments,

mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 3. Removal

Any regular elected officer may be removed with cause by the affirmative vote of a majority of the Board.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VI CONFLICT OF INTEREST

A director having a conflict of interest or a conflict of responsibility on any matter involving the Corporation and any other business or person shall refrain from voting on such matter. No director or officer shall use his or her positions as a director or officer of the Corporation for her or her own direct or indirect financial gain, of which duly authorized salaries as excluded.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is was a director, officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint, venture, trust or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expended) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

ARTICLE VIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitation of Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws to the contrary, this Corporation shall not carry on any activities not permitted to be carried on (b) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Authority for the furtherance of the charitable purposes described in Article II of these Bylaws, or to an organization organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IX PUBLIC FACILITY POWERS AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing or providing “public facilities”, as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303 (and as amended, the “Act”). The Corporation shall have and possess the broadest possible powers to finance the acquisition of Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The Corporation is authorized to issue “bonds” as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Interim Revenue Service prescribed and promulgated pursuant to Sections 103 and 141 of the Internal Revenue Code= of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in the Certificate of Formation of the corporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Business Organizations Code, or any other applicable laws of the State.

(c) The Corporation shall have the purpose and powers permitted by the Act, but the Authority has not delegated to the Corporation the powers of taxation or eminent domain, the police power, or an equivalent sovereign power of the Authority, as provided by Section 303.1041(c) of the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Authority, including those available under the

Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code) pursuant to Section 303 of the Act.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Board of Commissioners of the Authority, in its sole discretion, may alter the Corporation's structure name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts into by the Corporation.

ARTICLE X FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Authority evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements, as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Authority required by paragraph (a) above.

ARTICLE XI MISCELLANEOUS PROVISION

Section 1. Resignations

Any director or officer may resign at any time. Such resignation shall be made by giving written notice to the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 2. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorized any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, as such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, or these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Authority or signed by the Treasurer and countersigned by the President of the Corporation.

Section 4. Maintenance of Corporate Records

The Corporation shall keep at its principal officer:

- (a) Minutes of all meetings of directors, committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, disbursements, gains and losses;
- (c) Copies of the Corporation's Certificate of Formation and Bylaws as amended to date.

Section 5. Notice and Waiver of Notice

Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 6. Board of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be part of the book containing the minutes of meetings of directors, in which shall be written the names of all directors and the date each became a director. Upon the termination of any directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every director, promptly upon becoming such, to furnish to the secretary of the Corporation his or her address and to report promptly to the secretary any change in his or her address.

Section 7. Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or Special Meeting if notice of the proposed amendment is contained in the notice of Special Meeting, provided however, that such alteration or amendment shall be subject to the prior approval of the Authority, and shall not take effect until such approval has been obtained.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of the Corporation, and we consent to, and hereby adopt, the foregoing Bylaws, consisting of eight (8) pages, as Bylaws of this Corporation.

Date:

Title: Director

Title: Director

By: _____
Title: Director

RESOLUTION NO: 5201

RESOLUTION AUTHORIZING DHA TO CREATE ROSELAND II LP, A TEXAS LIMITED PARTNERSHIP, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Business Organizations Code, Chapter 153, Limited Partnership General Provisions, may create a limited partnership for the ownership of multi-family developments; and

WHEREAS, DHA desires to create Roseland II, LP, a Texas limited partnership (“Limited Partnership”) for the purpose of facilitating the development and operation of an apartment community at 3335 Munger Avenue in Dallas, Texas; and

WHEREAS, DHA will form and sponsor a public facility corporation, NTHP Roseland Estates, Inc. (or similar name), to serve as general partner of the Limited Partnership; and

WHEREAS, DHA has prepared for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Limited Partnership ;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO, or his designee, to cause to be created a Texas limited partnership using “Roseland II, LP” or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Limited Partnership , attached hereto as Exhibit “A”, has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create Roseland II, LP., Limited Partnership, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create Roseland II, LP., Limited Partnership.

II. Background and History

Roseland Estates was constructed in 2003 to create 138 public and market rate rental units on a portion of the former Roseland Homes public housing site. It was the first project of DHA's 1998 HOPE VI program that saw the redevelopment of the Roseland Homes site. Original sources of financing for the construction included HOPE VI funds, 9% Low-Income Housing Tax Credits (LIHTC), and private debt.

The structures are now nearing 20 years old and need significant repairs and renovation that cannot be funded through DHA's Capital Fund Program allocation. DHA will, therefore, seek a reservation of Private Activity Bonds and an allocation of 4% LIHTC for the renovation and repairs. A portion of DHA's CFP funds will also be utilized for the work.

NTHP Roseland Estates, Inc. will serve as the general partner to Roseland II, LP. In other action today, the Board of Commissioners will be asked to create Roseland Estates, Inc. DHA will be the original limited partner of Roseland II, LP. Upon sale of the tax credits, DHA will exit the partnership, with the tax credit investor taking its place at the financial closing. DHA will retain ownership of the land and will enter into a long-term ground lease with the Partnership.

III. Prior Board Action

Although the Board has approved repairs to Roseland Estates as needed over the past 20 years, the creation of NTHP Roseland Estates, Inc. and Roseland II, LP are the first actions requested for the major renovation of the structures.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create Roseland II, LP., Limited Partnership.

RESOLUTION NO: 5202

RESOLUTION AUTHORIZING DHA TO CREATE NTHP OAKS CLINIC, INC., A PUBLIC FACILITY CORPORATION, AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the Act) is authorized to create a public facility corporation for the ownership of multi-family developments; and

WHEREAS, DHA desires to create NTHP Oaks Clinic, Inc., a public facility corporation for the purpose of facilitating the development, and operation of an apartment community at the approximate 630 S. Llewellyn Ave., Dallas, Texas 75208 in Dallas, Texas, whereby the DHA shall be the sponsor of the Corporation;

WHEREAS, DHA has prepared (a) for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Corporation, and (b) the Bylaws for the Corporation;

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO to cause to be created a public facility corporation using the "NTHP Oaks Clinic, Inc." or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Corporation, attached hereto as Exhibit "A", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached;

FURTHER RESOLVED, that the Bylaws for the Corporation, attached hereto as Exhibit "B", has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

This Resolution shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create NTHP Oaks Clinic, Inc., a Public Facility Corporation, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create NTHP Oaks Clinic, Inc., a public facility corporation.

II. Background and History

One of DHA's Board approved policy initiatives is the creation of new affordable housing units. The Oaks is a 260-unit senior housing community located at 630 S. Llewellyn, Dallas, Texas. Development of the facility is the joint efforts of DHA and Volunteers of America National Services ("VOANS"). Construction of the facility is substantially complete and tenants have begun to occupy the building. The building includes both affordable and market rental units.

The building includes approximately 5,500 square feet of space for a medical clinic. The clinic will provide a much needed service in the community and will be open to the entire neighborhood. DHA is currently negotiating with Los Barrios Unidos Community Clinic ("the Provider") to provide the health care services.

The Oaks is a tax credit property. As such, the investor partner does not want income from rental of the clinic space to be paid to the partnership. The anticipated structure agreeable among the investor partner, DHA, and VOANS is to form a Joint Venture that will enter into a lease for the space with the Partnership at a nominal amount. Members of the Joint Venture (JV) will be NTHP Oaks Clinic, PFC (a DHA entity) and a similar entity formed by VOANS. The JV will then enter into a lease agreement with the Provider at a negotiated annual rent. This rental income will be used to provide resident services.

In other action today, the Board of Commissioners will be asked to approve a resolution to create NTHP Oaks Clinic, PFC. NTHP Oaks, Inc, will serve as the managing member of NTHP Oaks Clinic.

III. Prior Board Action

There has been no previous DHA Board of Commissioners action regarding the lease of the clinic space at The Oaks.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State's Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create NTHP Oaks Clinic, Inc., a public facility corporation.



DHA, HOUSING SOLUTIONS FOR NORTH TEXAS

SECRETARY'S CERTIFICATE

The undersigned does hereby certify to the Secretary of State of Texas, as follows:

1. The undersigned is the duly-elected, qualified, and acting Secretary of DHA, Housing Solutions for North Texas, the sponsor of NTHP Oaks Clinic, Inc., a public facility corporation.
2. The certificate is delivered to the Secretary of State of Texas. The Secretary of State of Texas and its counsel, managers, successors, and/or assigns are entitled to rely on this certificate.
3. A true, full, and correct copy of Resolution No. _____ adopted at a meeting of DHA, Housing Solutions for North Texas is attached to, and follows, this certificate.

IN WITNESS WHEREOF, I have signed this certificate effective this the ____ day of August, 2023.

Name: Troy Broussard

Ex- Officio Secretary of the Board of
Commissioners of DHA Housing
Solutions for North Texas

**CERTIFICATE OF FORMATION OF
NTHP OAKS CLINIC, INC.
A PUBLIC FACILITY CORPORATION**

A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
DHA HOUSING SOLUTIONS OF NORTH TEXAS

Pursuant to the Texas Business Organizations Code, NTHP OAKS CLINIC, INC., Public Facility Corporation (the "Corporation"), a non-profit corporation incorporated under the laws of the State of Texas, adopts the following Certificate of Formation of the Corporation.

ARTICLE I

- (a) The Corporation is a nonprofit public corporation as well as a Texas public facility Corporation as described in the Texas Public Facility Corporation Act, Tex. Local Government Code, as amended. (the "Act").
- (b) The name of the Corporation is **NTHP OAKS CLINIC, Inc. Public Facility Corporation** referred here in as "the Corporation."
- (c) The existence of the Corporation will be perpetual.
- (d) The principal office of the Corporation will be located at 3939 N. Hampton Road, Dallas, Texas 75212;
- (e) The initial Registered Agent is DHA Housing Solutions for North Texas. The business address of the Registered Agent of the Corporation is AND THE OFFICE ADDRESS OF THE Registered Agent is 3939 North Hampton Road, Dallas, Texas 75212.

ARTICLE II

The Corporation is organized under the Act, and under the Texas Business Organizations Code, as amended (the "TBOC").

This nonprofit corporation is formed for the purposes of a public facility corporation pursuant to the Act. The specific purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (a) The Corporation is organized exclusively for the charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, and providing support services to the residents of such housing.
- (b) The Corporation is organized exclusively for the purpose of assisting DHA Housing Solutions for North Texas (the "Housing Authority") in financing, construction, or providing "public facilities" as defined in the Act.

The Housing Authority is the sponsor of the Corporation. The Housing Authority has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in this Certificate of Formation and has approved this Certificate of Formation.

ARTICLE III

Management of the affairs of the Corporation is vested in the Board of Directors. The initial, number of directors of the Corporation shall be three. The original directors and the term for which each will serve, are set below. The selection process of the Board of Directors as well as their term, removal and duties shall be as provided for in the Bylaws of the Corporation.

<u>Name:</u>	<u>Term:</u>
Tim Lott 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Debbie Quitugua 3939 N. Hampton Road, Dallas, Texas 75212	Three Years
Chetana Chaphekar 3939 N. Hampton Road, Dallas, Texas 75212	Three Years

The directors shall serve without compensation.

The number of directors may be increased or decreased by adoption or amendment of the Bylaws, but at no time shall the Board of Directors be less than three (3) members.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the sponsoring organization, the Commissioners of the Housing Authority. In the event that a director of the Corporation ceases to be a member of the sponsoring organization or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. Officers may, but need not, be directors.

Any action which may be taken at a meeting of the Board of Directors may instead be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors and be filed with the Secretary of the Corporation.

ARTICLE IV

The Corporation will not have members, and is a nonstock corporation. The sponsor of the Corporation is the Housing Authority, and said Housing Authority's street is 39339 North Hampton Road, Dallas, Texas 75212.

ARTICLE V

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of this Certificate of Formation.

ARTICLE VI

Distribution of Assets:

Upon winding up and dissolution of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the Corporation, the title to all funds and other real property and personal property of the Corporation when it dissolved shall automatically vest in the Housing Authority for the furtherance of the charitable purposes described in Article II, or in an organization organized and operated for one or more exempt purposes within the meaning Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any directors, officers, or members, if any, thereof, or to the benefits of any party.

ARTICLE VII

Restriction and Requirements:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinabove. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII

- (a) The Corporation is organized exclusively for the purpose of assisting the Housing Authority in financing, refinancing or providing "public facilities", as defined in the Act. The Corporation shall have and possess the broadest possible powers to finance the acquisition of Housing Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of the public facilities of the Housing Authority under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal REVENUE Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Housing Authority as provided in this Certificate of Formation.
- (b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act the

Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the TBOC, or any other applicable laws of the State.

- (c) The Corporation shall have the purposes and powers permitted by the Act, but the Housing Authority has not delegated to the Corporation the powers of taxation eminent domain, the police power, or an equivalent sovereign power of the Housing Authority, as provided by the TBOC or the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Housing Authority, including those available under the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and REMEDIES Code) pursuant to Section 303 of the Act.
- (d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the Housing Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.
- (e) The Board of Commissioners of the Housing Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE IX

Financing:

- (a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Housing Authority evidences by the adoption of a written resolution.
- (b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Housing Authority required by paragraph (a) above.

ARTICLE X

The name and address of the organizer of this Company is as follows:

Letetia Patin: 3939 N. Hampton Rd., Dallas, Texas 75212

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Signed by the Incorporator this ___ day of _____, 2023

Letetia Patin, Incorporator

BYLAWS OF
NTHP OAKS CLINIC, INC. PUBLIC FACILITY CORPORATION,
A Texas Public Facility Corporation and Non-Profit Corporation

ARTICLE I
NAME AND LOCATION

The name of the corporation is NTHP Oaks Clinic, Inc. Public Facility Corporation (hereinafter referred to as the "Corporation"). The principal office of the Corporation is 3939 North Hampton Road, Dallas, Texas 75212. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE II
STATE OF PURPOSE

The Corporation is organized exclusively for (a) charitable purposes, within the meaning of Section 502(c)(3) of the Internal Revenue Code, of promoting community welfare by providing decent housing that is affordable to low income families in the City of Dallas and County of Dallas, Texas, providing support services to the residents of such housing, and (b) assisting DHA Housing Solutions for North Texas in financing, refinancing, constructing, rehabilitating, renovating, repairing, equipping, or providing "public facilities", as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303, as amended.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers

All corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors; subject, however, to such limitations as are imposed by law, the Certificate of Formation of the Corporation, or these Bylaws. Without limiting the generality of the proceeding sentence, or any power vested in it by law, the Board of Directors shall have the power to manager the affairs of the Corporation, including, without limitation, (a) prescribe the duties and fix the compensation, if any, for all officers, agents and employees of the Corporation, except as otherwise provided in these Bylaws; (b) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly; and (c) meet at such times and places as required by these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and the authority to the officers and employees of the Corporation, to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

Section 2. Numbers

The Board of Directors shall consist initially of the directors named in the Certificate of Formation filed with the Secretary of State of Texas, and collectively they shall be known as the Board of Directors. The number of Directors may be increased from time to time but in no event shall the number of Directors be less than a minimum of three (3). Any directorship to be filled by reason of an increase in the number of Directors or resignation by a Director shall be filled pursuant to these Bylaws.

Section 3. Term

Each director shall hold office until his or her successor is appointed, or until his or her earlier resignation, removal from office, or death. Each member of the Board of Directors shall be appointed, removed, employed, and/or discharged by written resolution of the Board of Commissioners of the DHA Housing Solutions of North Texas (“the Authority”); however, the Board of Commissioners of the Authority may delegate that the authority to so appoint, remove, employ and/or discharge to the President/CEO of the Authority, via a written resolution.

Each member of the Board of Directors shall serve for a term of six (6) years or until his or her successor is appointed; provided, however, that any member of the Board of Directors may be removed from office at any time, with or without cause, by written resolution of the Board of Commissioners of the Authority as specified above.

Section 4. Qualifications

The Board of Directors shall be of the age of majority in the State of Texas and shall be selected from a diverse group of individuals whose qualifications will enhance the charitable purposes of the Corporation. Persons are only eligible to serve if they are a member of the Board of Commissioners of the Authority, an Officer of the Authority, a staff person of the Authority or a nonmember who has been appointed by the Board of Commissioners of the Authority; however, the Board of Commissioners of the Authority may delegate the authority to appoint directors to the President/CEO of the Authority, via a written resolution.

Section 5. Election

The members of the initial Board of Directors shall be persons listed in the Certificate of Formation of the Corporation. Successive board members shall be appointed as described in Section 3 above.

Section 6. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any vacancy occurring in the office of Director shall be filled by appointment by written resolution of the Board of Commissioners of the Authority; however, the Board of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution. A director appointed to fill a vacancy arising other than as a result of the completion of the term of a director shall be appointed for the unexpired of his or her predecessor in office. An vacancy to be filled by reason of an increase in the number of directors shall be filled by appointment by written resolutions of the Board of Commissioners of the Authority; however, the Board Commissioners of the Authority may delegate such authority to the President/CEO of the Authority, via a written resolution.

Section 7. Quorum and Transaction of Business

(a) Action in Meetings. A majority of the directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until quorum shall be present. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board.

(b) Action without Meeting. Any action of the Board may be taken without a meeting by one or more written documents signed by a majority of the directors. Committees of the Corporation shall operate in the same manner. The written action shall be filed with the secretary of the Corporation and inserted by the secretary into the minute book of the Corporation. Alternatively, an Executive Committee may be empowered by the Board of Directors at a regular meeting to act on its behalf.

Section 8. Meetings

(a) Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. No notice shall be required for a regular meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

(b) Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

(c) Notice of Special Meetings. Notice of the time and place of each special meeting shall be given to each director by written notice delivered personally or sent by mail, email or telegram at each director's address shown by the records of the Corporation. Such notice shall specify the purpose or purposes of the meeting. If a meeting is to be held by telephone, the notice shall set forth the telephone number, as shown upon the secretary's records, at which each director may be reached for purposes of participation in the meeting and shall state that the secretary must be notified if a director desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any director either before or after such meeting.

(d) Action by Conference Telephone. Directors and/or officers may participate in and hold a meeting by means of a conference telephone, similar communications equipment, or other suitable electronic communications equipment, including video conferencing technology, or the internet, or a combination thereof, by means of which all persons participating in the meeting hear each other and participate in the meeting.

Section 9. Compensation

The directors shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such services.

Section 10. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IV OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall include a Chairman of the Board of Directors, who shall also be the President; one or more Vice Presidents, a Secretary and a Treasurer. The Board may elect such additional officers as it deems desirable. Officers shall be elected by a majority vote of the Board and shall hold office until the next regular meeting of the Board or until their successors are elected and qualified. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary.

Section 2. Duties

The officers of the Corporation shall have the following authority and perform the following duties as are customarily incident to their respective offices and such other and further duties may from time to time be required of them by the Board:

(a) President. The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors and the Executive Committee, the President shall have general executive charge, management, and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidence of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors and the Executive Committee; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to the President from time to time by the Board of Directors.

(b) Vice President. Each Vice President shall have powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the Presidents inability to perform the duties of such office.

(c) Treasurer. The Treasurer shall have the custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed and countersigned by the President, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors or these Bylaws; whenever required by the Board of Directors, shall enter or cause to be rendered a statement of the cash amount shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full an accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require. The Authority is also authorized to sign checks, drafts and other instruments drawn on the Corporation's bank account.

(d) Secretary. The Secretary or his/her designee, shall keep the minutes of all meetings of the Board of Directors in the books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Certificate of Formation, may sign with the President in the name and on behalf of the Corporations and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments,

mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 3. Removal

Any regular elected officer may be removed with cause by the affirmative vote of a majority of the Board.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VI CONFLICT OF INTEREST

A director having a conflict of interest or a conflict of responsibility on any matter involving the Corporation and any other business or person shall refrain from voting on such matter. No director or officer shall use his or her positions as a director or officer of the Corporation for her or her own direct or indirect financial gain, of which duly authorized salaries as excluded.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is was a director, officer, employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint, venture, trust or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expended) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

ARTICLE VIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitation of Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws to the contrary, this Corporation shall not carry on any activities not permitted to be carried on (b) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Authority for the furtherance of the charitable purposes described in Article II of these Bylaws, or to an organization organized and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

ARTICLE IX PUBLIC FACILITY POWERS AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing or providing “public facilities”, as defined in the Texas Public Facility Corporation Act, Tex. Local Government Code, Chapter 303 (and as amended, the “Act”). The Corporation shall have and possess the broadest possible powers to finance the acquisition of Authority obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The Corporation is authorized to issue “bonds” as defined and permitted by the Act; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Board of Directors. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Interim Revenue Service prescribed and promulgated pursuant to Sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in the Certificate of Formation of the corporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Business Organizations Code, or any other applicable laws of the State.

(c) The Corporation shall have the purpose and powers permitted by the Act, but the Authority has not delegated to the Corporation the powers of taxation or eminent domain, the police power, or an equivalent sovereign power of the Authority, as provided by Section 303.1041(c) of the Act. However, the Corporation is a governmental unit exercising governmental functions and is delegated all other sovereign powers and immunities available to the Authority, including those available under the

Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code) pursuant to Section 303 of the Act.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Board of Commissioners of the Authority, in its sole discretion, may alter the Corporation's structure name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts into by the Corporation.

ARTICLE X FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Board of Commissioners of the Authority evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust or other agreements, as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Board of Commissioners of the Authority required by paragraph (a) above.

ARTICLE XI MISCELLANEOUS PROVISION

Section 1. Resignations

Any director or officer may resign at any time. Such resignation shall be made by giving written notice to the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 2. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorized any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, as such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise required by law, or these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Authority or signed by the Treasurer and countersigned by the President of the Corporation.

Section 4. Maintenance of Corporate Records

The Corporation shall keep at its principal officer:

- (a) Minutes of all meetings of directors, committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, disbursements, gains and losses;
- (c) Copies of the Corporation's Certificate of Formation and Bylaws as amended to date.

Section 5. Notice and Waiver of Notice

Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 6. Board of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be part of the book containing the minutes of meetings of directors, in which shall be written the names of all directors and the date each became a director. Upon the termination of any directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every director, promptly upon becoming such, to furnish to the secretary of the Corporation his or her address and to report promptly to the secretary any change in his or her address.

Section 7. Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any Regular Meeting or Special Meeting if notice of the proposed amendment is contained in the notice of Special Meeting, provided however, that such alteration or amendment shall be subject to the prior approval of the Authority, and shall not take effect until such approval has been obtained.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of the Corporation, and we consent to, and hereby adopt, the foregoing Bylaws, consisting of eight (8) pages, as Bylaws of this Corporation.

Date:

Title: Director

Title: Director

By: _____
Title: Director

RESOLUTION NO: 5203

RESOLUTION AUTHORIZING DHA TO CREATE NTHP OAKS CLINIC, LLC., A LIMITED LIABILITY COMPANY AND ANY OTHER ACTIONS NECESSARY OR CONVENIENT TO CARRY OUT THIS RESOLUTION

WHEREAS, DHA, Housing Solutions for North Texas, a body politic formed under the laws of Texas (DHA), has as part of its mission to provide quality affordable housing and

WHEREAS, DHA, pursuant to the provisions of the Limited Liability Companies Act, Chapter 101, Texas Business Organizations Code may create a limited liability company for the ownership of multi-family developments; and

WHEREAS, DHA desires to create NTHP Oaks Clinic, LLC., a Texas limited liability company (“Company”) for the purpose of facilitating the development, and operation of an apartment community at the approximate 630 S. Llewellyn, Dallas, Texas in Dallas, Texas; and

WHEREAS, DHA has prepared for filing with the Secretary of State of the State of Texas, the Certificate of Formation for the Company; and

WHEREAS, DHA will form and sponsor a public facility corporation, NTHP Oaks, Inc.(or similar name), to serve as managing member or member of the Company; and

NOW THEREFORE IT BE RESOLVED:

That DHA Board of Commissioners hereby authorizes the President and CEO, or his designee, to cause to be created a limited liability company using “NTHP Oaks Clinic, LLC.” or using a similar name if so required by the Secretary of State of the State of Texas and to execute any and all documents necessary to facilitate the creation;

FURTHER RESOLVED, that the Certificate of Formation of the Company, attached hereto as Exhibit “A”, has been prepared for filing with the Secretary of State of the State of Texas and shall be filed with the Secretary of the State of Texas in substantially the form attached; and

FURTHER RESOLVED, that third parties shall be entitled to rely on the foregoing resolutions as being in full force and effect until modified otherwise in writing by a duly authorized officer or Commissioner.

These Resolutions shall be in full force and effect from and upon their adoption.

PASSED this ___ day of _____, 2023

Betty Culbreath, Chairman

ATTEST:

Troy Broussard, Secretary

MEMORANDUM

TO: DHA Board of Commissioners
FROM: Troy Broussard, President & CEO
SUBJECT: Resolution Authorizing DHA to create NTHP Oaks Clinic, LLC., a Limited Liability Company, and Any Other Actions Necessary or Convenient to carry out this Resolution.
DATE: August 15, 2023

I. Statement of Issue

Request the Board of Commissioners authorize DHA to create NTHP Oaks Clinic, LLC., a limited liability company.

II. Background and History

The Oaks is a 260-unit senior housing community located at 630 S. Llewellyn, Dallas, Texas. Development of the facility is the joint efforts of DHA and Volunteers of America National Services (“VOANS”). Construction of the facility is substantially complete and tenants have begun to occupy the building. The building includes both affordable and market rental units.

The building includes approximately 5,500 square feet of space for a medical clinic. The clinic will provide a much needed service in the community and will be open to the entire neighborhood. DHA is currently negotiating with Los Barrios Unidos Community Clinic (“the Provider”) to provide the health care services.

The Oaks is a tax credit property. As such, the investor partner does not want income from rental of the clinic space to be paid to the partnership. The anticipated structure agreeable among the investor partner, DHA, and VOANS is to form a Joint Venture that will enter into a lease for the space with the Partnership at a nominal amount. Members of the Joint Venture (JV) will be NTHP Oaks Clinic, LLC (a DHA entity) and a similar entity formed by VOANS. The JV will then enter into a lease agreement with the Provider at a negotiated annual rent. This rental income will be used to provide resident services.

In other action today, the Board of Commissioners will be asked to approve a resolution to create NTHP Oaks, Inc., a public facility corporation, to serve as the managing member of NTHP Oaks Clinic, LLC, a limited liability company.

III. Prior Board Action

There has been no previous DHA Board of Commissioners action regarding the lease of the clinic space at The Oaks.

IV. Status of Current Actions

Organizational documents have been drafted to file with the Secretary of State’s Office.

V. Recommendation

DHA recommends approval of the above referenced resolution authorizing DHA to create NTHP Oaks Clinic, LLC., a limited liability company.

