

WACO HOUSING AUTHORITY

RESOLUTION NO. 3905

A RESOLUTION AUTHORIZING THE BOARD OF COMMISSONERS OF WACO HOUSING AUTHORITY (THE “AUTHORITY”) TO TAKE ANY SUCH ACTIONS NECESSARY OR CONVENIENT TO FACILITATE (I) THE ACQUISITION, DEVELOPMENT FINANCING AND OPERATION OF PAIGE ESTATES (THE “PROJECT”) AND (II) THE EXECUTION OF ALL REQUIRED DOCUMENTS.

Whereas, to facilitate financing of the acquisition and operation of the Project, the Authority desires to acquire the property upon which the Project is constructed and enter into a Ground Lease (the “**Ground Lease**”) with the owner of the Project Improvements, Paige Estates, L.P., a Texas limited partnership (the “**Partnership**”);

Whereas, in connection with the financing of the Project, the Partnership desires to enter into an Amended and Restated Agreement of Limited Partnership, admitting MCI Paige Estates, LLC, an Indiana limited liability company or its affiliate, as an investor limited partner in the Partnership (the “**Partnership Agreement**”);

Now, therefore, in connection with the development, acquisition and equipping of the Project, the Board of Commissioners hereby adopt the following resolutions:

Be it resolved, that the Chief Executive Officer of the Authority and/or her designee (each an “**Executing Officer**”) is hereby authorized to review, approve and execute all certificates, affidavits, agreements, documents, easements, and other writings or instruments, including but not limited to the Ground Lease (collectively the “**Agreements**”) the Chief Executive Officer shall deem to be necessary or desirable in the consummation of the transactions herein contemplated;

Be it further resolved, that all acts, transactions, or agreements undertaken prior hereto by the Executing Officer, in connection with the foregoing matters are hereby ratified and confirmed as the valid actions of the Authority, effective as of the date such actions were taken; and

Be it further resolved, that the Executing Officer is hereby authorized and directed for and on behalf of, and as the act and deed of the Authority, to take such further action in the consummation of the transactions herein contemplated and to do any and all other acts and things necessary or proper in furtherance thereof, as the Chief Executive Officer shall deem to be necessary or desirable, and all acts heretofore taken by the designee of the Chief Executive Officer or her designee to such end are hereby expressly ratified and confirmed as the acts and deeds of the Authority.

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

[Remainder of page intentionally left blank for signature]

PASSED this 10th day of April 2025.

I. Melli Wickliff, JD 4/10/2025

MELLI WICKLIFF, CHAIR

ATTEST:

Milet Hopping 4/10/2025

MILET HOPPING, SECRETARY

RESOLUTION NO. 3904

RESOLUTION BY THE BOARD OF COMMISSIONERS OF WACO
HOUSING AUTHORITY & AFFILIATES AUTHORIZING THE
PRESIDENT/CEO TO ENTER INTO A CONTRACT WITH DG
CONSTRUCTION OF BEAUMONT, TEXAS.

- WHEREAS, the Modernization Department solicited sealed bids in accordance with procurement guidelines from qualified service providers
- WHEREAS, in addition, the advertisement was published in the Waco Tribune Herald on March 1st and March 8th, 2025, and
- WHEREAS, in addition to the advertisement, forty-nine (49) general contractors were notified by email, and
- WHEREAS, Waco Housing Authority & Affiliates received seven (7) compliant bids, and
- WHEREAS, it was determined that DG Construction submitted the lowest most responsive qualified bid, and
- WHEREAS, it is the recommendation of the President/CEO that the contract be awarded to DG Construction of Beaumont, Texas, in the amount of \$97,000.00 for the repair and make-ready of 10 units at Estella Maxey, and
- WHEREAS, this resolution was considered at a regular meeting open to the public as required by law and notice of the time, place, and purpose of said meeting was given as required by Chapter 551 of the Texas Government Code:

NOW, THEREFORE, BE IT RESOLVED THAT the above resolution was adopted by the Board of COMMISSIONERS OF WACO HOUSING AUTHORITY & AFFILIATES on this the day of April 10, 2025.

Milet Hopping 4/10/2025

Secretary

I. Melli Wickliff, JD 4/10/2025

Chairperson of the Board

(SEAL)

WACO HOUSING OPPORTUNITIES CORPORATION

RESOLUTION NO. 062

A RESOLUTION BY THE BOARD OF DIRECTORS OF WACO HOUSING OPPORTUNITIES CORPORATION (“CORPORATION”) AUTHORIZING CORPORATION TO EXECUTE ANY AND ALL DOCUMENTS, OR TAKE ANY OTHER ACTION, THAT IS NECESSARY OR DESIRABLE TO:

- 1. FACILITATE THE ACQUISITION, DEVELOPMENT FINANCING, AND OPERATION OF THE PAIGE ESTATES APARTMENTS PROJECT, WHICH CONSIST OF AFFORDABLE HOUSING UNITS AND ASSOCIATED AMENITIES CONSTRUCTED ON LAND TO BE GROUND-LEASED FROM WACO HOUSING AUTHORITY TO PAIGE ESTATES, L.P., A TEXAS LIMITED PARTNERSHIP (THE “PARTNERSHIP”);**
- 2. CAUSE THE CORPORATION’S WHOLLY OWNED, SUBSIDIARY TEXAS LIMITED LIABILITY COMPANY, WHA PAIGE ESTATES GP, LLC (THE “GENERAL PARTNER”) TO EXECUTE AN AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF THE PARTNERSHIP AND OTHER RELATED DOCUMENTS ADMITTING MCI PAIGE ESTATES, LLC, AN INDIANA LIMITED LIABILITY COMPANY OR ITS AFFILIATE (“INVESTOR”), AS A LIMITED PARTNER OF THE PARTNERSHIP, WHICH PROVIDE THE TERMS AND CONDITIONS UNDER WHICH THE PARTNERSHIP WILL CONDUCT ITS BUSINESS, INCLUDING BUT NOT LIMITED TO THE, ACQUISITION, DEVELOPMENT FINANCING, AND OPERATION OF THE PROJECT;**
- 3. CAUSE THE PARTNERSHIP TO ENTER INTO DEVELOPMENT FINANCING FOR THE PROJECT; AND**
- 4. CAUSE THE CORPORATION AND/OR THE GENERAL PARTNER AND/OR THE PARTNERSHIP TO EXECUTE ANY SUCH FURTHER DOCUMENTATION AS NECESSARY AND/OR DESIRABLE TO ALLOW THE CONSUMMATION OF THE TRANSACTIONS AS MORE FULLY DESCRIBED HEREIN.**

Whereas, the Corporation is the sole member of the General Partner;

Whereas, the General Partner is the general partner of the Partnership;

Whereas, the Partnership was formed for the purpose of leasing, owning, developing, constructing, managing, and otherwise dealing with the project under development on land located in Waco, McLennan County, Texas (the “Project” collectively, the “**Land**”), and intended for rental to persons of low and moderate income;

Whereas, to facilitate financing of the acquisition and development of the Project, the Partnership desires to enter into a Ground Lease (the “**Ground Lease**”);

Whereas, the Corporation, the General Partner and the Partnership desire to enter into certain equity documents related to the transaction, including but not limited to an Amended and Restated Agreement of Limited Partnership and other related documents contemplated thereby, including but not limited to a Development Agreement, Unconditional Guaranty, and an Addendum to the Management Agreement, for the benefit of Investor (collectively, the “**Equity Documents**”);

Whereas, the Partnership desires to obtain a construction loan from Merchants Bank of Indiana or its affiliate (“**Lender**”) which shall be used for the development and rehabilitation of the Project in the amount of approximately up to \$15,500,000.00, which amount may be revised at the discretion of the Executing Officer (as defined below) (the “**Loan**”) and in connection therewith, Lender will require the Partnership to execute various documents including but not limited to a promissory note, loan agreement, deed of trust, assignments, and other documents evidencing and/or securing the Loan (the “**Loan Documents**”);

WHEREAS, in connection with financing the development of the Project, the Partnership desires to obtain a permanent loan from Lender in the principal amount of \$7,000,000.00, or such other amount approved by Lender and the Executing Officer (the “**Permanent Loan**”), and in connection therewith enter into loan agreements and related documents with Merchants Bank of Indiana or its affiliate evidencing and governing such Permanent Loan, including but not limited to a Permanent Loan Commitment, ISDA Master Agreement, Schedule to ISDA Master Agreement, Customer Agreement, Second Priority Swap Deed of Trust, Security Agreement, and Assignment of Leases and Fixture Filing, Loan Agreement, Real Estate Deed of Trust, Security Agreement and Assignment of Leases and Fixture Filing, Assignment of Leases and Rents, Assignment of HAP Contract, Environmental Certificate and Indemnity Agreement, Promissory Note, Replacement Reserve Agreement, Fee Letter, Subordination Agreement, and Assignment and Subordination of Management Agreement, notices, certifications, assignments, and such other documents, all upon such terms and conditions as the Partnership deems reasonable (the “**Permanent Loan Documents**”);

Whereas, in connection with the transactions contemplated herein, the Partnership, General Partner and the Corporation are required to enter into various documents which will evidence the same, including, but not limited to the Ground Lease, Loan Documents, Permanent Loan Documents and other security agreements, fixture filing statements, indemnity agreements, guaranties, development agreements, certificates, directions, approvals, waivers, notices, instruments and other communications as may be required by the parties (all of such documents collectively, the “**Financing Documents**”);

Now, be it resolved, that all of the documents, instruments, or other writing executed by the Corporation (both individually and in a representative capacity as identified in these resolutions), in consummation of the transactions herein described (both individually and in a representative capacity as identified in these resolutions), including, but not limited to, (i) the Financing Documents, (ii) the Equity Documents, (iii) the TDHCA Determination Notice and (iv) any and all such additional documents executed to consummate the transactions contemplated herein (collectively, the “**Transaction Documents**”) shall be in form and substance approved by the Executing Officer (as such term is hereinafter defined), both individually and in a

representative capacity as identified in these resolutions, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof; and it is further,

Resolved, that the Corporation (both individually and in a representative capacity as identified in these resolutions), review, execute and approve all other documents necessary to effectuate the foregoing transactions, all on such terms and containing such provisions as the Executing Officer shall deem appropriate, and the approval of the terms of each such instrument herein described by the Executing Officer shall be conclusively evidenced by his/her execution and delivery thereof; and it is further

Resolved, that the authorization of the Corporation, Partnership and/or General Partner to enter into the Transaction Documents and that execution and delivery in the name and on behalf of the Corporation and/or General Partner and/or the Partnership, by any of the officers of the Corporation of the Transaction Documents, in the form as so executed and delivered is hereby approved, ratified and confirmed; and it is further

Resolved, that any officer of the Corporation (each an "**Executing Officer**"), acting alone without the joinder of any other officer, is hereby authorized and directed for and on behalf, and as the act and deed of the Corporation and/or General Partner and/or the Partnership, to execute and deliver all other documents and other writings of every nature whatsoever in connection with the development of the Project, including but not limited to, the Transaction Documents, as the Executing Officer deems necessary in order to carry into effect the intent and purposes of these resolutions, and any other instruments approved by the Executing Officer (acting in a representative capacity as identified in these resolutions, acting individually and on behalf of the General Partner), executing same, his/her approval of each such instrument to be conclusively evidenced by his/her execution thereof, and to take such other action in the consummation of the transactions herein contemplated as the Executing Officer acting shall deem to be necessary or advisable, without the necessity of attestation by the secretary or other officer or director, and any and all acts heretofore taken by the Executing Officer to such end are hereby expressly ratified and confirmed as the acts and deeds of the Corporation and/or General Partner and/or Partnership, effective as of the date such action was taken; and it is further

Resolved, that action by any of the officers of the Corporation, and any person or persons designated and authorized so to act by any such officer, to do and perform, or cause to be done and performed, in the name and on behalf of the Corporation and/or General Partner and/or the Partnership, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in the name and on behalf of the Corporation and/or General Partner and/or the Partnership, as they, or any of them, may deem to be necessary or advisable in order to carry into effect the intent of the foregoing resolutions or to comply with the requirements of the instruments approved or authorized by the foregoing resolutions is hereby approved, ratified and confirmed; and it is further

Resolved, that the Board of Directors finds the actions authorized by these resolutions may reasonably be expected to directly or indirectly benefit the Corporation and it is further

Resolved, that the Partnership be promptly notified in writing by the Secretary or any other officer of the Corporation or any change in these resolutions, and until it has actually received such notice in writing, the Partnership is authorized to act in pursuance of these resolutions.

[No further text on this page]

PASSED this 10th day of April 2025.

I. Melli Wickliff, JD 4/10/2025

MELLI WICKLIFF, CHAIR

ATTEST:

Milet Hopping 4/10/2025

MILET HOPPING, SECRETARY

Synopsis of the Minutes
WACO HOUSING OPPORTUNITIES CORPORATION
Board Room
4400 Cobbs Dr.
Waco, Texas
November 14, 2024
12:00 Noon

- I. Call to Order
President Melli Wickliff called the meeting to order at 12:11 pm.
- II. Establishment of Quorum
Directors present: Melli Wickliff, Jon Ramos, Latonya Lewis, Brad Kinkeade
Directors absent: John Bible
- III. Approval of Minutes
Minutes were approved as presented.
- IV. New Business
RESOLUTION NO.061 A RESOLUTION BY THE BOARD OF DIRECTORS OF WACO HOUSING OPPORTUNITIES CORPORATION (THE "CORPORATION") AUTHORIZING THE CORPORATION TO EXECUTE ANY AND ALL DOCUMENTS, OR TAKE ANY OTHER ACTION, THAT IS NECESSARY OR DESIRABLE TO:
- FACILITATE THE DEVELOPMENT OF MELODY GROVE APARTMENTS PROJECT LOCATED IN WACO, TEXAS (THE "PROJECT"), WHICH WILL CONSIST OF 79 LOW-INCOME UNITS AND ASSOCIATED AMENITIES TO BE CONSTRUCTED ON LAND GROUND-LEASED FROM THE WACO HOUSING AUTHORITY (THE "AUTHORITY") TO THE CORPORATION AND SUBLEASED TO MELODY GROVE DEVELOPMENT 1, LP, A TEXAS LIMITED PARTNERSHIP (THE "PARTNERSHIP");
CAUSE THE PARTNERSHIP TO ENTER INTO DEVELOPMENT FINANCING FOR THE PROJECT; AND
CAUSE THE CORPORATION AND/OR MELODY GROVE 1 GP, LLC (THE "GENERAL PARTNER") AND/OR THE PARTNERSHIP TO EXECUTE ANY SUCH DOCUMENTATION AS NECESSARY OR DESIRABLE TO ALLOW THE CONSUMMATION OF THE TRANSACTIONS AS MORE FULLY DESCRIBED HEREIN.
- The Board discussed Resolution No. 061, which authorizes the Corporation to execute any necessary documents or take actions required to facilitate the development of the Melody Grove Apartments Project located in Waco, Texas. The project will consist of 79 low-income units and associated amenities and will be constructed on land ground-leased from the Waco Housing Authority to the Corporation and subleased to Melody Grove Development 1, LP, a Texas limited partnership (the "Partnership").
- Resolution No. 061
- A copy of this approved resolution may be found in the resolution file.

- V. Adjournment
President Melli Wickliff adjourned the meeting at 12:20 pm.

Milet Hopping **4/10/2025**

Secretary

I. Melli Wickliff, JD **4/10/2025**

President of the Board

Seal

Synopsis of the Minutes
WACO HOUSING AUTHORITY & AFFILIATES
Waco Housing Authority
Board Room
Waco, Texas
March 18, 2025
12:00 Noon

- I. Chair Melli Wickliff called the meeting to order at 12:00 pm.
- II. Establishment of Quorum
Commissioner's present: Melli Wickliff, Hazel Rowe, John Bible, Latonya Lewis, Brad Kinkeade
Commissioners absent:
- III. Hearing from Visitors
 - Recognition of Officials
- IV. Approval of Minutes
Board Chair Melli Wickliff asked for a motion to approve the minutes of the February Board Meeting minutes. Commissioner Brad Kinkeade made the motion and Commissioner John Bible seconded the motion. Board Chair Melli Wickliff called for a vote and the motion passed unanimously.
- V. Updates
 - South Terrace: Milet provided an update over south terrace, we continue to work on getting the units leased collaboratively with Allied Orion.
 - Melody Grove - The financial closing for Melody Grove I took place on January 14, 2025. Demolition and construction have commenced, with a targeted placed-in-service date of December 2025 and full project completion expected in 2026. For Melody Grove II, a \$2 million AHP funding award was received in 2024, and the 9% application was submitted in February 2025. Preliminary scoring for the application appears promising.
 - Gurley Lane - MBS continues discussions with Enterprise Communities regarding the Enterprise Green Accelerator Loan Products, expected to be available for application in Q1 2025, with a term sheet anticipated in late February. Texas remains a priority region for Enterprise, which, through the Power Forward Communities coalition, has received a \$2 billion National Clean Investment Fund grant from the EPA. The Enterprise Green Accelerator aims to deploy financing to support clean energy adoption and affordable housing. Available financing products include a subordinate loan for rehab and new construction, a bridge loan for tax credit equity or grant subsidies, and a solar energy loan for solar improvements. Additionally, MBS will monitor HUD NOFA releases, particularly for the HUD 202 Elderly Housing Program, as a potential funding source.
 - Devonshire Station – At Devonshire Station's Hewitt site, plans are in place for 66-77 senior housing units. While a 9% pre-application was submitted in January 2025, the full application has been postponed to 2026. Additionally, a 2025 AHP application is being planned, with a potential award of \$1,750,000.
 - CNI Grant - For Kate Ross CNI, MBS submitted a draft Memorandum of Understanding (MOU) to WHA in January. With uncertainty surrounding HUD's funding and the federal government's budget impacting the timeline and next steps, our efforts are to prepare for a potential application, shifting priorities at the federal level may influence the availability of funds and program direction. The team is closely monitoring developments and will adjust plans accordingly as more information becomes available. In the meantime, alternative strategies and funding sources are being explored to support neighborhood revitalization efforts.
 - Security Reports – security reports from the COW were not available. Discussions were about inquiring about a possible MOU between the housing authority and the Police Department.

- VI. Reports
Administrative Services- Rebecca Ellis
Everything for the Admin Dept. was usual business.

Information Technology – Jonathan Young
Everything for the I.T. was usual business.

OPERATIONS – Janie Lovell

Rising Images

The nonprofit properties continue to do well with rent collection and leasing. All properties are in compliance.

MOD – Vice President Gloria Dancer
Everything for MOD was usual business.

PUBLIC HOUSING- Janie Lovell

There are **2163** applicants on the WHA Public Housing Waiting list.

MAINTENANCE

The Maintenance Department continues to work on make readies.

SECTION 8 – LaTanya Rector

The Section 8 department currently is leasing 2443 vouchers and has 606 total applicants on the combined waiting lists. There are 59 veterans in the VASH program.

COMMUNITY SERVICES – Melissa Johnson

Our Community Services Department continues to work with the residents and community.

FINANCE – Vice President Edwina Viera

A summary of the financial statements and Consolidated Financial Report was provided.

VII. Consideration of Future Agenda Items

- MOU Police Department
- Research Modular Units
- Combined Consolidated and Budget Report

VIII. Adjournment

Chair, Melli Wickliff, adjourned the meeting at 1:18 p.m.

Milet Hopping

4/10/2025

Secretary

Seal

I. Melli Wickliff, JD **4/10/2025**

Chair of the Board