



**MANOR HOUSING PUBLIC FACILITY CORPORATION
REGULAR SESSION MINUTES
MAY 31, 2023**

PRESENT:

Dr. Christopher Harvey, Mayor

COUNCIL MEMBERS:

Emily Hill, Mayor Pro Tem, Place 1 (Absent)
Anne Weir, Place 2
Maria Amezcua, Place 3
Sonia Wallace, Place 4
Aaron Moreno, Place 5
Deja Hill, Place 6

CITY STAFF:

Scott Moore, City Manager
Lluvia T. Almaraz, City Secretary
Scott Jones, Economic Development Director
Lydia Collins, Finance Director

REGULAR SESSION – 6:00 P.M.

With a quorum of the Council Members present, the regular session of the Manor Housing Public Facility Corporation was called to order by Mayor Harvey at 6:01 p.m. on Wednesday, May 31, 2023, in the Council Chambers of the Manor City Hall, 105 E. Eggleston St., Manor, Texas.

PUBLIC COMMENTS

No one appeared at this time.

REGULAR AGENDA

1. Discussion, consideration, and possible approval of bylaws for, and appoint the directors and officers of the Manor Housing Public Facility Corporation.

Gregory Miller with Bickerstaff Health Delgado Acosta LLP discussed the attached Bylaws for the Manor Housing Public Facility Corporation. Mr. Miller also discussed the Director's duties and responsibilities.

Discussion was held regarding terms of office.

Discussion was held regarding Amendments to the Certificate of Formation and Bylaws.

MOTION: Upon a motion made by Council Member Wallace and seconded by Council Member Amezcua to adopt the Manor Housing Public Facility Corporation Bylaws and appoint the Directors as stated in the Bylaws.

There was no further discussion.

Motion to approve carried 6-0

Mayor Harvey adjourned the regular session of the Manor Housing Public Facility Corporation into Executive Session at 6:14 p.m. on Wednesday, May 31, 2023, in accordance with the requirements of the Open Meetings Law.

EXECUTIVE SESSION

The Manor Housing Public Facility Corporation convened into executive session pursuant to the provisions of Chapter 551 Texas Government Code, in accordance with the authority contained in *Sections 551.071, and 551.087, Texas Government Code, and Section 1.05, Texas Disciplinary Rules of Professional Conduct to consult with legal counsel regarding Item No. 2 and Item No. 3.* at 6:14 p.m. on Wednesday, May 31, 2023.

The Executive Session was adjourned at 7:29 p.m. on Wednesday, May 31, 2023.

OPEN SESSION

The Manor Housing Public Facility Corporation reconvened into Open Session pursuant to the provisions of Chapter 551 Texas Government Code and took action on item(s) discussed during the Closed Executive Session at 7:29 p.m. on Wednesday, May 31, 2023.

At the direction of Mayor Harvey, Item No. 2 was pulled. There was no discussion or action taken.

- ~~2. Discussion, consideration, and possible approval of a resolution authorizing the negotiation and execution of a Letter of Intent between the Manor Housing Public Facility Corporation and W2 Real Estate Partners regarding a proposed multifamily residential development to be located within the City of Manor.~~
3. Discussion, consideration, and possible approval of a resolution authorizing the negotiation and execution of all documents and instruments necessary to transfer ownership of certain property from W2 Real Estate Partners, or an affiliate thereof, (“W2 Partners”) to the Manor Housing Public Facility Corporation (“MHPFC”) and a master lease of that same property to W2 Partners for the development of a proposed multifamily residential project (the “Development”), which documents and instruments may include a regulatory agreement; and authorizing the negotiation execution of all other documents, instruments, agreements, and transactions necessary or desirable to effectuate the foregoing.

Council Member Moreno inquired about the key terms and understanding of each point regarding the letter of intent that had been submitted.

Warren Walter, Managing Partner with W2 Partners discussed the proposed development.

Mike Brower with W2 Partners addressed the proposed terms for the development.

Discussion was held regarding the unit sizes.

Discussion was held regarding the affordability of each unit.

Discussion was held regarding the possibility of tax savings.

Discussion was held regarding the rental revenue.

Discussion was held regarding quarterly reporting and monitoring of the property to the corporation.

Discussion was held regarding proposed amenities.

Discussion was held regarding the quality of affordable housing.

Discussion was held regarding the proposed development structure.

Discussion was held regarding the parkland dedication.

Resolution No. 2023-MHPFC01: A Resolution of The City of Manor Housing Public Facility Corporation Authorizing the Negotiation of Documents, Instruments, Agreements, And Transactions Relating to a Multifamily Residential Project for Subsequent Approval by the Board of The Manor Housing Public Facility Corporation.

MOTION: Upon a motion made by Council Member Weir and seconded by Council Member Moreno, to approve Resolution No. 2023-MHPFC01 a Resolution of The City of Manor Housing Public Facility Corporation Authorizing the Negotiation of Documents, Instruments, Agreements, And Transactions Relating to a Multifamily Residential Project for Subsequent Approval by the Board of The Manor Housing Public Facility Corporation.

There was no further discussion.

Motion to approve carried 6-0

- 4. Discussion, consideration, and possible action to authorize the acceptance of a non-refundable Structuring Fee from W2 Real Estate Partners, or an affiliate thereof, to finance the Manor Housing Public Facility Corporation's costs of structuring, negotiating, and possibly closing on a transaction relating to a proposed multifamily housing development to be located within the City of Manor.**

Discussion was held regarding the acceptance of a non-refundable Structuring Fee from W2 Real Estate Partners.

MOTION: Upon a motion made by Council Member Moreno and seconded by Council Member Wallace, to authorize the acceptance of a non-refundable Structuring Fee from W2 Real Estate Partners, or an affiliate thereof, to finance the Manor Housing Public Facility Corporation's costs of structuring, negotiating, and possibly closing on a transaction relating to a proposed multifamily housing development to be located within the City of Manor.

There was no further discussion.

Motion to approve carried 4-0

- 5. Discussion, consideration, and possible action to set the next meeting of the Manor Housing Public Facility Corporation.**

MOTION: Upon a motion made by Council Member Weir and seconded by Council Member Moreno, to receive notification of the completed MOU prior to setting the next Manor Housing Public Facility Corporation meeting.

There was no further discussion.

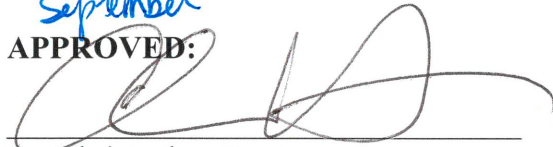
Motion to approve carried 6-0

ADJOURNMENT

The Regular Session of the Manor Housing Public Facility Corporation was Adjourned at 8:10 p.m. on Wednesday, May 31, 2023. (*Audio Recording Archived*)

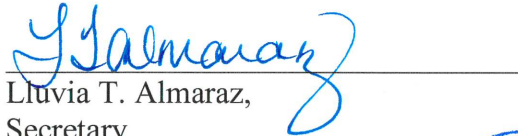
These minutes were approved by the Manor Housing Public Facility Corporation on the 20th day of September 2023.

APPROVED:



Dr. Christopher Harvey
President

ATTEST:



Lluvia T. Almaraz,
Secretary



**BYLAWS OF THE
MANOR HOUSING PUBLIC FACILITY
CORPORATION**

ARTICLE 1. NAME

The name of the corporation is the Manor Housing Public Facility Corporation (Corporation).

ARTICLE 2. PURPOSES AND DUTIES

Section 1. Purposes. The purposes of the Corporation are to carry out the purposes of the Texas Public Facility Corporation Act, Chapter 303 of the Texas Local Government Code (Act), to finance, refinance or provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities in an orderly, planned manner and at the lowest borrowing costs. In order to implement these purposes, the Corporation, as a public corporation, constituted authority, and instrumentality is authorized to issue obligations to finance all or part of the cost of public facilities, including for the purposes of Section 103 of the Internal Revenue Code.

Section 2. Duties. The Corporation must keep correct and complete books and records of accounts and must also keep minutes of all proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation are subject to the Texas Public Information Act and may be inspected during regular business hours of the Corporation's principal office. The Board of Directors (the Board) and the City Council of the City of Manor, Texas (City) have access to the books and records of the Corporation during regular business hours. The Board may not approve an expenditure unless it is in accordance with the Corporation's adopted procurement policy.

ARTICLE 3. MEMBERSHIP

Section 1. Board of Directors. The property and affairs of the Corporation are managed and controlled by the Board and, subject to the restrictions imposed by applicable law, the Certificate of Formation, and these Bylaws, the Board exercises all of the powers of the Corporation. The Board of Directors consists of the City Council of the City of Manor. Each Director is entitled to one vote for each matter on which the Board votes.

Section 2. Action of the Board.

- (A) 4 directors constitute a quorum. If a quorum is not present, no action may be taken by the Board. Board meetings may be held at any place not prohibited by law.
- (B) To be effective, a Board action must be adopted by the affirmative vote of at least 4 directors.
- (C) An individual director may not act in an official capacity except through the formal and noticed action of the Board.
- (D) The Board must allow citizens to address the Board on agenda items in accordance with the Texas Open Meetings Act. The president, or presiding director in the president's absence, may limit speakers to 3 minutes.
- (E) The Board must prepare minutes, which must include the vote of each director on each item before the Board or indicate whether a director was absent or failed to vote on any item.
- (F) The secretary of the Corporation must retain all official Board documents. The documents are public records under the Texas Public Information Act.

Section 3. Executive Committee. The Board, by resolution, may designate two or more directors to constitute an executive committee.

Such an executive committee must act in the manner provided in the resolution forming the committee and is limited to only making recommendations to the Board. The president, treasurer, or in the treasurer's absence a designee of the treasurer, will be the Board's liaison to any executive committee.

All designated executive committees must keep regular minutes of the transactions of its meetings, must cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and must report the same to the Board.

Section 4. Compensation of Directors. Directors may not receive any salary or compensation for their services, except that the Corporation will reimburse them for their actual expenses incurred in the performance of their duties hereunder.

Section 5. Rules and Procedures. Notwithstanding the signature requirements stated herein, the rules and procedures of the Corporation will set forth which contracts specifically require Board approval.

Section 6. Annual Budget. The annual budget, and amendments thereto, must be approved by the Board.

ARTICLE 4. OFFICERS AND DUTIES OF OFFICERS

Section 1. Titles and Terms of Office. The officers of the Corporation are president, vice president, general manager, secretary, treasurer, and such other officers as the Board may from time to time elect or appoint. One person may be both a director and an officer simultaneously, may hold more than one office, except that the president may not hold the office of secretary.

Section 2. President. The Mayor of the City of Manor serves as the president. This appointment commences upon the commencement of the Mayor's term and does not require a vote of the Board. The president is the chief executive officer of the Corporation and, subject to the Board, is in general charge of the properties and affairs of the Corporation. The president presides at all meetings of the Board.

Section 3. Vice-President. The Mayor Pro-Tem of the City of Manor serves as the vice president. This appointment commences upon the commencement of the Mayor Pro-Tem's term and does not require any action of the Board. The vice president has such powers and duties as may be assigned by the Board, and the vice president exercises the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of duties as the president is conclusive evidence of the president's absence or inability to act at the time such action was taken.

Section 4. General Manager. The City Manager, or the acting or interim City Manager, as applicable, of the City of Manor serves as the general manager. This appointment commences upon the commencement of the City Manager's, or acting or interim City Manager's, term and does not require any action by the Board. The general manager is the chief operating officer of the Corporation and, subject to the Board, is in general charge of the operations of the Corporation. The general manager, or a designee, may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments in the name of the Corporation. The general manager is not a voting member of the Board.

Specifically, to facilitate the mission of the Corporation:

- (A) a designee of the City Manager, may execute loan documents authorized by the Board in which greater than \$10,000,000 is expended;
- (B) the treasurer, or in the treasurer's absence a designee of the treasurer, may execute auxiliary documents, including restrictive covenants, subordination agreements, intercreditor agreements, and amendments to loan documents not involving the expenditure of funds greater than \$10,000,000;
- (C) the treasurer, or in the treasurer's absence a designee of the treasurer, may execute loan documents authorized by the Board in which up to \$10,000,000 is expended;
- (D) the president, vice president, treasurer, or in the treasurer's absence a designee of the treasurer, secretary, and general manager each may approve and execute revisions and amendments to bond documents that were previously approved by the Board, and in the opinion of bond counsel, are necessary and convenient to carry out the purpose of the bonds. The execution of such documents by any of these officers is done on behalf of the Board.

Section 5. Treasurer.

- (A) The Director of Finance of the City, or the interim acting Director of Finance, as applicable, of the City of Manor serves as the treasurer. This appointment commences upon the commencement of such Director's, term and does not require any action by the Board. The treasurer is not a voting member of the Board. The treasurer has custody of all funds and securities of the Corporation. When necessary and proper, the treasurer, or in the treasurer's absence a designee of the treasurer, may endorse on behalf of the Corporation, any checks, notes, or other obligations and deposit same to the credit of the Corporation.
- (B) The treasurer, or in the treasurer's absence a designee of the treasurer, under the general supervision of the general manager, conducts the day-to-day business of the Corporation.

- (1) Funds and monies of the Corporation must be placed in a Trust and Agency Account held by the City. Checks and drafts drawn on this account for proper corporation purposes may be jointly signed by any two officers of the City who are bonded for the faithful discharge of their duties as City officers.
 - (2) Corporation funds, monies, securities, and negotiable instruments must be kept in such lawful depositories as the officers administering the Trust and Agency Account deem proper.
- (C) The treasurer, or in the treasurer's absence a designee of the treasurer, may sign all receipts and vouchers for payment made to the Corporation. Whenever required by the Board, the treasurer must tender a statement of the cash account. The treasurer must regularly enter or cause to be entered in the books of the Corporation, kept by the treasurer for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation.

Section 6. Secretary.

- (A) The City Secretary, or the acting or interim City Secretary, as applicable, of the City serves as the secretary. This appointment commences upon the commencement of the City Clerk's, or acting or interim City Clerk's, term and does not require any action by the Board. The secretary is not a voting member of the Board. The secretary must keep the minutes of all meetings of the Board in books provided for this purpose and must attend to the giving and serving of all notices on behalf of the Corporation. The secretary may attest to the signature of the officers of the Corporation on all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation.
- (B) The secretary has charge of the corporate books, records, documents, and instruments, except the books of account and financial records and securities of which the treasurer has custody and charge, and such other books and papers, as the Board may direct, all of which are, at all reasonable times, open to inspection upon application at the office of the Corporation during regular business hours.

- (C) The secretary performs all duties incident to the office of secretary subject to the general supervision of the general manager and the control of the Board.

Section 7. Compensation. Officers may not receive any salary or compensation for their services, except that the Corporation will reimburse them for their actual expenses incurred in the performance of their duties hereunder and, approved by the treasurer.

ARTICLE 5. PARLIAMENTARY AUTHORITY.

The rules contained in the edition of Robert's Rules of Order in effect at the time of a Board meeting govern the Board, except when inconsistent with these Bylaws or with special rules of order which the Board may adopt or the City may require.

ARTICLE 6. CERTIFICATE OF FORMATION AND BYLAWS

Section 1. Amendments to Certificate of Formation and Bylaws.

- (A) The Certificate of Formation may at any time and from time to time be amended, provided that the amendment complies with the Act and all applicable laws and is approved by the Board.
- (B) These Bylaws may be amended by the Board provided that any such amendment is consistent with the Act, the Certificate of Formation and all applicable laws.
- (C) An officer's term may not exceed three years and these Bylaws may be amended to reflect any change in the requirements of each office.

Section 2. Interpretation of Bylaws. These Bylaws and all the terms and provisions contained herein must be liberally construed to give effect to the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance is ever held to be invalid or unconstitutional by a court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section, or other part of these Bylaws to any other person or circumstance is not be affected thereby.

ARTICLE 7. GENERAL PROVISIONS

Section 1. Principal Office. The principal office of the Corporation is 105 E. Eggleston Street, Manor, Texas 78653. The Corporation must have and continuously maintain in the State of Texas a registered office, and a registered agent whose business office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office for the Corporation, and the address of the registered office may be changed from time to time by the Board, pursuant to the requirements of the Act.

Section 2. Fiscal Year. The fiscal year for the Corporation is from October 1st of a given year through September 30th of the following year.

Section 3. Notice and Waiver of Notice. Whenever any additional notice is required to be given to a director under the provisions of the Certificate of Formation or these Bylaws, such notice is considered sufficient if given by depositing same in a post office box in a stamped addressed envelope to the person entitled to the notice at their last known address or as it appears in the books of the Corporation. And if notice is required to be given to a holder of the Corporation's bonds, such notice is deemed to have been given on the day of such mailing.

Section 4. Seal. The corporate seal may be in any form that the Board approves but must have "Manor Housing Public Facility Corporation" inscribed predominantly on it. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise accomplished.

Section 5. Resignations. Any director or officer may resign at any time. Such resignation must be made in writing and takes effect at the time specified in the writing, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation is not necessary to make it effective, unless expressly provided for in the resignation.

Section 6. Approval or Advice and Consent of the City. To the extent that these Bylaws refer to any required approval by the City or refer to the required advice and consent of the City, such approval or advice and consent must be evidenced by a certified copy of a resolution, order, or motion duly adopted by City Council.

Section 7. Organizational Control. The City may, at its sole discretion, and at any time, alter or change the structure, organization, programs or activities of the Corporation (including the power to terminate the Corporation), subject to any limitation in the Act or any other applicable law on the impairment of contracts entered into by the Corporation.

Section 8. Dissolution of the Corporation. Upon dissolution of the Corporation, title to or other interests in any real or personal property, and all other assets, securities, investments and funds owned by the Corporation at such time vest in the City.

Section 9. Other Net Earnings Restrictions. No dividends may ever be paid by the Corporation and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Corporation or to implement the purposes for which the Corporation has been created) may be distributed to or inure to the benefit of its directors or officers or any private person, firm, corporation, or association except in reasonable amounts for services rendered. No substantial part of the Corporation's activities may be for carrying on propaganda, or otherwise attempting to influence legislation, and it may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

In the event the Board determines that sufficient provision has been made for the full payment of the bonds, other obligations and expenses issued to finance all or part of the cost of a Corporation-financed project, then the net earnings of the Corporation thereunder accruing with respect to the projects may, at the direction of the Board, be paid to the City.

[SIGNATURE PAGE FOLLOWS]

ADOPTED this _____ day of _____, 2023.

MANOR HOUSING PUBLIC FACILITY
CORPORATION

By: _____

Name: Scott Moore
General Manager

ATTEST:

Name: Lluvia T. Almaraz
Secretary

