

MEETING AGENDA

WEDNESDAY, SEPTEMBER 13, 2017

6:00 pm

SEP 08 2017

Sylvia Garza-Perez
CAMERON COUNTY CLERK
By Deputy

NOTICE IS HEREBY GIVEN THAT A REGULAR MEETING OF THE BOARD OF THE CAMERON COUNTY HOUSING FINANCE CORPORATION WILL BE HELD AT THE OLD CAMERON COUNTY COURTHOUSE, ALSO KNOWN AS THE DANCY BUILDING, IN THE COMMISSIONERS' COURTROOM, LOCATED ON THE 2ND FLOOR, 1100 EAST MONROE STREET, IN BROWNSVILLE, TEXAS, AT 6:00pm, WEDNESDAY, SEPTEMBER 13, 2017.

1. Call Meeting to Order
2. Election of Corporate Officers
3. Discussion and approval of travel to the TALHFA conference in Fort Worth, October 25 & 26th.
4. Approval of the minutes of the Meeting held on August 10, 2017.
5. Consideration of a Resolution Approving the Corporation's Amended and Restated Bylaws and Containing Other Provisions Relating Thereto
6. A Resolution Approving Certain Corporate Policies and Containing Other Provisions Relating Thereto;
7. Consideration of a Resolution Approving a Certain Memorandum of Understanding; Authorizing the Execution of the Same; and Containing Other Provisions Relating to the Subject;
8. Consideration of a Resolution Approving Certain Partnership Transactions; Authorizing and Directing The Execution of Documents and Instruments Necessary or Convenient to Accomplish the Same; and Containing Other Provisions Relating to the Subject;
9. Discussion and Consideration of a Resolution Approving Signatories to the Corporation's Bank Accounts.
10. Discussion and approval of setting the date and time of the next meeting.
11. Adjournment

Signed and posted on the 8th day of September, 2017, at 9:53 A.M. p.m.,
in Brownsville, Texas

Mark Yates for VICTOR TREVIÑO

Cameron County Housing Finance Corporation

ITEM 1:
CALL MEETING TO ORDER

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

ITEM 2:
ELECTION OF CORPORATE OFFICERS PURSUANT TO LGC,
CH. 394, SECT. 394.021(e)

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

SUBCHAPTER C. CORPORATE ADMINISTRATION AND OPERATION

Sec. 394.021. BOARD OF DIRECTORS. (a) A housing finance corporation must have a board of directors in which all the powers of the corporation are vested. The board may consist of any number of directors, all of whom must be residents of the local government. A director may be a member of the governing body, an officer, or an employee of the local government.

(b) Members of the initial board of directors hold office for the period specified in the articles of incorporation. After the initial directors, the governing body of the local government shall appoint directors in the manner and for the terms provided by the articles of incorporation or the bylaws. Directors may be divided into classes, and the terms of office of the various classes may differ.

(c) Each director shall hold office for the term for which the director is elected or appointed and until the director's successor is elected or appointed and has qualified. A director may be removed from office under any removal procedure provided by the articles of incorporation or the bylaws. The governing body shall fill any vacancy in the board of directors by appointment in the manner provided by the articles of incorporation or the bylaws.

(d) A majority of the directors constitutes a quorum. The directors may take action by a majority vote when a quorum is present. Board meetings may be held inside or outside this state. A regular meeting may be held with or without notice as provided by the bylaws. A special meeting may be held on notice as provided by the bylaws.

(e) The officers of a housing finance corporation consist of a president, one or more vice-presidents, a secretary, a treasurer, and other officers and assistant officers as considered necessary. Each officer shall be elected or appointed in the manner and for the term provided by the articles of incorporation or the bylaws.

Acts 1987, 70th Leg., ch. 149, Sec. 1, eff. Sept. 1, 1987.

ITEM 3:
DISCUSSION AND APPROVAL TO TRAVEL TO THE TALHFA CONFERENCE
IN FORT WORTH, OCTOBER 25, 2017

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

Mark A. Yates

From: Jeanne Talerico <jeanne@talhfa.org>
Sent: Tuesday, August 22, 2017 2:37 PM
To: Mark A. Yates
Subject: 2017 TALHFA Conference - Registration NOW OPEN!

Registration Now OPEN!!

**25th Annual TALHFA Educational Conference
October 25-27, 2017**

***Partnerships with Purpose:
Housing for Texans***



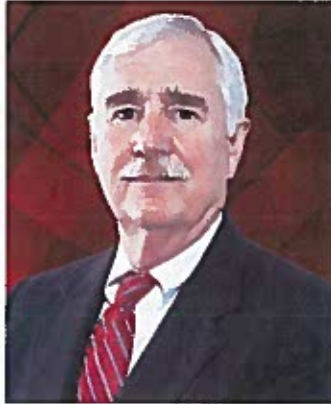
Visit TALHFA's Website & Register Today!

- View Preliminary Agenda
- Speaker Information
- Hilton Hotel Reservations
- Fort Worth Adventure Registration
- TopGolf Fort Worth Registration

ONLINE REGISTRATION

REGISTRATION FORM

*Join us for Thursday Lunch
Keynote Speaker*



Jim Gaines, Phd, Texas Real Estate Center

Back by popular demand! Jim Gaines has more than 35 years experience in a broad array of professional real estate activities and has provided consulting services to numerous businesses, institutions, developers, and all levels of government organizations. He served as President of Rice Center, an urban research center affiliated with Rice University and was an associate professor of real estate and finance at the University of South Carolina.

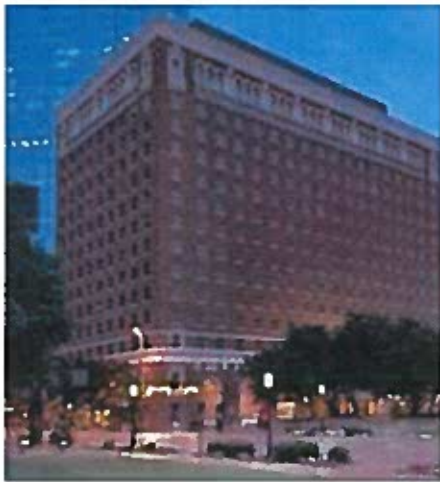
*Join us for Thursday Breakfast
Keynote Speaker*



Shima Hamidi, University of Texas Arlington

Shima Hamidi is Director of the Institute of Urban Studies and Assistant Professor of Urban Planning. Hamidi is a transportation planner and a smart growth advocate and, for the past five years, has been working on several funded projects from the *Department of Housing and Urban Development, Transportation Research Board, National Institute of Transportation and Communities, American Association of Retired Persons, National Institute of Health, and Smart Growth America*. Hamidi has published (or has in press) one book and over 20 journal articles in the area of transportation, urban design, walkability, housing affordability, public health, upward mobility as well as urban form and its quality of life impacts.

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Plan NOW for 3 fun and informative days at the historical Hilton Fort Worth. Not only will you get everything you know you can count on from any Hilton location, you'll also get the chance to stay in the very spot where President John F Kennedy gave his last address the morning of November 22nd, 1963. How many times have you slept the night at a hotel and been able to say something like that about your experience? TALHFA room rates at the Hilton are \$169/night. The TALHFA block expires October 3rd.

HOTEL RESERVATION

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Contact

Jeanne Talerico
512.241.1657

Stay Connected



Our Mission:

*To provide support and
leadership for our members
as they make
quality affordable homes
available for Texans.*

Texas Association of Local Housing Finance Agencies,
5900 Balcones Dr, Suite 245, Austin, TX 78731-4285

[SafeUnsubscribe™](#) mark.yates@co.cameron.tx.us

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Mark A. Yates

From: Jeanne Talerico <gracie@talhfa.org>
Sent: Tuesday, September 05, 2017 1:06 PM
To: Mark A. Yates
Subject: TALHFA Conference Room Reservations

Don't Wait - Book Your Hotel Room Today

Limited rooms are available for Tuesday, Oct 24 check in.
TALHFA is working with the Hilton Fort Worth to get additional rooms.

But **PLENTY** of rooms are available for Wednesday & Thursday, Oct 25 & 26

HOTEL RESERVATION

Partnerships with Purpose: Housing for Texans

2017 TALHFA Annual Educational Conference

Join us in Fort Worth!
Early Bird Registration until 9/18

REGISTER TODAY!

It's not too late to become a
TALHFA Conference Sponsor!

Quick Links

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[Online Registration](#)
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What
Come hear inspiring

You will receive signage at the Conference, an ad in the Conference program, exhibit booth, website recognition, free Conference registrations and more! It's not only beneficial for your business, but for all Affordable Housing in the State of Texas.

[Click for Sponsorship Info](#)

Hotel Information

Hilton Fort Worth will honor discount rates for days before and after the conference (if available). Reserve your room before *October 3rd* to receive TALHFA conference discount rates. Don't wait!

[Click to Make Hotel Reservation](#)

speakers and panelists share relevant information and successful tools.

[View More Info](#)

Where

Hilton Fort Worth
815 Main Street
Fort Worth TX 76102

When

Wednesday October 25th -
Friday October 27th

Note:

**Please select the appropriate Member, Non-Member or Sponsor Comp rate when registering*
Full payment must be made by the deadline in order to receive Early Bird discounts.*

Texas Association of Local Housing Finance Agencies,
5900 Balcones Dr. Suite 245, Austin, TX 78731-1657

[SafeUnsubscribe™ mark.yates@co.cameron.tx.us](#)

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ITEM 4:
APPROVAL OF MINUTES (AUGUST 10, 2017)

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

ITEM 5:
CONSIDERATION OF A RESOLUTION APPROVING THE
CORPORATIO'S AMENDED AND RESTATED BYLAWS AND
CONTAINING OTHER PROVISIONS THERETO

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

A RESOLUTION APPROVING THE CORPORATION'S AMENDED AND RESTATED BYLAWS AND
CONTAINING OTHER PROVISIONS RELATING THERETO

WHEREAS, The Cameron County Housing Finance Corporation (the "Corporation") has been duly created and organized by Cameron County, Texas, pursuant to and in accordance with the provisions of the Texas Housing Finance Corporations Act, Chapter 394, Local Government Code, as amended (the "Enabling Act"); and

WHEREAS, pursuant to Section 394.035 of the Enabling Act, "A housing finance corporation may make, amend, and repeal bylaws, not inconsistent with the articles of incorporation or this chapter, for the administration and regulation of the corporation's affairs."; and

WHEREAS, this Board of Directors has previously adopted the Corporation's Bylaws (the "Existing Bylaws"); and

WHEREAS, this Board of Directors now finds the need to amend and restate the Existing Bylaws; and

WHEREAS, this Board of Directors has reviewed the Amended and Restated Bylaws in the revised form attached hereto as Exhibit A and desires to approve the same.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMERON COUNTY HOUSING FINANCE CORPORATION, THAT:

Section 1. Approval of the Amended and Restated Bylaws. This Board of Directors hereby approves the Amended and Restated Bylaws in the form Attached hereto as Exhibit A.

Section 2. Public Purposes. This Board of Directors hereby finds, determines, recites, and declares that the approval of the Amended and Restated Bylaws and the implementation of the same will help promote the public purposes set forth in the Enabling Act.

Section 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid, or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. Conflicting Prior Actions. All orders, resolutions, or any actions or parts thereof of the Board of Directors in conflict herewith are hereby expressly repealed to the extent of any such conflict.

Section 5. Effective Date. This Resolution shall be in full force and effect from and upon its passage.

PASSED AND APPROVED this September 6, 2017.

THE CAMERON COUNTY HOUSING FINANCE
CORPORATION

President

ATTEST:

Secretary

Sec. 394.016. AMENDMENT OF ARTICLES OF INCORPORATION. (a)
The articles of incorporation may be amended at any time in the manner provided by this section.

(b) The board of directors of the housing finance corporation may file a written application with the governing body of the local government requesting permission to amend the articles and specifying the proposed amendment. The governing body shall consider the application. If the governing body by resolution determines that the making of an amendment is wise, expedient, necessary, or advisable, authorizes the amendment, and approves the form of the amendment the board of directors may amend the articles by adopting the amendment at a meeting and delivering articles of amendment to the secretary of state.

(c) At a meeting, the governing body in its sole discretion may amend the articles of incorporation to change the structure, organization, programs, or activities of the housing finance corporation, including the power to terminate the corporation, subject to any limitation on the impairment of contracts. The governing body shall deliver the articles of amendment to the secretary of state.

(d) The articles of amendment must be executed in duplicate. The president or vice-president of the housing finance corporation and the secretary or assistant secretary of the corporation must execute articles of amendment adopted by the board of directors. The presiding officer of the governing body of the local government and the local government's secretary or clerk must execute articles of amendment adopted by the governing body. The articles of amendment must be verified by one of the officers signing the articles. The articles of amendment must contain:

- (1) the name of the corporation;
- (2) if the amendment alters an original or amended provision of the articles of incorporation, an identification by reference to or description of the altered provision and a statement of the text as amended;

(3) if the amendment is an addition to the original or amended articles of incorporation, a statement of that fact and the full text of the added provision; and

(4) the date of the meeting of the board of directors or the governing body at which the amendment was adopted and a statement that the amendment received a majority vote of the corporation's directors or the governing body's members in office.

Acts 1987, 70th Leg., ch. 149, Sec. 1, eff. Sept. 1, 1987.

AMENDED AND RESTATED BYLAWS
OF
THE CAMERON COUNTY HOUSING FINANCE CORPORATION

ARTICLE ~~1~~ONE

POWERS AND PURPOSES

Section 1.1. Status and Purposes. The ~~corporation~~ Cameron County Housing Finance Corporation (the "Corporation") is organized as a public nonprofit housing finance corporation and instrumentality of Cameron County, Texas (the "County"), ~~subject to the control and supervision of the Commissioners Court of the County ("Court"),~~ under and pursuant to, and to effect and carry out, the purposes and powers set forth in Chapter 394, Texas Housing Finance Corporations Local Government Code, as amended (the "Act" ~~(the "Act")~~).

Section 1.2. Powers, Programs and Activities. The powers, programs and activities of the Corporation shall be as set forth in the Act and the Corporation's Articles of Incorporation, as amended ~~(the "Articles of Incorporation, as amended")~~ and shall be subject to the governance and alteration thereof, as set forth in the Act and in the Articles of Incorporation, ~~by the Court~~ as amended.

ARTICLE ~~1~~TWO

BOARD OF DIRECTORS

Section 2.1. Powers, Selection, Number and Term of Office. The property, programs and activities of the ~~corporation~~ Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, including the Act, the ~~Court, the~~ Articles of Incorporation, as amended, and these Amended and Restated Bylaws, ~~(these "Amended and Restated Bylaws")~~, the Board of Directors shall exercise all powers of the ~~corporation~~ Corporation.

The Board of Directors shall consist of ~~six (6) or more directors~~ five (5) Directors each of whom shall be at least 18 years of age and a resident of the County. A ~~director~~ Director may be a member of the ~~Commissioners Court, of the County (the "Court"),~~ or an officer or employee of the County. ~~Each member of the initial Board of Directors named in the Articles of Incorporation, approved by the Court shall hold office for terms as set forth in the Articles of Incorporation, or until his or her successor has been appointed by the County. Subsequent directors shall be Directors shall be~~ appointed by a majority vote of the ~~Council~~ Court. Any vacancy occurring in the membership of the Board of Directors shall be immediately filled by appointment by the Court. Any ~~director~~ Director may be removed from office, with or without cause, by a majority vote of the Court. No ~~director~~ Director shall be appointed, or shall serve, for a term in excess of six (6) years.

Section 2.2. Meetings of Directors. The ~~directors~~Board of Directors may hold their meetings at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be held at the registered office of the ~~corporation~~Corporation in the State of Texas.

Section 2.3. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors.

Section 2.4. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the ~~president~~President, by the ~~secretary~~Secretary, by a majority of the ~~directors~~Directors for the time being in office, or upon request of the ~~Council~~Court.

The ~~secretary~~Secretary shall give notice to each ~~director~~Director of each Special Meeting in person, or (i) by First Class mail, telephone or telegraph/ deposited in the United States Post Office, postage prepaid, at least two (2) days36 hours before the meeting, (ii) by electronic mail at least 24 hours before the meeting, or (iii) by telephone or telegraph, at least twenty four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the ~~corporation~~Corporation may be considered and acted upon ~~at a Special Meeting. At any meeting at which every director shall be present, even though without.~~ Whenever any notice, any matter pertaining is required to the purposesbe given to any Director hereunder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of the corporation may be considered and acted uponsuch notice.

Section 2.5. Quorum. A majority of the ~~directors~~Directors fixed by these Amended and Restated Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the ~~corporation~~Corporation, but if at any meeting of the Board of Directors there be less than a quorum ~~present~~participating, a majority of those present may adjourn the meeting from time to time. The act of a majority of the ~~directors present at~~ Directors participating in a meeting at which a quorum is in attendance~~participating~~ shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, as amended, or by these Amended and Restated Bylaws.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors matters pertaining to the purposes of the ~~corporation~~Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the ~~chairman shall~~ preside, in the absence of the chairman, the president shall preside, and in the absence of ~~both the President, the Vice President~~ shall exercise the powers of the chairman and the president, a chairman shall be chosen by the Board of Directors from among the directors present President.

The ~~secretary~~ Secretary, or in the alternative, the Assistant Secretary, if any, of the ~~corporation~~ Corporation shall act as ~~secretary~~ the Secretary of all meetings of the Board of Directors, but in the absence of the ~~secretary~~ Secretary and the Assistant Secretary, if any, the presiding officer may appoint any person to act as ~~secretary~~ Secretary of the meeting.

Section 2.7. Executive Committee. The Board of Directors, by resolution passed by a majority of the ~~directors~~ Directors in office, may designate two or more ~~directors~~ Directors to constitute an executive committee, which executive committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the ~~corporation~~ Corporation, except where action of the Board of Directors is specified by law. The executive committee shall act in the manner provided in such resolution. The executive committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the ~~corporation~~ Corporation, and shall report the same to the Board of Directors from time to time.

Section 2.8. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

Section 2.9. Meetings by Telephone or Remote Electronic Communications. The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference call or similar electronic communications in which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet, so long as the persons can hear each other. The notice of a meeting by telephone conference or remote electronic communications must state the fact that the meeting will be held by telephone or remote electronic communications as well as all other matters required to be included in the notice. Participation of a person in a conference call or remote electronic communications meeting constitutes presence of that person at the meeting.

ARTICLE ~~III~~ THREE

OFFICERS

Section 3.1. Titles and Term of Office. The officers of the ~~corporation~~Corporation shall be a ~~president, one or more vice presidents~~President, a ~~secretary~~Vice President, a Secretary and a ~~treasurer~~Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the ~~president~~President shall not hold the office of ~~secretary~~Secretary.

All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

A vacancy in the office of any officer shall be filled by a vote of a majority of the ~~directors~~Directors.

Section 3.2. Powers and Duties of the President. The ~~president~~President shall be the chief executive officer of the ~~corporation~~Corporation and, subject to the Board of Directors, she/he shall be in general charge of the properties and affairs of the ~~corporation~~Corporation; she/he shall preside at all meetings of the Board of Directors ~~in the absence of the chairman~~; in furtherance of the purposes of ~~this corporation, the Corporation~~, she/he may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgagee, notes, contracts and other obligations in the name of the ~~corporation~~Corporation.

Section 3.3. Vice Presidents. ~~Each vice president~~President. The Vice President shall have such powers and duties as may be assigned to her/him by the Board of Directors and shall exercise the powers of the ~~president~~President during that officer's absence or inability to act. Any action taken by ~~a vice president~~the Vice President in the performance of the duties of the ~~president~~President shall be conclusive evidence of the absence or inability to act as the ~~president~~President at the time such action was taken.

Section 3.4. Treasurer. The ~~treasurer~~Treasurer shall have custody of all the funds and securities of the ~~corporation~~Corporation which come into her/his hands. When necessary or proper, she/he may endorse, on behalf of the ~~corporation~~Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the ~~corporation~~Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; she/he may sign all receipts and vouchers for payments made to the ~~corporation~~Corporation, either alone or jointly with such other officer as is designated by the Board of Directors; whenever required by the Board of Directors, she/he shall render a statement of her/his cash account; she/he shall enter or cause to be entered regularly in the books of the ~~corporation~~Corporation to be kept by her/him for that purpose full and accurate accounts of all monies received and paid out on account of the ~~corporation~~Corporation; she/he shall perform all acts incident to the position of ~~treasurer~~Treasurer subject to the control of the Board of Directors; he shall, if required by the Board

of Directors, give such bond for the faithful discharge of her/his duties in such form as the Board of Directors may require.

Section 3.5. Assistant Treasurer. Each ~~assistant treasurer~~Assistant Treasurer shall have the usual powers and duties pertaining to her/his office, together with such other powers and duties as may be assigned to her/him by the Board of Directors.

The ~~assistant treasurers~~Assistant Treasurers shall exercise the powers of the ~~treasurer~~Treasurer during that officer's absence or inability to act.

Section 3.6. Secretary. The ~~secretary~~Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; she/he shall attend to the giving and serving of all notices; in furtherance of the purposes of ~~this corporation, the Corporation,~~ she/he may sign with the ~~president~~President in the name of the ~~corporation~~Corporation and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the ~~corporation,~~ Corporation; she/he shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities of which the ~~treasurer~~Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection upon application at the office of the ~~corporation~~Corporation during business hours, and she/he shall in general perform all duties incident to the office of ~~secretary~~Secretary subject to the control of the Board of Directors.

Section 3.7. Assistant Secretaries. Each ~~assistant secretary~~Assistant Secretary shall have the usual powers and duties pertaining to her/his office, together with such other powers and duties as may be assigned to her/him by the Board of Directors or the ~~secretary~~Secretary. The assistant secretaries shall exercise the powers of the ~~secretary~~Secretary during that officer's absence or inability to act.

Section 3.8. Compensation. Officers as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE ~~IV~~FOUR

PROVISIONS REGARDING ARTICLES OF INCORPORATION, AS AMENDED,
AND AMENDED AND RESTATED BYLAWS

Section 4.1. Effective Date. These Amended and Restated Bylaws shall become effective upon their adoption by the Board of Directors of the ~~eorperation~~Corporation.

Section 4.2. Amendments to Articles of Incorporation, as amended, and Bylaws. The Articles of Incorporation, as amended, may at any time and from time to time be amended so as to make any changes therein and to add any provisions thereto which might have been included in the Articles of Incorporation, as amended, in the first instance pursuant to the provisions of the Act. Any such amendments shall be effected in either of the following manners: (i) the members of the Board of Directors shall file with the Court an application in writing seeking permission to amend the Articles of Incorporation, as amended, specifying in such application the amendment proposed to be made, the Court shall consider such application and if it shall by appropriate resolution duly find and determine that it is wise, expedient, necessary or advisable that the proposed amendment be made and shall authorize the same to be made, and shall approve the form of the proposed amendment, then the Board of Directors may amend the Articles of Incorporation, as amended, by adopting such amendment at a meeting of the Board of Directors and delivering the same to the Secretary of State of Texas, or (ii) the Court may, at its sole discretion, and at any time, alter or change the structure, organization, programs or activities of the ~~eorperation~~Corporation, and may terminate the ~~eorperation~~Corporation, subject to any limitation on the impairment of contracts entered into by the ~~eorperation~~Corporation, by adopting an amendment to the Articles of Incorporation, as amended, at a meeting of the Court and delivering the same to the Secretary of State of Texas. These Amended and Restated Bylaws may be altered or amended by affirmative vote of a majority of the ~~directors~~Directors present at any regular meeting, or at any special meeting if notice of the proposed amendment or alteration is contained in the notice of said special meeting.

Section 4.3. Interpretation of Bylaws. These Amended and Restated Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Amended and Restated Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Amended and Restated Bylaws and the application of such work, phrase, clause, sentence, paragraph, section or other part of these Amended and Restated Bylaws to any other person or circumstances shall not be affected thereby.

ARTICLE ~~VFIVE~~FIVE

GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the ~~corporation~~Corporation shall be located in the County.

The ~~corporation~~Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose 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 in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 5.2. Fiscal Year. The fiscal year of the ~~corporation~~Corporation shall be as determined by resolution of the Board of Directors.

Section 5.3. Seal. The seal of the ~~corporation~~Corporation shall be as determined by resolution of the Board of Directors.

Section 5.4. Notice and Waiver of Notice. W Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation, ~~as amended, as amended,~~ or these ~~Amended and Restated~~ Bylaws, said notice shall be deemed to be sufficient if given ~~by depositing in the same in a post office box manner set forth in the Act, the Articles of Incorporation, as amended, or these Amended and Restated Bylaws, as appropriate.~~ Attendance of a Director at a sealed postpaid wrapper addressed ~~meeting~~ shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the person entitled thereto as his post office address, as it appears ~~transaction of any business on the books of the corporation, and such notice shall be deemed ground that the meeting is not lawfully called or convened. Neither the business to have been given on the day be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such mailing meeting, unless required by the Board of Directors.~~ A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5.5. Resignations. Any ~~director~~Director or officer may resign at any time. Such resignations shall be made in writing directed to the Board of Directors and the Court and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the ~~president~~President or ~~secretary~~Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.6. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors

or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the ~~directors~~Directors, or all of the members of the committee/ as the case may be.

Section 5.7. Approval or Other Action of Court. To the extent that these Amended and Restated Bylaws refer to any approval by the ~~Council~~Commissioners Court or other action by the Court such approval or other action shall be evidenced by a certified copy of a resolution or motion duly adopted by the Court.

Section 5.8. Books and Records. The ~~corporation~~Corporation shall keep correct and complete books and records of account and shall also keep minutes of the 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~~Corporation may be inspected by any ~~director~~Director, or her/his agent or attorney for any proper purpose at any reasonable time, and may also be inspected by the Court or any designee thereof.

CERTIFICATION

These Amended and Restated Bylaws were approved by resolution of the Board of Directors on September 6, 2017, and are effective as of such date.

President

ATTEST:

Secretary

AMENDED AND RESTATED BYLAWS
OF
THE CAMERON COUNTY HOUSING FINANCE CORPORATION

ARTICLE ONE
POWERS AND PURPOSES

Section 1.1. Status and Purposes. The Cameron County Housing Finance Corporation (the "Corporation") is organized as a public nonprofit housing finance corporation and instrumentality of Cameron County, Texas (the "County"), under and pursuant to, and to effect and carry out, the purposes and powers set forth in Chapter 394, Texas Local Government Code, as amended (the "Act").

Section 1.2. Powers, Programs and Activities. The powers, programs and activities of the Corporation shall be as set forth in the Act and the Corporation's Articles of Incorporation, as amended (the "Articles of Incorporation, as amended") and shall be subject to the governance and alteration thereof, as set forth in the Act and in the Articles of Incorporation, as amended.

ARTICLE TWO
BOARD OF DIRECTORS

Section 2.1. Powers, Selection, Number and Term of Office. The property, programs and activities of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, including the Act, the Articles of Incorporation, as amended, and these Amended and Restated Bylaws (these "Amended and Restated Bylaws"), the Board of Directors shall exercise all powers of the Corporation.

The Board of Directors shall consist of five (5) Directors each of whom shall be at least 18 years of age and a resident of the County. A Director may be a member of the Commissioners Court of the County (the "Court"), or an officer or employee of the County. Directors shall be appointed by a majority vote of the Court. Any vacancy occurring in the membership of the Board of Directors shall be immediately filled by appointment by the Court. Any Director may be removed from office, with or without cause, by a majority vote of the Court. No Director shall be appointed, or shall serve, for a term in excess of six (6) years.

Section 2.2. Meetings of Directors. The Board of Directors may hold their meetings at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination by the Board of Directors, the meetings shall be held at the registered office of the Corporation in the State of Texas.

Section 2.3. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors.

Section 2.4. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President, by the Secretary, by a majority of the Directors for the time being in office, or upon request of the Court.

The Secretary shall give notice to each Director of each Special Meeting in person, or (i) by First Class mail deposited in the United States Post Office, postage prepaid, at least 36 hours before the meeting, (ii) by electronic mail at least 24 hours before the meeting, or (iii) by telephone or telegraph, at least twenty four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon. Whenever any notice is required to be given to any Director hereunder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.5. Quorum. A majority of the Directors fixed by these Amended and Restated Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation, but if at any meeting of the Board of Directors there be less than a quorum participating, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors participating in a meeting at which a quorum is participating shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, as amended, or by these Amended and Restated Bylaws.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President shall exercise the powers of the President.

The Secretary, or in the alternative, the Assistant Secretary, if any, of the Corporation shall act as the Secretary of all meetings of the Board of Directors, but in the absence of the Secretary and the Assistant Secretary, if any, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 2.7. Executive Committee. The Board of Directors, by resolution passed by a majority of the Directors in office, may designate two or more Directors to constitute an executive committee,

which executive committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except where action of the Board of Directors is specified by law. The executive committee shall act in the manner provided in such resolution. The executive committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall report the same to the Board of Directors from time to time.

Section 2.8. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

Section 2.9. Meetings by Telephone or Remote Electronic Communications. The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference call or similar electronic communications in which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet, so long as the persons can hear each other. The notice of a meeting by telephone conference or remote electronic communications must state the fact that the meeting will be held by telephone or remote electronic communications as well as all other matters required to be included in the notice. Participation of a person in a conference call or remote electronic communications meeting constitutes presence of that person at the meeting.

ARTICLE THREE OFFICERS

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary.

All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

A vacancy in the office of any officer shall be filled by a vote of a majority of the Directors.

Section 3.2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and, subject to the Board of Directors, she/he shall be in general charge of the properties and affairs of the Corporation; she/he shall preside at all meetings of the Board of Directors; in furtherance of the purposes of the Corporation, she/he may sign and execute all bonds, deeds,

conveyances, franchises, assignments, mortgagee, notes, contracts and other obligations in the name of the Corporation.

Section 3.3. Vice President. The Vice President shall have such powers and duties as may be assigned to her/him by the Board of Directors and shall exercise 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 the duties of the President shall be conclusive evidence of the absence or inability to act as the President at the time such action was taken.

Section 3.4. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into her/his hands. When necessary or proper, she/he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; she/he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board of Directors; whenever required by the Board of Directors, she/he shall render a statement of her/his cash account; she/he shall enter or cause to be entered regularly in the books of the Corporation to be kept by her/him for that purpose full and accurate accounts of all monies received and paid out on account of the Corporation; she/he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of her/his duties in such form as the Board of Directors may require.

Section 3.5. Assistant Treasurer. Each Assistant Treasurer shall have the usual powers and duties pertaining to her/his office, together with such other powers and duties as may be assigned to her/him by the Board of Directors.

The Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 3.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; she/he shall attend to the giving and serving of all notices; in furtherance of the purposes of the Corporation, she/he may sign with the President in the name of the Corporation and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; she/he shall have charge of the corporate 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 at all reasonable times be open to the inspection upon application at the office of the Corporation during business hours, and she/he shall in general perform all duties

incident to the office of Secretary subject to the control of the Board of Directors.

Section 3.7. Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to her/his office, together with such other powers and duties as may be assigned to her/him by the Board of Directors or the Secretary. The assistant secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

Section 3.8. Compensation. Officers as such shall not receive any salary or compensation for their services , except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE FOUR
PROVISIONS REGARDING ARTICLES OF INCORPORATION, AS AMENDED,
AND AMENDED AND RESTATED BYLAWS

Section 4.1. Effective Date. These Amended and Restated Bylaws shall become effective upon their adoption by the Board of Directors of the Corporation.

Section 4.2. Amendments to Articles of Incorporation, as amended, and Bylaws. The Articles of Incorporation, as amended, may at any time and from time to time be amended so as to make any changes therein and to add any provisions thereto which might have been included in the Articles of Incorporation, as amended, in the first instance pursuant to the provisions of the Act. Any such amendments shall be effected in either of the following manners: (i) the members of the Board of Directors shall file with the Court an application in writing seeking permission to amend the Articles of Incorporation, as amended, specifying in such application the amendment proposed to be made, the Court shall consider such application and if it shall by appropriate resolution duly find and determine that it is wise, expedient, necessary or advisable that the proposed amendment be made and shall authorize the same to be made, and shall approve the form of the proposed amendment, then the Board of Directors may amend the Articles of Incorporation, as amended, by adopting such amendment at a meeting of the Board of Directors and delivering the same to the Secretary of State of Texas, or (ii) the Court may, at its sole discretion, and at any time, alter or change the structure, organization, programs or activities of the Corporation, and may terminate the Corporation, subject to any limitation on the impairment of contracts entered into by the Corporation, by adopting an amendment to the Articles of Incorporation, as amended, at a meeting of the Court and delivering the same to the Secretary of State of Texas. These Amended and Restated Bylaws may be altered or amended by affirmative vote of a majority of the Directors present at any regular meeting, or at any special meeting if notice of the proposed amendment or alteration is contained in the notice of said special meeting.

Section 4.3. Interpretation of Bylaws. These Amended and Restated Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Amended and Restated Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Amended and Restated Bylaws and the application of such work, phrase, clause, sentence, paragraph, section or other part of these Amended and Restated Bylaws to any other person or circumstances shall not be affected thereby.

ARTICLE FIVE
GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be located in the County.

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose 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 in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by resolution of the Board of Directors.

Section 5.3. Seal. The seal of the Corporation shall be as determined by resolution of the Board of Directors.

Section 5.4. Notice and Waiver of Notice. W Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation, as amended, as amended, or these Amended and Restated Bylaws, said notice shall be deemed to be sufficient if given in the manner set forth in the Act, the Articles of Incorporation, as amended, or these Amended and Restated Bylaws, as appropriate. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting, unless required by the Board of Directors. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5.5. Resignations. Any Director or officer may resign at any time. Such resignations shall be made in writing directed to the

Board of Directors and the Court and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.6. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, or all of the members of the committee/ as the case may be.

Section 5.7. Approval or Other Action of Court. To the extent that these Amended and Restated Bylaws refer to any approval by the Commissioners Court or other action by the Court such approval or other action shall be evidenced by a certified copy of a resolution or motion duly adopted by the Court.

Section 5.8. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the 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 may be inspected by any Director, or her/his agent or attorney for any proper purpose at any reasonable time, and may also be inspected by the Court or any designee thereof.

CERTIFICATION

These Amended and Restated Bylaws were approved by resolution of the Board of Directors on September 6, 2017, and are effective as of such date.

President

ATTEST:

Secretary



Office of the Secretary of State

January 30, 2007

Alejandro G Coronado
THE CAMERON COUNTY HOUSING FINANCE CORPORATION
65 CASTELLANO CIRCLE
Brownsville, TX 78520

Nonprofit Periodic Report – First Notification Letter

Re: THE CAMERON COUNTY HOUSING FINANCE CORPORATION
File Number: 49813801

Dear Registered Agent:

A nonprofit corporation is required by law to file a periodic report with the Secretary of State not more than once every four years. You are hereby notified that the above referenced nonprofit corporation is required to file the periodic report at this time. This periodic report should be completed and received by this office on or before **March 1, 2007**. Failure to file the periodic report when due will result, after notice, in the forfeiture of the corporation's right to conduct affairs in the state of Texas and could ultimately result, after notice, in the involuntary dissolution or termination of the domestic corporation or the revocation of the registration of the foreign corporation.

One copy of the required periodic report is enclosed, along with instructions for completing the report. Make any necessary changes to the preprinted information by typing or printing the new information in the area provided. Submit the periodic report, along with the required filing fee that is shown on the attached report, to the mailing address on the report form. **Please make a copy of this report prior to mailing and retain for the corporation's records.**

For your convenience, the periodic report may be filed online through SOSDirect at <http://www.sos.state.tx.us/corp/sosda/index.shtml>.

If you have any questions about filing the periodic report or require assistance filing online using SOSDirect, please call 512-475-2705 or e-mail ReportsUnit@sos.state.tx.us.

Sincerely,
Reports Unit
Business and Public Filings Division

Enclosure

ITEM 6:
A RESOLUTION APPROVING THE CORPORATE POLICIES AND
CONTAINING OTHER PROVISIONS RELATING THERETO:

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

A RESOLUTION APPROVING CERTAIN CORPORATE POLICIES AND CONTAINING OTHER
PROVISIONS RELATING THERETO

WHEREAS, The Cameron County Housing Finance Corporation (the "Corporation") has been duly created and organized by Cameron County, Texas, pursuant to and in accordance with the provisions of the Texas Housing Finance Corporations Act, Chapter 394, Local Government Code, as amended (the "Enabling Act"); and

WHEREAS, on September 6, 2017, the Board of Directors of the Corporation, pursuant to Section 394.035 of the Enabling Act, approved the Amended and Restated Bylaws of the Corporation (the "Amended and Restated Bylaws"); and

WHEREAS, pursuant to the Amended and Restated Bylaws certain corporate policies of the Corporation are to be designated by resolution of the Board of Directors; and

WHEREAS, to comply with the Amended and Restated Bylaws the Board of Directors wishes to adopt this written resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMERON COUNTY HOUSING FINANCE CORPORATION, THAT:

Section 1. Designation of Regular Meeting. This Board of Directors hereby designates the fourth Tuesday of January at 3:00 p.m. each year to be the time and date of the regular meeting which is to be held at 777 E. Harrison Second Floor, Suite B, Brownsville, Texas 78520 or such other date, time, and location designated by the Secretary of the Board of Directors in the notice of said meeting.

Section 2. Designation of Fiscal Year. This Board of Directors hereby designates January 1 through December 31 of each year to be the Corporation's fiscal year.

Section 3. Designation of Principal Office. This Board of Directors hereby designates 777 E. Harrison Second Floor, Suite B, Brownsville, Texas 78520 as the principal office of the Corporation.

Section 4. Authorization of Corporate Seal. This Board of Directors hereby authorizes the use of a corporate seal which shall consist of two concentric circles with a star and the word T-E-X-A-S in the center.

Section 5. Registered Agent and Office. This Board of Directors hereby ratifies the appointment of Brian G. Janis as the registered agent of the Corporation and 777 E. Harrison Second Floor Suite B, Brownsville, Texas 78520 as the registered office street address.

Section 6. Public Purposes. This Board of Directors hereby finds, determines, recites, and declares that the approval of the foregoing and the implementation of the same will help promote the public purposes set forth in the Enabling Act.

Section 7. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid, or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 8. Ratification of Certain Prior Actions. All prior actions taken by or on behalf of the Corporation in connection with the foregoing are hereby authorized, ratified, confirmed, and approved.

Section 9. Conflicting Prior Actions. All orders, resolutions, or any actions or parts thereof of the Board of Directors in conflict herewith are hereby expressly repealed to the extent of any such conflict.

Section 10. Effective Date. This Resolution shall be in full force and effect from and upon its passage.

PASSED AND APPROVED this September 12, 2017.

THE CAMERON COUNTY HOUSING FINANCE
CORPORATION

President

ATTEST:

Secretary

ITEM 7:
CONSIDERATION OF A RESOLUTION APPROVING A CERTAIN
MEMORANDUM OF UNDERSTANDING; AUTHORIZING THE
EXECUTION OF THE SAME; AND CONTAINING OTHER PROVISIONS
RELATING TO THE SUBJECT;

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

A RESOLUTION APPROVING CERTAIN PARTNERSHIP TRANSACTIONS; AUTHORIZING AND DIRECTING THE EXECUTION OF DOCUMENTS AND INSTRUMENTS NECESSARY OR CONVENIENT TO ACCOMPLISH THE SAME; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

Whereas the Board of Directors of The Cameron County Housing Finance Corporation ("CCHFC") heretofore has passed a resolution authorizing the substitution of a limited liability company of which the sole member is to be CCHFC as the general partner (the "General Partner") of an existing limited partnership named TX Mayorca Villas, LP (the "Partnership") which operates a low, moderate, and market rent income multifamily residential rental development which development is presently known as Vista Monterrey Apartments and is located at 600 Jose Marti, Brownsville, Texas 78521 (the "Project");

Whereas, it is the present intent of CCHFC that the General Partner will be managed by _____ (the "Manager");

Whereas, the General Partner will be executing various documents on behalf of the Partnership;

Whereas, CCHFC anticipates the creation of one or more other limited liability companies in conjunction with the transactions herein contemplated also which initially will be managed by the Manager; and

Whereas, CCHFC will be executing various documents in conjunction with the purchase and lease of the site of the Project and other matters related to the transactions herein contemplated and creating other entities that will be controlled by CCHFC and managed by the Manager.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMERON COUNTY HOUSING FINANCE CORPORATION THAT:

1. Any and all actions previously taken in conjunction with the formation of the General Partner and any other entities in conjunction with the transactions herein contemplated that will be controlled by CCHFC and managed by the Manager are hereby ratified and confirmed.

2. The Manager is authorized to execute all documents necessary and appropriate to the successful operation of the Project.

3. All instruments to be executed by the Manager shall be in form and substance satisfactory to the Manager with the advice of the financial advisor and the legal counsel to CCHFC, the approval of each such instrument to be conclusively evidenced by the execution thereof.

4. All officers of CCHFC are jointly and severally authorized and directed for and on behalf of CCHFC to execute and deliver all instruments from time to time required by and in the consummation of the transactions herein contemplated as the officer acting shall deem to be necessary or desirable with the advice of the financial advisor and the legal counsel to CCHFC, without the necessity of attestation by any other officer of CCHFC and with or without a seal of

CCHFC. The approval of each such instrument shall be conclusively evidenced by the execution thereof.

PASSED AND APPROVED this September 6, 2017.

THE CAMERON COUNTY HOUSING FINANCE
CORPORATION

By: _____
Name:
Title: President

ATTEST:

By: _____
Name:
Title: Secretary

ITEM 8:
**CONSIDERATION OF A RESOLUTION APPROVING CERTAIN
PARTNERSHIP TRANSACTIONS; AUTHORIZING AND DIRECTING THE
EXECUTION OF DOCUMENTS AND INSTRUMENTS NECESSARY OR
CONVENIENT TO ACCOMPLISH THE SAME; AND CONTAINING OTHER
PROVISIONS RELATING TO THE SUBJECT;**

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

A RESOLUTION APPROVING A CERTAIN MEMORANDUM OF UNDERSTANDING; AUTHORIZING THE EXECUTION OF THE SAME; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

Whereas, Rise Residential Construction, L.P. ("RISE") and The Cameron County Housing Finance Corporation ("CCHFC") contemplate the substitution of a limited liability company of which the sole member is CCHFC as the general partner of an existing limited partnership named TX Mayorca Villas, LP (the "Partnership"); and

Whereas, the Partnership will continue to operate a low, moderate, and market rent income multifamily residential rental development which development is presently known as Vista Monterrey Apartments and is located at 600 Jose Marti, Brownsville, Texas 78521; and

Whereas, CCHFC and RISE desire to set forth certain preliminary terms of the transaction in a Memorandum of Understanding (the "MOU"), a substantially final form of which is attached hereto as Exhibit A.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CAMERON COUNTY HOUSING FINANCE CORPORATION: that the form and substance of the MOU in the substantially final form attached hereto as Exhibit A are hereby approved and the terms thereof are hereby incorporated by reference herein, and the proper officers of CCHFC are each hereby authorized to execute and attest the MOU; and

FURTHER RESOLVED: that any officer of CCHFC is authorized to make or approve such revisions in the form of the MOU which, in the opinion of counsel to CCHFC, may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution; and

FURTHER RESOLVED: that this resolution shall take effect immediately.

PASSED AND APPROVED September 6, 2017.

THE CAMERON COUNTY HOUSING FINANCE
CORPORATION

By: _____
Name:
Title: President

ATTEST:

By: _____
Name:
Title: Secretary

EXHIBIT A

ITEM 9:
DISCUSSION AND CONSIDERATION OF A RESOLUTION APPROVING
SIGNATORIES TO THE CORPORATION'S BANK ACCOUNTS

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

ITEM 10:
DISCUSSION AND APPROVAL OF SETTING THE DATE AND TIME OF THE
NEXT MEETING

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520

ITEM 11:
ADJOURNMENT

CAMERON COUNTY HOUSING FINANCE CORPORATION
BOARD MEETING
SEPTEMBER 13, 2017
6:00 pm
CAMERON COUNTY COURTHOUSE
1100 E. MONROE STREET
BROWNSVILLE, TX 78520