

**Resolution No. SHFC-2025-20**

**RESOLUTION (THE “RESOLUTION”) OF THE BOARD OF DIRECTORS OF STRATEGIC HOUSING FINANCE CORPORATION OF TRAVIS COUNTY (THE “CORPORATION”) APPROVING A PURCHASE AND SALE AGREEMENT WITH RESPECT TO A POTENTIAL SALE OF CAMBRIDGE VILLAS APARTMENTS, A MULTIFAMILY RESIDENTIAL DEVELOPMENT LOCATED AT 15711 DESSAU ROAD, PLUGERVILLE, TEXAS 78660 (THE “DEVELOPMENT”); AND CONTAINING OTHER PROVISIONS RELATED THERETO**

**A. APPROVAL OF PURCHASE AND SALE AGREEMENT**

WHEREAS, Strategic Housing Finance Corporation of Travis County (the “*Corporation*”) has been duly created and organized pursuant to and in accordance with the provisions of the Texas Housing Finance Corporations Act, as amended, Texas Local Government Code, Chapter 394 (the “*Act*”), for the purpose of providing a means of financing the costs of residential ownership and development that will provide decent, safe and sanitary housing for persons of low and moderate income at prices or rentals they can afford; and

WHEREAS, Jan Wenig is President of the Board of Directors of the Corporation (the “*President*”); and

WHEREAS, Dianna Grey is Executive Director of the Corporation (the “*Executive Director*”); and

WHEREAS, the Corporation owns fee title to the land (the “*Land*”) on which the multifamily residential development known as “Cambridge Villas Apartments” (the “*Development*”) is located and, in the Corporation’s capacity as landlord under that certain Ground Lease dated as of May 1, 2006 (the “*Ground Lease*”) between the Corporation and Cambridge Villas Apartments Limited Partnership, a Texas limited partnership (the “*Partnership*”), the Corporation has leased the Land to the Partnership in connection with the Partnership’s operation of the Development; and

WHEREAS, the Corporation is the sole member of SHFC Cambridge Villas, LLC, a Texas limited liability company (the “*General Partner*”) of the Partnership, which is governed by that certain Amended and Restated Agreement of Limited Partnership, dated as of May 1, 2006, and as amended (the “*Partnership Agreement*”); and

WHEREAS, the Development is subject to affordability restrictions set forth in that certain Declaration of Land Use Restrictive Covenants/Land Use Restriction Agreement for Low-Income Housing Credits, dated as of September 13, 2007 and as amended (the “*Affordability Restrictions*”); and

WHEREAS, the structure described herein has allowed the Development to receive a full abatement of ad valorem taxes pursuant to the Act (the “*Exemption*”); and

WHEREAS, the Special Limited Partner, a subsidiary of Alden Torch (the “*Special Limited Partner*”), has exercised its right under the Partnership Agreement to require a sale of the Development; and

WHEREAS, pursuant to SHFC Resolution No. SHFC-2025-11, the Board previously authorized the Executive Director, on behalf of the Corporation, as sole member of the General Partner to cause the Partnership to market the Development for sale and to negotiate sale terms with a qualified third-party purchaser approved by the Special Limited Partner; and

WHEREAS, pursuant to a Purchase and Sale Agreement and Escrow Instructions (the "*PSA*"), FRH Realty LLC, a Delaware limited liability company (the "*Purchaser*"), intends to purchase and the Partnership intends to sell the Development, to be owned and operated by a new limited partnership to be established among the General Partner and affiliates of the Purchaser, in order to continue the Exemption for the Development.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE STRATEGIC HOUSING FINANCE CORPORATION OF TRAVIS COUNTY (THE "*BOARD*"), THAT:

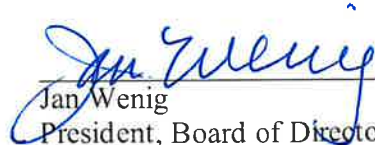
Section 1: The Executive Director, on behalf of the Corporation, acting on its own behalf and on behalf of the General Partner, acting on behalf of the Partnership, is hereby authorized, upon written consent from the Special Limited Partner, to execute and deliver the PSA, and such other documents and instruments that may be necessary and desirable to effectuate the PSA.

Section 2: That the President, Secretary and Executive Director of the Corporation are each individually authorized to certify and attest to the adoption and approval of the foregoing Resolution.

Section 3: 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.

[Signature page and certification to follow]

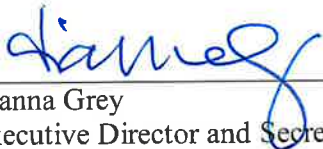
PASSED AND APPROVED this 10th day of July, 2025.

  
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Jan Wenig  
President, Board of Directors

**CERTIFICATION**

The above resolution, adopted by the Board of Directors of the Strategic Housing Finance Corporation of Travis County at a meeting held on the 10<sup>th</sup> day of July, 2025, is hereby certified to be a true and correct copy of an official copy thereof on file among the official records of such Corporation.

WITNESS my hand this 10<sup>th</sup> day of July, 2025.

By:   
Dianna Grey  
Executive Director and Secretary