

January 4, 2019

McKinney Housing Finance Corporation
406 N. Tennessee Street
McKinney, Texas 75069
Attention: Cristel Todd

Re: McKinney Housing Finance Corporation
Partnership Representation

Dear Ms. Todd:

This letter is intended to set forth the scope of our engagement as counsel to partnerships (the “*Partnerships*”) formed to own multifamily housing developments (the “*Developments*”) and entities formed and wholly owned by the McKinney Housing Finance Corporation (the “*Corporation*”) to serve as general partners (the “*General Partners*”) of the Partnerships. Although the General Partners and the Partnerships will be our clients in any such engagements, our fees and expenses for serving in such capacities are the responsibility of the developers of the Developments and are not the responsibility of the Corporation or the General Partners.

As counsel, we will be responsible for advising the General Partners and any additional affiliates of the Corporation formed in connection with the financing of a Development, such as ground lessor, co-developer and general contractor entities. Such representation would be expected to include negotiating the terms of a memorandum of understanding, a partnership agreement, a ground lease and any related documents on behalf of the General Partners, the Corporation and any related affiliates and providing technical tax advice to the Partnerships in connection with low income housing tax credits awarded with respect to the Developments.

Our duties are limited as stated above. Among other things, our duties *do not* include:

1. Giving any advice, opinion or representation as to the financial feasibility or the fiscal prudence of any transaction.
2. Opining on ad valorem property tax or state sales tax issues.
3. After the admission of all partners to the Partnership, providing continuing advice to the General Partners or the Partnerships or any other party concerning any actions necessary to

assure that the Developments are operated in accordance with any applicable state or federal regulations.

4. Any representation of the General Partners or the Partnerships in the event an audit of a Partnership is commenced by the Internal Revenue Service. However, if separately engaged, we would be available to undertake representation for such purpose.

5. Opining or providing any advice with respect to the exclusion of interest for federal income tax purposes on any bonds issued by the Corporation to finance the Developments.

Our fees for such representation will be set forth in a separate engagement letter executed in connection with each financing in which an affiliate of the Corporation serves as General Partner to the applicable Partnership.

We look forward to working with you on future financings. Should you have any questions about this engagement, please do not hesitate to contact Ryan J. Bowen at (312) 845-3277.

Please acknowledge your acceptance of this engagement letter by executing in the space provided below and returning an executed engagement letter to us at your earliest convenience.

Very truly yours,

CHAPMAN AND CUTLER LLP

By Ryan J. Bowen
Ryan J. Bowen

ACKNOWLEDGED AND AGREED TO:

McKINNEY HOUSING FINANCE CORPORATION

By _____
Name: _____
Title: _____