

RESOLUTION AHFC NO 20071011-003

WHEREAS, the Austin Housing Finance Corporation (Corporation) has been duly created and organized by action of the City Council of the City of Austin, Texas (Sponsoring Governmental Unit) under the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code (Act), to provide a means of financing the costs of residential ownership and development to provide decent, safe, sanitary and affordable housing for persons of low- and moderate-income, and

WHEREAS, the Act authorizes the Corporation to issue bonds to defray, in whole or in part, the development costs of a residential development, and

WHEREAS, the Board of Directors of the Corporation (Board) authorized the issuance of the Austin Housing Finance Corporation Multifamily Housing Revenue Refunding Bonds (Pleasant Valley Villas) Series 2002 and Series 2002-T (collectively, the Bonds), in the aggregate principal amount of \$15,000,000 and \$1,470,000, respectively, in accordance with the terms of a Trust Indenture, dated

as of August 1, 2002 (the "Indenture"), by and between the Corporation and Wells Fargo Bank Texas, N A , as Trustee (the "Trustee"), to fund the cost of acquisition, construction, and equipping a residential rental project located in Austin, Texas, (Project), in accordance with the Constitution and laws of the State of Texas, and

WHEREAS, the Corporation loaned the proceeds of the Bonds to Pleasant Valley Villas Housing, L P , a Texas limited partnership (Borrower), to finance the development of the Project, a portion of the units in which were required pursuant to Section 142(d) of the Internal Revenue Code of 1986, as amended, to be occupied by persons of low- and moderate-income, and

WHEREAS, the Corporation, the Trustee and the Borrower executed and delivered a Loan Agreement, dated as of August 1, 2002 (the "Loan Agreement"), under which the Corporation agreed to lend funds to the Borrower to enable the Borrower to finance the Project, and

WHEREAS, the Borrower executed, delivered and filed for record a Regulatory and Land Use and Restriction Agreement, dated as of August 1, 2002 (the "Land Use and Restriction Agreement") that restricts occupancy of a portion of the units in the Project to persons and families of low- and families of moderate-income, and

WHEREAS, the Borrower has requested the Corporation consent to the transfer of the Project, along with all other interests of the Borrower, from the Borrower to Cascade Affordable Housing LLC, a Washington limited liability company, or an affiliate entity (Transferee) and execute all documents allowing the transfer and other related matters, and

WHEREAS, in connection with the transfer, the Transferee and Borrower are required to comply with the transfer provisions set forth in the Land Use Restriction Agreement, **NOW, THEREFORE**,

**BE IT RESOLVED BY THE BOARD OF THE AUSTIN
HOUSING FINANCE CORPORATION**

Section 1 1 - Approval of Transfer The negotiation and execution of the consent and other documents to effectuate the transfer set forth in the recitals above is approved

Section 1 2 - Power to Negotiate, Execute and Deliver Documents The authorized representatives of the Corporation are authorized to negotiate, execute, and deliver the consent and other documents as, in the judgment of an authorized representative, and in the opinion of McCall, Parkhurst & Horton L L P , Bond Counsel to the Corporation, may be necessary or convenient to carry out this resolution

Section 1 3 - Authorized Representatives The President, Vice President, Secretary and General Manager are named as authorized representatives of the Corporation to execute, attest, affix the

Corporation's seal to, and deliver the documents described in this
resolution

ADOPTED October 11, 2007

ATTEST


Shirley A Gentry
Secretary