

RESOLUTION NO. _____-AHFC_____

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND DELIVERY
OF SUBORDINATE MULTIFAMILY HOUSING REVENUE BONDS
(VILLAGES AT FISKVILLE APARTMENTS) SERIES 2017B;
APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY
OF RELATED DOCUMENTS; AUTHORIZING REPRESENTATIVES OF
THE AUSTIN HOUSING FINANCE CORPORATION TO EXECUTE
DOCUMENTS; AND APPROVING RELATED MATTERS**

WHEREAS, Austin Housing Finance Corporation (the “Issuer”) has been duly created and organized pursuant to and in accordance with the provisions of the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (the “Act”), to finance the costs of residential ownership and development that will provide decent, safe and sanitary housing for persons of low and moderate income at prices they can afford; and

WHEREAS, the Act authorizes the Issuer 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 Issuer (the “Board”) has determined to authorize the issuance of the Issuer’s Subordinate Multifamily Housing Revenue Bonds (Villages at Fiskville Apartments) Series 2017B (the “Bonds”), in one or more series in accordance with the terms of a Indenture of Trust (the “Indenture”) by and between the Issuer and the trustee named in the Indenture (the “Trustee”), to obtain funds to finance the Project (defined below), in accordance with the Constitution and the Act; and

WHEREAS, the Issuer desires to use the proceeds of the Bonds to finance the costs of acquisition and construction of the residential rental project located in Austin, Texas (the "Project") containing units occupied by persons of low and moderate income, as determined by the Issuer, as required by Section 142(d) of the Internal Revenue Code of 1986, as amended, and to pay costs of issuance of the Bonds (if necessary); and

WHEREAS, the Issuer and the Borrower will execute and deliver a Loan Agreement (the “Loan Agreement”) in which the Issuer will agree to lend funds to the Borrower to enable the Borrower to finance the Project; and

WHEREAS, the Issuer will assign its rights under the Loan Agreement to the Trustee pursuant to the Indenture in order to secure repayment of the Bonds; and

WHEREAS, the Issuer, the Trustee and the Borrower will execute a Regulatory and Land Use Restriction Agreement (the “Regulatory Agreement”) which will be filed of record in the real property records of Travis County, Texas; and

WHEREAS, the Issuer, the Trustee, the Trustee for the Issuer’s Multifamily Housing Revenue Bonds (Villages at Fiskville Apartments) Series 2017A (the “Series 2017A Bonds”), the Majority Owner (as defined in the Indenture) and JPMorgan Chase Bank, N.A. and acknowledged by the Borrower will execute an Intercreditor Agreement (the “Intercreditor Agreement”) which will be filed of record in the real property records of Travis County, Texas; and

WHEREAS, the Issuer has further determined that the Issuer will execute and deliver a Bond Purchase Agreement (the “Bond Purchase Agreement”) among the Issuer, the Borrower and JPMorgan Chase Bank, N.A. (the “Purchaser”); and

WHEREAS, the Board has examined proposed forms of the Indenture, the Loan Agreement, the Regulatory Agreement, the Intercreditor Agreement and the Bond Purchase Agreement all of which are attached to and comprise a part of this Resolution; has found the form and substance of such documents to be satisfactory and proper and the recitals contained to be true, correct and complete; and has determined to authorize the issuance of the Bonds, the execution and delivery of the documents and the taking of such other actions as may be necessary or convenient in connection with this transaction;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUSTIN HOUSING FINANCE CORPORATION:

Section 1.1 - Issuance, Execution and Delivery of the Bonds. The issuance of the Bonds is authorized in accordance with the conditions in the Indenture, and, upon execution and delivery of the Indenture, the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest to the Bonds and to deliver the Bonds to the Attorney General of the State of Texas for approval, the Comptroller of Public Accounts of the State of Texas for registration and the Trustee for authentication (to the extent required in the Indenture), and then to deliver the Bonds to the Purchaser. The interest rate for the Bonds will not exceed the maximum amount allowed under Texas law and the aggregate principal amount of Bonds, taken together with the Series 2017A Bonds, will not exceed \$20,000,000 in the aggregate.

Section 1.2 - Approval, Execution and Delivery of the Indenture. The form and substance of the Indenture (including the form of Bonds therein) are approved in substantially final form, with such changes therein as may be approved by the authorized representatives of the Issuer named in this Resolution at the time of execution and delivery thereof, and the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest to (if required) the Indenture and to deliver the Indenture to the Trustee.

Section 1.3 - Approval, Execution and Delivery of the Loan Agreement and Regulatory Agreement. The form and substance of the Loan Agreement and the Regulatory Agreement are approved in substantially final form, with such changes therein as may be

approved by the authorized representatives of the Issuer named in this Resolution at the time of execution and delivery thereof, and the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest (if required) the Loan Agreement and the Regulatory Agreement.

Section 1.4 - Approval, Execution and Delivery of the Intercreditor Agreement. The form and substance of the Intercreditor Agreement are approved in substantially final form, with such changes therein as may be approved by the authorized representatives of the Issuer named in this Resolution at the time of execution and delivery thereof, and the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest (if required) the Intercreditor Agreement.

Section 1.5 - Approval, Execution and Delivery of the Bond Purchase Agreement. The form and substance of the Bond Purchase Agreement are approved in substantially final form, with such changes therein as may be approved by the authorized representatives of the Issuer named in this Resolution at the time of execution and delivery thereof, and the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest (if required) the Bond Purchase Agreement.

Section 1.6 - Execution and Delivery of Other Documents. The authorized representatives of the Issuer named in this Resolution each are authorized to execute, attest to, and to affix the Issuer's seal to such other agreements, commitments, assignments, bonds, certificates, contracts, documents, instruments, releases, financing statements, letters of instruction, notices of acceptance, written requests and other papers as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

Section 1.7 - Exhibits Incorporated Herein. That all of the terms and provisions of each of the documents listed below as an exhibit shall be and are hereby incorporated into and made a part of this Resolution for all purposes:

Exhibit A - Indenture

Exhibit B - Loan Agreement

Exhibit C - Regulatory Agreement

Exhibit D – Intercreditor Agreement

Exhibit E – Bond Purchase Agreement

Section 1.8 - Power to Revise Form of Documents. The authorized representatives of the Issuer named in this Resolution each are authorized to approve such revisions in the form of the documents attached hereto as may be acceptable to such authorized representative or authorized representatives, following consultation with McCall, Parkhurst & Horton L.L.P., Bond Counsel to the Issuer, with such approval to be evidenced by the execution of such documents by the authorized representatives of the Issuer named in this Resolution.

Section 1.9 - Authorized Representatives. The President, Vice President, Treasurer, Secretary and Manager each is hereby named as an authorized representative of the Issuer, acting

alone, for purposes of executing, attesting, affixing the Issuer's seal to, and delivering the documents and instruments referred to herein.

Section 1.10 - Meeting. The meeting at which this Resolution was adopted was held on February 16, 2016 and a quorum was present. Such meeting was held in accordance with the requirements of applicable law and Issuer's bylaws.

ADOPTED: _____, 2017

ATTEST: _____

Jannette S. Goodall
City Clerk

CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS

AUSTIN HOUSING FINANCE CORPORATION

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We, the undersigned officers of the Board of Directors of Austin Housing Finance Corporation, hereby certify as follows:

1. The Board of Directors of said corporation convened in REGULAR MEETING ON THE 16th DAY OF FEBRUARY, 2017, at the designated meeting place in Austin, Texas, and the roll was called of the duly constituted officers and members of said Board, to wit:

Steve Adler, President
Ora Houston, Member
Delia Garza, Member
Sabino Renteria, Member
Gregorio Casar, Member
Ann Kitchen, Member
Jimmy Flannigan, Member
Leslie Pool, Member
Ellen Troxclair, Member
Kathie Tovo, Member
Alison Alter, Member

and all of said persons were present, except the following absentees: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at said Meeting: a written

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was duly introduced for the consideration of said Board and read in full. It was then duly moved and seconded that said Resolution be adopted; and, after due discussion, said motion carrying with it the adoption of said Resolution, prevailed and carried, with all members of said Board shown present above voting "Aye," except as follows:

NOES: _____

ABSTENTIONS: _____

2. A true, full and correct copy of the aforesaid Resolution adopted at the Meeting described in the above and foregoing paragraph is attached to and follows this Certificate; said Resolution has been duly recorded in said Board's minutes of said Meeting; the above and foregoing paragraph is a true, full and correct excerpt from said Board's minutes of said Meeting pertaining to the adoption of said Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board as indicated therein; each of the officers and members of said Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid Meeting, and that said Resolution would be introduced and considered for adoption at said Meeting, and each of said officers and members consented, in advance, to the holding of said Meeting for such purpose.

SIGNED

Secretary, Board of Directors

President, Board of Directors

Exhibit A

Indenture

Exhibit B

Loan Agreement

Exhibit C

Regulatory Agreement

Exhibit D

Intercreditor Agreement

Exhibit E

Bond Purchase Agreement