

RESOLUTION NO.

RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL REVENUE NOTE (NIGHTINGALE AT GOODNIGHT RANCH APARTMENTS) SERIES 2018; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS; AUTHORIZING THE EXECUTION OF A GROUND LEASE; 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 (i) authorize the issuance of the Issuer’s Multifamily Housing Governmental Revenue Note (Nightingale at Goodnight Ranch Apartments) Series 2018 (the “Note”), in one or more series in accordance with the terms of a Funding Loan Agreement (the “FLA”) by and among the Issuer Fiscal Agent named in the FLA (the “Fiscal Agent”) and Austin DMA Housing III, LLC (the “Borrower”), to obtain funds to finance the Project (defined below), in accordance with the Constitution and the Act and (ii) authorize the execution and delivery

of a ground lease (the “Ground Lease”) by the Issuer, as lessor, and Austin DMA Housing III, LLC (the “Borrower”), a Texas limited liability company (defined below), as lessee, and approves AHFC Nightingale Non-Profit Corporation (previously created by the Issuer) to act as Managing Member of the Borrower; and

WHEREAS, the Issuer desires to use the proceeds of the Note 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 Note (if necessary); and

WHEREAS, the Issuer, the Fiscal Agent and the Borrower will execute and deliver a Project Loan Agreement (the “PLA”) 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 PLA to the Fiscal Agent pursuant to the FLA in order to secure repayment of the Note; and

WHEREAS, the Issuer, the Fiscal Agent 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 will execute an Assignment of Deed of Trust and Loan Documents (the “Assignment”); and

WHEREAS, the Issuer has further determined that the Issuer will deliver the Note to JPMorgan Chase Bank, N.A. or an affiliate thereof (the “Purchaser”); and

WHEREAS, the Board has examined proposed forms of the FLA, the PLA, the Regulatory Agreement, the Ground Lease and the Assignment 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 Note, 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 DIRECTORS OF THE AUSTIN
HOUSING FINANCE CORPORATION:**

Section 1.1 - Issuance, Execution and Delivery of the Note. The issuance of the Note is authorized in accordance with the conditions in the FLA, and, upon execution and delivery of the FLA, the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest to the Note and to deliver the Note 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 Fiscal Agent for authentication (to the extent required in the FLA), and then to deliver the Note to the Purchaser. The maturity date for the Note will not exceed the latest date allowed under Texas law. The interest rate for the Note will not exceed

the maximum amount allowed under Texas law and the aggregate principal amount of Note will not exceed \$16,000,000 in the aggregate.

Section 1.2 - Approval, Execution and Delivery of the FLA. The form and substance of the FLA (including the form of Note 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 FLA and to deliver the FLA to the Fiscal Agent.

Section 1.3 - Approval, Execution and Delivery of the PLA and Regulatory Agreement. The form and substance of the PLA 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 PLA and the Regulatory Agreement.

Section 1.4 - Approval, Execution and Delivery of the Ground Lease. The form and substance of the Ground Lease are approved in substantially final form, and the authorized representatives of the Issuer named in this Resolution each are authorized to execute and attest (if required) the Ground Lease, and to deliver the Ground Lease to the

Borrower. AHFC Nightingale Non-Profit Corporation is approved to act as Managing Member of the Borrower.

Section 1.5 - Approval, Execution and Delivery of the Assignment. The form and substance of the Assignment 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 Assignment.

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** – Funding Loan Agreement
- Exhibit B** – Project Loan Agreement
- Exhibit C** - Regulatory Agreement
- Exhibit D** – Ground Lease
- Exhibit E** - Assignment

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 2.0 - Meeting. The meeting at which this Resolution was adopted was held on March __, 2018 and a quorum was present. Such meeting was held in accordance with the requirements of applicable law and Issuer's bylaws.

ADOPTED: _____, 2018

ATTEST: _____

Jannette S. Goodall
Secretary