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48 **WHEREAS**, the Board has examined proposed forms of the FLA, the BLA, the Regulatory
49 Agreement and the Assignment all of which are attached to and comprise a part of this Resolution; has
50 found the form and substance of such documents to be satisfactory and proper and the recitals contained to
51 be true, correct and complete; and has determined to authorize the issuance of the Note, the execution and
52 delivery of the documents and the taking of such other actions as may be necessary or convenient in
53 connection with this transaction;

54
55 **NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUSTIN HOUSING**
56 **FINANCE CORPORATION:**

57
58 **Section 1.1 - Issuance, Execution and Delivery of the Note.** The issuance of the Note is authorized
59 in accordance with the conditions in the FLA, and, upon execution and delivery of the FLA, the authorized
60 representatives of the Issuer named in this Resolution each are authorized to execute and attest to the Note
61 and to deliver the Note to the Attorney General of the State of Texas for approval, the Comptroller of Public
62 Accounts of the State of Texas for registration and the Fiscal Agent for authentication (to the extent required
63 in the FLA), and then to deliver the Note to the Purchaser. The maturity date for the Note will not exceed
64 the latest date allowed under Texas law. The interest rate for the Note will not exceed the maximum amount
65 allowed under Texas law and the aggregate principal amount of Note will not exceed \$13,000,000 in the
66 aggregate.

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68 **Section 1.2 - Approval, Execution and Delivery of the FLA.** The form and substance of the FLA
69 (including the form of Note therein) are approved in substantially final form, with such changes therein as
70 may be approved by the authorized representatives of the Issuer named in this Resolution at the time of
71 execution and delivery thereof, and the authorized representatives of the Issuer named in this Resolution
72 each are authorized to execute and attest to (if required) the FLA and to deliver the FLA to the Fiscal Agent.

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74 **Section 1.3 - Approval, Execution and Delivery of the BLA and Regulatory Agreement.** The
75 form and substance of the BLA and the Regulatory Agreement are approved in substantially final form,
76 with such changes therein as may be approved by the authorized representatives of the Issuer named in this
77 Resolution at the time of execution and delivery thereof, and the authorized representatives of the Issuer
78 named in this Resolution each are authorized to execute and attest (if required) the BLA and the Regulatory
79 Agreement.

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

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87 **Section 1.5 - Execution and Delivery of Other Documents.** The authorized representatives of the
88 Issuer named in this Resolution each are authorized to execute, attest to, and to affix the Issuer's seal to such
89 other agreements, commitments, assignments, bonds, certificates, contracts, documents, instruments,
90 releases, financing statements, letters of instruction, notices of acceptance, written requests and other papers
91 as may be necessary or convenient to carry out or assist in carrying out the purposes of this Resolution.

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93 **Section 1.6 - Exhibits Incorporated Herein.** That all of the terms and provisions of each of the
94 documents listed below as an exhibit shall be and are hereby incorporated into and made a part of this
95 Resolution for all purposes:

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- Exhibit A** – Funding Loan Agreement
Exhibit B – Borrowers Loan Agreement
Exhibit C – Regulatory Agreement
Exhibit D - Assignment

Section 1.7 - 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 1.8 - 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 1.9 - Meeting. The meeting at which this Resolution was adopted was held on March 1, 2018 and a quorum was present. Such meeting was held in accordance with the requirements of applicable law and Issuer's bylaws.

ADOPTED: _____, 2019 **ATTEST:** _____
Jannette S. Goodall
Secretary