

## CERTIFICATE FOR RESOLUTION

**THE STATE OF TEXAS** §  
**AUSTIN HOUSING FINANCE CORPORATION** §

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 3<sup>RD</sup> DAY OF JUNE, 2021, via video conference, and the roll was called of the duly constituted officers and members of said Board, to wit:

Steve Adler, President  
Natasha Harper-Madison, Member  
Vanessa Fuentes, Member  
Sabino Renteria, Member  
Gregorio Casar, Member  
Ann Kitchen, Member  
MacKenzie Kelly, Member  
Leslie Pool, Member  
Paige Ellis, Member  
Kathryn B. Tovo, Member  
Alison Alter, Member

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

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL REVENUE NOTE (ESPERO AUSTIN AT RUTLAND) SERIES 2021A-1 AND MULTIFAMILY HOUSING GOVERNMENTAL REVENUE NOTE (ESPERO AUSTIN AT RUTLAND) SERIES 2021A-2; 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**

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: 0

ABSTENTIONS: 0

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

**RESOLUTION NO. \_\_\_\_\_-AHFC\_\_**

**RESOLUTION AUTHORIZING THE ISSUANCE, SALE, AND DELIVERY OF MULTIFAMILY HOUSING GOVERNMENTAL REVENUE NOTE (ESPERO AUSTIN AT RUTLAND) SERIES 2021A-1 AND MULTIFAMILY HOUSING GOVERNMENTAL REVENUE NOTE (ESPERO AUSTIN AT RUTLAND) SERIES 2021A-2; 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 (Espero Austin at Rutland) Series 2021A-1 and Multifamily Housing Governmental Revenue Note (Espero Austin at Rutland) Series 2021A-2 (the “Notes”), in one or more series in accordance with the terms of a Funding Loan Agreement (the “FLA”) by and among the Issuer, the Fiscal Agent named in the FLA (the “Fiscal Agent”) and Citibank, N.A. (the “Purchaser”), to obtain funds to finance the Project (defined below) and (ii) authorize the execution and delivery of a ground lease (the “Ground Lease”) by the Issuer, as lessor, and Espero Austin at Rutland, LP (also referred to as the “Borrower”), as lessee; and

**WHEREAS**, the Issuer desires to use the proceeds of the Notes to finance the costs of development 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 Notes (if necessary); and

**WHEREAS**, the Issuer and the Borrower will execute and deliver a Borrower Loan Agreement (the “BLA”) 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 BLA to the Fiscal Agent pursuant to the FLA in order to secure repayment of the Notes; 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 Notes to the Purchaser or an affiliate thereof; and

**WHEREAS**, the Board has examined proposed forms of the FLA, the BLA, 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 Notes, 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 Notes.** The issuance of the Notes 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 Notes and to deliver the Notes 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 Notes to the Purchaser. The maturity date for the Notes will not exceed the latest date allowed under Texas law. The interest rate for the Notes will not exceed the maximum amount allowed under Texas law and the aggregate principal amount of Notes will not exceed \$20,000,000 in the aggregate.

**Section 1.2 - Approval, Execution and Delivery of the FLA.** The form and substance of the FLA (including the form of Notes 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 BLA and Regulatory Agreement.** The form and substance of the BLA 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 BLA 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.

**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 - FLA**

**Exhibit B - BLA**

**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 2.1 - Meeting.** The meeting at which this Resolution was adopted was held on June 3, 2021 and a quorum was present. Such meeting was held in accordance with the requirements of applicable law and Issuer's bylaws.

## **Exhibit A**

FLA

## **Exhibit B**

BLA

## **Exhibit C**

### Regulatory Agreement



**Exhibit D**

Ground Lease

## **Exhibit D**

### Assignment