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26           **WHEREAS**, all or a portion of the expenditures related to the Project  
27 (Expenditures) were paid within 60 days prior to the passage of this Resolution or  
28 will be paid on or after the passage of this Resolution; and

29           **WHEREAS**, the Issuer reasonably expects (based upon information  
30 supplied by the Borrower, upon which it is reasonable and prudent for the Issuer to  
31 rely) to reimburse the Borrower or persons acting on its behalf for the Expenditures  
32 with the proceeds of the Bonds; and

33           **WHEREAS**, the Issuer declares that this Resolution and its provisions shall  
34 constitute the Issuer's agreement to issue the revenue bonds in such aggregate  
35 principal amount, now estimated not to exceed \$30,000,000, as is actually required  
36 to finance and pay for the Project; and

37           **WHEREAS**, the Issuer finds, considers, and declares that the issuance of  
38 the Bonds in the amount identified above and for the purpose identified above is  
39 appropriate and consistent with the objectives of the Act, and that the adoption of  
40 this Resolution constitutes: (i) an inducement for the Borrower to proceed with  
41 providing for the acquisition, construction and/or improvement of the Project; (ii)  
42 an affirmative official action by the Issuer, acting by and through its Board of  
43 Directors, towards the issuance of the Bonds, and that such action is similar to the  
44 adoption of a bond resolution within the meaning of Section 1.103-8(a)(5) of the  
45 Federal Treasury Regulations; and (iii) in accordance with the provisions of  
46 Section 1.150-2 of the Federal Treasury Regulations, a declaration of the Issuer's  
47 intent, to reimburse the Expenditures for the Project at such time as the Bonds are  
48 issued; **NOW, THEREFORE**,

50 **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF AUSTIN**  
51 **HOUSING FINANCE CORPORATION THAT:**

52 Section 1. The Issuer agrees as follows:

53 (a) To adopt a bond resolution or bond resolutions prepared by its Bond  
54 Counsel, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, when requested by the  
55 Borrower to authorize the issuance of Bonds, pursuant to the Act; to issue the  
56 Bonds, subject to the requirements of the Act; and to execute the appropriate  
57 agreements or contracts described in (b), below; and to sell the Bonds under terms  
58 and conditions satisfactory to the Issuer and the Borrower; to finance and pay for  
59 the Project, including amounts sufficient to pay the fees, expenses, and costs in  
60 connection with such issuance, to reimburse the Issuer for its administrative and  
61 overhead expenses and costs with respect to the Bonds and the Project, with the  
62 Bonds to be payable from payments by the Borrower to the Issuer and/or to a  
63 corporate trustee in such sums as are necessary to pay the principal of, interest on,  
64 and redemption premium, if any, together with the paying agents' and trustee's fees  
65 on, the Bonds, as and when the same shall become due and payable.

66 (b) Prior to the issuance of the Bonds, when requested by the Borrower, to  
67 enter into such loan agreement, installment sale agreement, lease, and/or any other  
68 appropriate contracts or agreements between the Issuer and the Borrower as are  
69 mutually acceptable in all respects to the Issuer and the Borrower, under which the  
70 Borrower will be obligated to make payments to the Issuer and/or to a corporate  
71 trustee in such sums as are necessary to pay the principal of, interest on, and  
72 redemption premium, if any, together with the paying agents' and trustee's fees on,  
73 the Bonds, as and when the same shall become due and payable, and with such  
74 payments also to be sufficient to defray the Issuer's administrative, overhead, and  
75 other expenses and costs with respect to the Bonds and the Project.

76 (c) To take, or cause to be taken, such other action, and to execute such  
77 additional contracts and agreements mutually agreeable to the parties in all  
78 respects, when requested by the Borrower as may be required in accordance with  
79 the Act and this Resolution to cause the issuance of the Bonds and to obtain an  
80 allocation of state volume cap for the Bonds.

81 Section 2. Subject to the provisions of Section 3 of this Resolution, by accepting  
82 this Resolution and proceeding with the Project, the Borrower agrees that it will:  
83 (i) fully indemnify and hold the Issuer harmless from any and all damages, losses,  
84 and reasonable expenses, including attorneys' fees, arising at any time from or with  
85 respect to the Bonds and the Project (except those resulting from gross negligence  
86 or willful misconduct of the Issuer); and (ii) pay or reimburse the Issuer for all  
87 reasonable and necessary out-of-pocket expenses, including attorneys' fees and  
88 expenses and the fees and expenses of other consultants, which the Issuer may  
89 incur at the request of the Borrower arising from the performance or attempted  
90 performance by the Issuer of its obligations hereunder.

91 Section 3. Nothing contained in this Inducement Resolution shall be interpreted to  
92 bind the Issuer to issue any bonds. The Issuer shall have the authority, without  
93 cause, not to issue the bonds.

94 Section 4. Subject to the provisions of Section 3 of this Resolution, adopting this  
95 Resolution constitutes the acceptance of the Borrower's proposal that it be further  
96 induced to proceed with providing for the Project, and that this proposal and  
97 acceptance shall constitute an agreement between the Issuer and the Borrower in  
98 accordance with the provisions of this Resolution.

99 Section 5. With respect to this Inducement Resolution and because the Borrower  
100 will have to comply with federal and State of Texas rent control requirements in  
101 the event the Borrower is awarded Low Income Housing Tax Credits, the Issuer, to

the extent the Borrower is awarded Low Income Housing Tax Credits, waives its Affordable Rent requirements set forth in the Issuer's Rules.

Section 6. The Issuer reasonably expects (based upon information supplied by the Borrower, upon which it is reasonable and prudent for the Issuer to rely) to reimburse the Expenditures with the proceeds of the Bonds.

**ADOPTED:** \_\_\_\_\_, 2021

**ATTEST:** \_\_\_\_\_

Jannette S. Goodall

Secretary

**EXHIBIT A**

**DESCRIPTION OF PROJECT**

The project will be an approximately 198-unit multifamily housing development approximately located at 900 Gardner Road, Austin, Texas, 78721.