RESOLUTION NO.

WHEREAS, the Austin Housing Finance Corporation (AHFC) was created by the City of Austin in accordance with Chapter 394 of the Local Government Code for the public purpose and function, among others, of providing a means to finance the cost of residential developments that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of Austin; and

WHEREAS, Chapter 22 of Texas Business Organization Code (Code) authorizes the creation and organization of nonprofit corporations which may act as a duly constituted affiliate of a Texas housing finance corporation to aid and assist the housing finance corporation in the performance of one or more of its functions; and

WHEREAS, AHFC desires to further its public purposes and functions by creating a related, affiliated, nonprofit corporation and instrumentality named AHFC Balcones Terrace Non-Profit Corporation (Non-Profit Corporation) to develop low-income housing, appointing and maintaining its board of directors, and otherwise exercising control over the Non-Profit Corporation, its dissolution, and its assets; and

WHEREAS, AHFC is creating the Non-Profit Corporation to purchase from FC Balcones Terrace Housing Corporation ("FCBTHC"), an affiliate of Foundation Communities, Inc., a hotel formerly known as the Townplace Suites located at 10024 North Capital of Texas Highway North, Austin, Texas 78759, which is in the process of being converted by FCBTHC to approximately 123 efficiency apartments to be leased to individuals experiencing permanent chronic homelessness (Development); and

WHEREAS, the Non-Profit Corporation will lease the Development (both the land and the improvements) back to FCBTHC under the terms of a lease (the "Lease") between AHFC and FCBTHC and under the terms thereof FCBTHC will continue to rehabilitate the Development and, following completion thereof, will
operate and maintain the Development and sublease its units to individuals

experiencing permanent chronic homelessness; and

WHEREAS, the Non-Profit Corporation’s purchase price for the
Development will be equal to the initial rent payment paid by FCBTHC to the
Non-Profit Corporation under the Master Lease; and

WHEREAS, AHFC desires that the Non-Profit Corporation have and
exercise all of the powers prescribed by the Code; and

WHEREAS, AHFC desires that the Non-Profit Corporation's Certificate of
Formation and By-Laws be in the form and be executed, approved, and filed in the
manner prescribed by this Resolution; and

WHEREAS, the Board of Directors desires to authorize and approve the
Certificate of Formation and By-Laws of the Non-Profit Corporation, appoint the
board of directors and president of the Non-Profit Corporation, and take other
action with respect to the Non-Profit Corporation; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
AUSTIN HOUSING FINANCE CORPORATION:

Section 1. The Board of Directors finds, determines, recites, and declares
that it is wise, expedient, necessary, and advisable that the Non-Profit Corporation
be formed. The Board of Directors therefore approves the creation and
organization of the Non-Profit Corporation under the provisions of the Code as a
duly constituted affiliate, nonprofit corporation, and instrumentality of AHFC. The
Board of Directors authorizes the Non-Profit Corporation to develop housing for
low-income individuals and families as a primary activity to promote community
based revitalization for the City; to aid, assist, and act on its behalf and for the
benefit of AHFC in the performance of its functions to acquire, rehabilitate,
develop, manage, and operate affordable housing in City of Austin; to acquire to
rehabilitate, develop, manage, and operate the Development; to promote, develop,
and maintain the Development as decent, safe, and sanitary housing at affordable
rental rates; to ensure the Development helps to achieve the public purpose and functions of AHFC; and to perform the other purposes described in the Non-Profit Corporation’s Certificate of Formation. The Board of Directors approves the purchase of the Development by the Non-Profit Corporation from FCBTHC and the lease of the Development by the Non-Profit Corporation to FCBTHC as described above and authorizes the Non-Profit Corporation to enter into all documents necessary to complete such transactions.

Section 2. The Board of Directors approves the Certificate of Formation of the Non-Profit Corporation in substantially the form attached as Exhibit A and authorizes the incorporator of the Non-Profit Corporation to file such Certificate of Formation with the Secretary of State of the State of Texas in the manner provided by law.

Section 3. The Board of Directors appoints the initial board of directors of the Non-Profit Corporation, with their terms of office to expire at the time indicated.

Name
J. Rodney Gonzales
Rosie Truelove
Mandy DeMayo

Term Expires
December 5, 2023
December 5, 2023
December 5, 2023

J. Rodney Gonzales is appointed as the President of the Non-Profit Corporation. Other officers will be appointed as provided in the By-Laws of the Non-Profit Corporation.

Section 4. The Board of Directors approves the By-Laws of the Non-Profit Corporation in substantially the form attached as Exhibit B and authorizes the
Section 5. The Board of Directors finds, determines, recites, and declares that no note, bond, loan, debt, or other obligation of the Non-Profit Corporation is an indebtedness, liability, general or moral obligation or pledge of the faith or credit of the State of Texas, the City of Austin, AHFC, or any other political subdivision or governmental unit. In addition, no note, bond, loan, debt, or other obligation constitutes an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the City of Austin, the State of Texas within the meaning of AHFC's Articles of Incorporation, the City Charter, or of any constitutional or statutory provision whatsoever.

Section 6. The Board of Directors finds, determines, recites, and declares that it is the purpose, intent, and desire of AHFC in approving the creation of the Non-Profit Corporation and the form of its Certificate of Formation and By-Laws, that such actions and the Non-Profit Corporation hereby authorized comply with the requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and Internal Revenue Service rulings promulgated thereunder and the rulings issued pursuant thereto, such that the Non-Profit Corporation is determined to be a constituted nonprofit corporation acting as an asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the Texas Local Government Code.

Section 7. This Resolution takes effect immediately upon its passage and approval by the Board of Directors.

ADOPTED: __________, 2022

ATTEST: ____________________________

Myrna Rios
Secretary