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21       **WHEREAS**, it is expected that AHFC or an affiliated entity will ground lease the  
22 land for the Project to the Borrower under the terms of a ground lease; and

23       **WHEREAS**, AHFC desires that the Nonprofit Corporation have and exercise all  
24 of the powers prescribed by the Code; and

25       **WHEREAS**, AHFC desires that the Nonprofit Corporation's certificate of  
26 formation and by-laws shall be in the form and be executed, approved and filed in the  
27 manner prescribed by this Resolution; and

28       **WHEREAS**, the Board of Directors desires to authorize and approve the certificate  
29 of formation and by-laws of the Nonprofit Corporation, appoint the board of directors and  
30 president of the Nonprofit Corporation, and take other action with respect to the Nonprofit  
31 Corporation; **NOW, THEREFORE**,

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

34       **Section 1.** The Board of Directors finds, determines, recites, and declares that it is  
35 wise, expedient, necessary, and advisable that the Nonprofit Corporation be formed. The  
36 Board of Directors therefore approves the creation and organization of the Nonprofit  
37 Corporation under the provisions of the Code as a duly constituted affiliate, non-profit  
38 corporation and instrumentality of AHFC. The Board of Directors authorizes the  
39 Nonprofit Corporation to aid, assist, and act on its behalf and for the benefit of AHFC in  
40 the performance of its functions to develop, construct, and acquire affordable housing in  
41 Austin; to participate as managing member of the Borrower, which will own the Project

and ground lease the land for the Project from the AHFC or an affiliated entity; to serve as general contractor for the construction of the Project, to promote, develop and maintain the Project as decent, safe, and sanitary housing at affordable rental rates for a period of at least 40 years; and to ensure to the maximum extent possible and to the extent of the Nonprofit Corporation's percentage of ownership, that the Project helps to achieve the public purpose and functions of AHFC; and to perform the other purposes described in the Nonprofit Corporation's Certificate of Formation.

**Section 2.** The Board of Directors approves the Certificate of Formation of the Nonprofit Corporation in substantially the form attached as **Exhibit "A"** and authorizes the incorporator of the Nonprofit 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 Nonprofit Corporation, with their terms of office to expire at the time indicated.

<u>Name</u>	<u>Term Expires</u>
J. Rodney Gonzales	December 5, 2022
Rosie Truelove	December 5, 2022
Rebecca Giello	December 5, 2022

J. Rodney Gonzales is designated as the President of the Nonprofit Corporation. Other officers shall be designated as provided in the By-laws.

**Section 4.** The Board of Directors approves the By-laws of the Nonprofit Corporation in substantially the form attached as **Exhibit "B"** and authorizes the president

60 of the corporation to execute and file them in the corporate records in the manner provided  
61 by law.

62 **Section 5.** The Board of Directors finds, determines, recites, and declares that any  
63 notes, bonds, loans, debts or other obligations of the Nonprofit Corporation shall not be  
64 deemed an indebtedness, liability, general or moral obligation or pledge of the faith or  
65 credit of the State of Texas, the City of Austin, AHFC, or any other political subdivision  
66 or governmental unit, nor shall any such notes, bonds, loans, debts or other obligations  
67 constitute an indebtedness within the meaning of any constitutional or statutory debt  
68 limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the City  
69 of Austin, the State of Texas within the meaning of AHFC's Articles of Incorporation, the  
70 City Charter or of any constitutional or statutory provision whatsoever.

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

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

**ADOPTED:** \_\_\_\_\_, 2020

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

Jannette S. Goodall  
Secretary

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