## **RESOLUTION NO.**

1

2

WHEREAS, the Austin Housing Finance Corporation (AHFC) was created by the City of Austin in accordance with Chapter 394, 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

8 WHEREAS, Chapter 22, Texas Business Organization Code (Code), authorizes 9 the creation and organization of nonprofit corporations which may act as a duly 10 constituted affiliate of a Texas housing finance corporation to aid and assist the housing 11 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 an affiliated, nonprofit corporation and instrumentality named AHFC V6 Investor Non-Profit Corporation (Nonprofit Corporation), appointing and maintaining its board of directors, and otherwise exercising control over the Nonprofit Corporation, its dissolution, and its assets; and

WHEREAS, the Nonprofit Corporation will acquire a limited partner interest in
the Villas on Sixth Housing Associates Limited Partnership, a Texas limited partnership
(Limited Partnership), which owns, operates, and maintains a development
(Development) of approximately 160 units of affordable multifamily rental housing
located at 2011 E. 6th Street, Austin, Texas 78702. The Development is known as the
Villas on Sixth Apartments; and

WHEREAS, an AHFC affiliated nonprofit corporation is the general partner of
the Limited Partnership and the Nonprofit Corporation will acquire the limited partner
interest from the "exiting" tax credit investor limited partner; and

WHEREAS, AHFC desires that the Nonprofit 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 Nonprofit Corporation, appoint the board of directors and president of the Nonprofit Corporation, and take other action with respect to the Nonprofit Corporation; NOW, THEREFORE,

- 33
- 34
- 35

36

## **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 37 is wise, expedient, necessary, and advisable that the Nonprofit Corporation be formed. 38 The Board of Directors therefore approves the creation and organization of the Nonprofit 39 Corporation under the provisions of the Code as a duly constituted affiliated nonprofit 40 corporation and instrumentality of AHFC. The Board of Directors authorizes the 41 42 Nonprofit Corporation to aid, assist, and act on behalf of, and for the benefit of, AHFC in the performance of its functions to develop, construct, and acquire affordable housing 43 in the City of Austin, through the acquisition of a limited partner interest in the Limited 44 Partnership which owns the Development; to promote, develop and maintain the 45 Development as decent, safe, and sanitary housing at affordable rental rates; and to 46 47 ensure to the maximum extent possible and to the extent of the Nonprofit Corporation's 48 percentage of ownership, that the Development helps to achieve the public purpose and 49 functions of AHFC; and to perform the other purposes described in the Nonprofit Corporation's Certificate of Formation. 50

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.

57 Name

- 58 J. Rodney Gonzales
- 59Rosie Truelove
- 60 Rebecca Giello
- 61 **Term Expires**
- 62 December 5, 2022
- 63 December 5, 2022
- 64 December 5, 2022
- J. Rodney Gonzales is designated as the president of the Nonprofit Corporation.
  Other officers will be designated as provided in the By-Laws.

67 Section 4. The Board of Directors approves the By-Laws of the Nonprofit 68 Corporation in substantially the form attached as Exhibit "B" and authorizes the 69 president of the corporation to execute and file them in the corporate records in the 70 manner provided by law.

71 Section 5. The Board of Directors finds, determines, recites, and declares that no 72 note, bond, loan, debt, or other obligation of the Nonprofit Corporation shall be, or shall be deemed to be, an indebtedness, liability, general or moral obligation, or pledge of the 73 faith or credit of the State of Texas, the City of Austin, AHFC, or any other political 74 subdivision or governmental unit or agency; nor does any such note, bond, loan, debt, or 75 other obligation constitute an indebtedness within the meaning of any constitutional or 76 77 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 78

Incorporation, the City Charter, or of any constitutional or statutory provisionwhatsoever.

Section 6. The Board of Directors finds, determines, recites, and declares that it 81 is the purpose, intent, and desire of AHFC in approving the creation of the Nonprofit 82 Corporation and its Certificate of Formation and By-Laws, that such actions and the 83 Nonprofit Corporation hereby authorized comply with the requirements of the Internal 84 85 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 86 87 the Nonprofit Corporation is a constituted nonprofit corporation acting as an asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the Texas Local 88 Government Code. 89

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

92 93

94 **ADOPTED:** 

95 96 2020 **ATTEST:**\_

Jannette S. Goodall Secretary