

1 **RESOLUTION NO.**

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

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

12 **WHEREAS**, AHFC desires to further its public purposes and functions by  
13 creating a related, affiliated, nonprofit corporation and instrumentality named AHFC  
14 Retreat Non-Profit Corporation (Non-Profit Corporation), appointing and  
15 maintaining its Board of Directors, and otherwise exercising control over the Non-  
16 Profit Corporation, its dissolution, and its assets; and

17 **WHEREAS**, AHFC is creating the Non-Profit Corporation to serve as general  
18 partner (or managing member) of a Texas limited partnership (or limited liability  
19 company) to be created under the laws of the State of Texas (Owner), which will  
20 acquire, own, manage, rehabilitate, operate, and maintain a multifamily development  
21 known as Retreat at North Bluff (previously, Village on Little Texas) (Development)  
22 of 240 units of multifamily rental housing located at 6212 Crow Lane, Austin, Texas  
23 78745; and

24           **WHEREAS**, the Non-Profit Corporation will own an approximately 50  
25 percent equity ownership interest in the Owner, with the other 50 percent to be  
26 owned by Affordable Central Texas, a nonprofit corporation, or its affiliates; and

27           **WHEREAS**, AHFC, which currently owns the land for the Development and  
28 ground leases the land to the current owner of the Development, will continue to  
29 ground lease the land for the Development to the Owner under the terms of a ground  
30 lease; and

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

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

36           **WHEREAS**, the Board of Directors desires to authorize and approve the  
37 forms of the Certificate of Formation and By-Laws of the Non-Profit Corporation,  
38 appoint the Board of Directors and President of the Non-Profit Corporation, and take  
39 other action with respect to the Non-Profit Corporation; **NOW, THEREFORE,**

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

42           **Section 1.** The Board of Directors finds, determines, recites, and declares that  
43 it is wise, expedient, necessary, and advisable that the Non-Profit Corporation be  
44 formed. The Board of Directors therefore approves the creation and organization of  
45 the Non-Profit Corporation under the provisions of the Code as a duly constituted  
46 affiliate, nonprofit corporation, and instrumentality of AHFC. The Board of  
47 Directors authorizes the Non-Profit Corporation to aid, assist, and act on behalf of,  
48 and for the benefit of, AHFC in the performance of functions and duties as general

49 partner or managing member of the Owner, and approves the acquisition of the  
50 Development by the Owner, which will acquire, own, manage, rehabilitate, operate,  
51 and maintain the Development, and approves the Non-Profit Corporation owning an  
52 approximately 50 percent equity ownership in the Owner. The Board of Directors  
53 finds that the formation of the Non-Profit Corporation to act as general partner or  
54 managing member of the Owner will aid in promoting, developing, and maintaining  
55 the Development as decent, safe, and sanitary affordable housing with restrictive  
56 covenants on a portion of the units for over 30 years; to ensure to the maximum  
57 extent possible consistent with the Non-Profit Corporation's percentage of equity  
58 ownership in the Development, that the Development helps to achieve the public  
59 purpose and functions of AHFC; and to perform the other purposes described in the  
60 Non-Profit Corporation's Certificate of Formation and By-Laws.

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

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

| <u>Name</u>        |    | <u>Term Expires</u> |
|--------------------|----|---------------------|
| J. Rodney Gonzales | 72 | December 5, 2023    |
| Rosie Truelove     | 73 | December 5, 2023    |
| Mandy DeMayo       | 74 | December 5, 2023    |

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

78 **Section 4.** The Board of Directors approves the By-Laws of the Non-Profit  
79 Corporation in substantially the form attached as **Exhibit B** and authorizes the  
80 President of the Non-Profit Corporation to execute and file them in the corporate  
81 records in the manner provided by law.

82 **Section 5.** The Board of Directors finds, determines, recites, and declares that  
83 no note, bond, loan, debt, or other obligation of the Non-Profit Corporation may be  
84 an indebtedness, liability, general or moral obligation or pledge of the faith or credit  
85 of the State of Texas, the City of Austin, AHFC, or any other political subdivision  
86 or governmental unit, nor may any note, bond, loan, debt, or other obligation  
87 constitute an indebtedness within the meaning of any constitutional or statutory debt  
88 limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the  
89 City of Austin, the State of Texas within the meaning of AHFC's Articles of  
90 Incorporation, the City Charter, or of any constitutional or statutory provision  
91 whatsoever.

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

.01           **Section 7.** This Resolution takes effect immediately upon its passage and  
.02 approval by the Board of Directors.  
.03  
.04

.05 **ADOPTED:** \_\_\_\_\_, 2022           **ATTEST:** \_\_\_\_\_

.06 Myrna Rios  
.07 Secretary  
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