

1
2
3
4
5
6
7
8
9
0
1
2
3
4
5
6
7
8
9
0
1
2
3

2
3
4
5
6

7
8
9
0
1

2
3
4
5
6

7
8
9
0
1
2
3

24 **WHEREAS**, it is expected that AHFC, or an affiliated entity, will ground
25 lease the land for the Developments to the Owner under the terms of a ground
26 lease; and

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

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

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

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

39 **Section 1.** The AHFC Board of Directors finds, determines, recites, and
40 declares that it is wise, expedient, necessary, and advisable that the Non-Profit
41 Corporation be formed. The AHFC Board of Directors therefore approves the
42 creation and organization of the Non-Profit Corporation under the provisions of the
43 Code as a duly constituted affiliate, nonprofit corporation, and instrumentality of
44 AHFC. The AHFC Board of Directors authorizes the Non-Profit Corporation to
45 aid, assist, and act on its behalf and for the benefit of AHFC in the performance of
46 its functions to acquire, develop, construct, and operate affordable housing in the
47 City; to participate as general partner of the Owner, which will own the
48 Developments and ground lease the land for the Developments from AHFC or an
49

50 affiliated entity; to serve as general contractor, by itself or through an affiliate, for
51 the construction of the Developments, to promote, develop, and maintain the
52 Developments as decent, safe, and sanitary housing at affordable rental rates for a
53 period of at least 30 years; to ensure to the maximum extent possible and to the
54 extent of the Non-Profit Corporation's percentage of ownership, that the
55 Developments help to achieve the public purpose and functions of AHFC; and to
56 perform the other purposes described in the Non-Profit Corporation's Certificate of
57 Formation.

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

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

Name	Term Expires
J. Rodney Gonzales	December 1, 2025
Rosie Truelove	December 1, 2025
Mandy DeMayo	December 1, 2025

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

69 **Section 4.** The AHFC Board of Directors approves the By-Laws of the
70 Non-Profit Corporation in substantially the form attached as **Exhibit B** and

71 authorizes the President of the Non-Profit Corporation to execute and file them in
72 the corporate records in the manner provided by law.

73 **Section 5.** The AHFC Board of Directors finds, determines, recites, and
74 declares that no note, bond, loan, debt, or other obligation of the Non-Profit
75 Corporation is an indebtedness, liability, general or moral obligation, or pledge of
76 the faith or credit of the State of Texas, the City of Austin, AHFC, or any other
77 political subdivision or governmental unit. In addition, no note, bond, loan, debt, or
78 other obligation constitutes an indebtedness within the meaning of any
79 constitutional or statutory debt limitation or restriction or an agreement, obligation,
80 or indebtedness of AHFC, the City of Austin, the State of Texas within the
81 meaning of AHFC's Articles of Incorporation, the City Charter, or of any
82 constitutional or statutory provision whatsoever.

83 **Section 6.** The AHFC Board of Directors finds, determines, recites, and
84 declares that it is the purpose, intent, and desire of AHFC in approving the creation
85 of the Non-Profit Corporation and the forms of its Certificate of Formation and By-
86 Laws, that such actions and the Non-Profit Corporation hereby authorized comply
87 with the requirements of the Internal Revenue Code of 1986, as amended, and the
88 Treasury Regulations and Internal Revenue Service rulings promulgated
89 thereunder and the rulings issued pursuant thereto, such that the Non-Profit
90 Corporation is determined to be a constituted nonprofit corporation acting as an
91 asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the
92 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

DRAFT