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

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

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

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

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

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

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.

Section 5. The AHFC 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, 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, 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 AHFC 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 forms 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