

WHEREAS, the City of Austin created and organized the Austin Housing Finance Corporation (Corporation) under the provisions of the Texas Housing Finance Corporations Act, Chapter 394 of the Texas Local Government Code (Act), to provide a means of financing the costs of residential ownership and development that will result in decent, safe, and sanitary housing for persons of low and moderate income at prices they can afford; and

WHEREAS, the Issuer, or an entity legally acting for and on behalf of the Corporation (either or both Issuer), is authorized to provide for the acquisition and construction of multifamily housing developments and to provide for the issuance of revenue bonds (Bonds) for this purpose; and

WHEREAS, Austin Leased Housing Associates V, LP is a Texas limited partnership under the laws of the State of Texas; and

WHEREAS, the term “Borrower” means Austin Leased Housing Associates V, LP or one of its subsidiaries, affiliates, or related corporations or entities; and

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21 multifamily development described in **Exhibit A** (Development) within the
22 City of Austin, Texas and within the jurisdiction of the Issuer; and

23 **WHEREAS**, the Borrower advised the Issuer that a contributing factor
24 which would further induce the Borrower to proceed with the Development
25 would be a commitment and agreement by the Issuer to issue Bonds; and

26 **WHEREAS**, the Borrower also proposed to the Issuer that the Borrower
27 will be further induced to proceed with the Development if the Issuer will
28 commit and agree to issue the Bonds and adopt this Resolution; and

29 **WHEREAS**, all or a portion of the expenditures related to the
30 Development (Expenditures) were paid within 60 days prior to the passage of
31 this Resolution or will be paid on or after the passage of this Resolution; and

32 **WHEREAS**, the Issuer reasonably expects, based upon information
33 supplied by the Borrower upon which it is reasonable and prudent for the Issuer
34 to rely, to reimburse the Borrower or persons acting on its behalf for the
35 Expenditures with the proceeds of the Bonds; and

36 **WHEREAS**, the Issuer declares that this Resolution and its provisions
37 constitute the Issuer's agreement to issue the revenue bonds in such aggregate
38 principal amount, now estimated not to exceed \$50,000,000, as is actually
39 required to finance and pay for the Development; and

40 **WHEREAS**, the Issuer finds, considers, and declares that the issuance
41 of the Bonds in the amount identified above and for the purpose identified
42 above is appropriate and consistent with the objectives of the Act and that the
43 adoption of this Resolution constitutes: (i) an inducement for the Borrower
44 to proceed with providing for the acquisition, construction, and improvement
45 of the Development; (ii) an affirmative official action by the Issuer, acting
46 by and through its Board of Directors, towards the issuance of the Bonds,
47 and that such action is similar to the adoption of a bond resolution within the
48 meaning of Section 1.103-8(a)(5) of the Federal Treasury Regulations; and
49 (iii) in accordance with the provisions of Section 1.150-2 of the Federal
50 Treasury Regulations, a declaration of the Issuer's intent to reimburse the
51 Expenditures for the Development at such time as the Bonds are issued;

52 **NOW, THEREFORE,**

53 **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF**
54 **AUSTIN HOUSING FINANCE CORPORATION:**

55 Section 1. The Issuer agrees as follows:

- 56 (a) To adopt a bond resolution or bond resolutions prepared by
57
58 its Bond Counsel, McCall, Parkhurst & Horton L.L.P., Dallas, Texas,
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60 when requested by the Borrower to authorize the issuance of Bonds
61 pursuant to the Act; to issue the Bonds subject to the requirements of

62 the Act; and to execute the appropriate agreements or contracts
63 described in (b) below; to sell the Bonds under terms and conditions
64 satisfactory to the Issuer and the Borrower; to finance and pay for the
65 Development, including amounts sufficient to pay the fees, expenses,
66 and costs in connection with such issuance; and to reimburse the Issuer
67 for its administrative and overhead expenses and costs with respect to
68 the Bonds and the Development with the Bonds to be payable from
69 payments by the Borrower to the Issuer, or to a corporate trustee, in such
70 sums as are necessary to pay the principal of, interest on, and redemption
71 premium, if any, together with the paying agents' and trustee's fees on the
72 Bonds, as and when the same becomes due and payable.

73 (b) Prior to the issuance of the Bonds, when requested by the
74 Borrower, to enter into such loan agreement, installment sale agreement,
75 lease, and any other appropriate contract or agreement between the Issuer
76 and the Borrower as mutually acceptable in all respects to the Issuer and
77 the Borrower, under which the Borrower will be obligated to make
78 payments to the Issuer, or to a corporate trustee, in such sums as
79 necessary to pay the principal of, interest on, and redemption premium, if
80 any, together with the paying agents' and trustee's fees on the Bonds, as

81 and when the same becomes due and payable, and with such payments
82 sufficient to defray the Issuer's administrative, overhead, and other
83 expenses and costs with respect to the Bonds and the Development.

84 (c) To take, or cause to be taken, such other action and to execute
85 such additional contracts and agreements mutually agreeable to the
86 parties in all respects when requested by the Borrower as may be required
87 in accordance with the Act and this Resolution to cause the issuance of
88 the Bonds and to obtain an allocation of state volume cap for the Bonds.

89 Section 2. Subject to the provisions of Section 3 of this Resolution, by
90 accepting this Resolution and proceeding with the Development, the Borrower
91 agrees that it will: (i) fully indemnify and hold the Issuer harmless from any
92 and all damages, losses, and reasonable expenses, including attorneys' fees,
93 arising at any time from or with respect to the Bonds and the Development,
94 except those resulting from gross negligence or willful misconduct of the
95 Issuer; and (ii) pay or reimburse the Issuer for all reasonable and necessary
96 out-of-pocket expenses, including attorneys' fees and expenses and the fees
97 and expenses of other consultants, which the Issuer may incur at the request of
98 the Borrower arising from the performance or attempted performance by the
99 Issuer of its obligations hereunder.

Section 3. Nothing contained in this Resolution binds the Issuer to issue any bonds. The Issuer has the authority, without cause, not to issue the bonds.

Section 4. Subject to the provisions of Section 3 of this Resolution, adopting this Resolution constitutes the acceptance of the Borrower's proposal that it be further induced to proceed with providing for the Development and that this proposal and acceptance constitutes an agreement between the Issuer and the Borrower in accordance with the provisions of this Resolution.

Section 5. With respect to this Resolution and because the Borrower will have to comply with federal and State of Texas rent control requirements in the event the Borrower is awarded Low Income Housing Tax Credits, the Issuer, to the extent the Borrower is awarded Low Income Housing Tax Credits, waives its Affordable Rent requirements set forth in the Issuer's Rules.

Section 6. The Issuer reasonably expects, based upon information supplied by the Borrower upon which it is reasonable and prudent for the Issuer to rely, to reimburse the Expenditures with the proceeds of the Bonds.

ADOPTED: _____, 2022 **ATTEST:** _____

Myrna Rios
Secretary