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

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

30 **WHEREAS**, Issuer declares that this Resolution and its provisions
31 constitute Issuer's agreement to issue the revenue bonds in such aggregate
32 principal amount, now estimated not to exceed \$26,000,000, as is actually required
33 to finance and pay for the Development; and

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

47 **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE**
48 **AUSTIN HOUSING FINANCE CORPORATION:**
49

50 Section 1. Issuer agrees as follows:

- 51 (a) To adopt a bond resolution or bond resolutions prepared by its Bond
52 Counsel, McCall, Parkhurst & Horton L.L.P., located in Dallas,
53 Texas, when requested by Borrower to authorize the issuance of
54 Bonds pursuant to the Act; to issue the Bonds, subject to the
55 requirements of the Act; and to execute the appropriate agreements or
56 contracts described in (b) below; and to sell the Bonds under terms
57 and conditions satisfactory to Issuer and Borrower; to finance and
58 pay for the Development, including amounts sufficient to pay the fees,
59 expenses, and costs in connection with such issuance, to reimburse
60 Issuer for its administrative and overhead expenses and costs with
61 respect to the Bonds and the Development, with the Bonds to be
62 payable from payments by Borrower to Issuer and/or to a corporate
63 trustee in such sums as are necessary to pay the principal of, interest
64 on, and redemption premium, if any, together with the paying agents'
65 and trustee's fees on the Bonds, as and when the same becomes due
66 and payable.
- 67 (b) Prior to the issuance of the Bonds, when requested by Borrower, to
68 enter into such loan agreement, installment sale agreement, lease,
69 and/or any other appropriate contracts or agreements between Issuer
70 and Borrower as are mutually acceptable in all respects to Issuer and
71 Borrower, under which Borrower will be obligated to make payments
72 to Issuer and/or to a corporate trustee in such sums as are necessary to
73 pay the principal of, interest on, and redemption premium, if any,

74 together with the paying agents' and trustee's fees on the Bonds, as
75 and when the same becomes due and payable, and with such payments
76 also to be sufficient to defray Issuer's administrative, overhead, and
77 other expenses and costs with respect to the Bonds and the
78 Development.

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

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

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

97 Section 4. Subject to the provisions of Section 3 of this Resolution, adopting this
98 Resolution constitutes the acceptance of 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 Issuer and Borrower in accordance with the provisions of this Resolution.

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

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

ADOPTED: _____, 2023 **ATTEST:** _____
Myrna Rios
Secretary