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

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

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

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

35       **WHEREAS**, the Issuer declares that this Resolution and its provisions  
36 constitute the Issuer's agreement to issue the revenue bonds in such aggregate  
37 principal amount, now estimated not to exceed the greater of 1.7% of the state  
38 ceiling or \$50,000,000, as is actually required to finance and pay for the  
39 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 to  
44 proceed with providing for the acquisition, construction, and improvement of  
45 the Development; (ii) an affirmative official action by the Issuer, acting by  
46 and through its Board of Directors, towards the issuance of the Bonds, and  
47 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

Treasury Regulations, a declaration of the Issuer's intent to reimburse the Expenditures for the Development at such time as the Bonds are issued;

**NOW, THEREFORE,**

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

Section 1. The Issuer agrees as follows:

(a) To adopt a bond resolution or bond resolutions prepared by its Bond Counsel, McCall, Parkhurst & Horton L.L.P., Dallas, Texas, when requested by the Borrower to authorize the issuance of Bonds pursuant to the Act; to issue the Bonds subject to the requirements of the Act; and to execute the appropriate agreements or contracts described in (b) below; to sell the Bonds under terms and conditions satisfactory to the Issuer and the Borrower; to finance and pay for the Development, including amounts sufficient to pay the fees, expenses, and costs in connection with such issuance; and to reimburse the Issuer for its administrative and overhead expenses and costs with respect to the Bonds and the Development with the Bonds to be payable from payments by the Borrower to the Issuer, or to a corporate trustee, in such sums as are necessary to pay the principal of, interest on, and redemption premium, if any, together with the paying agents' and trustee's fees on the Bonds, as and when the same becomes due and payable.

(b) Prior to the issuance of the Bonds, when requested by the Borrower, to enter into such loan agreement, installment sale agreement, lease, and any other appropriate contract or agreement between the Issuer and the Borrower as mutually acceptable in all respects to the Issuer and the Borrower, under which the Borrower will be obligated to make

76 payments to the Issuer, or to a corporate trustee, in such sums as necessary  
77 to pay the principal of, interest on, and redemption premium, if any,  
78 together with the paying agents' and trustee's fees on the Bonds, as and  
79 when the same becomes due and payable, and with such payments  
80 sufficient to defray the Issuer's administrative, overhead, and other  
81 expenses and costs with respect to the Bonds and the Development.

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

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

98 Section 3. Nothing contained in this Resolution binds the Issuer to issue any  
99 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:** \_\_\_\_\_, 2023      **ATTEST:** \_\_\_\_\_  
Myrna Rios  
Secretary