RESOLUTION NO.

WHEREAS, the City of Austin created the Austin Housing Finance
Corporation (AHFC) in accordance with Chapter 394 of the Local Government
Code for the public purpose and function, among others, of providing a means to
finance the cost of residential developments that will provide decent, safe, and
sanitary housing at affordable prices for residents of the City of Austin; and

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WHEREAS, Chapter 22 of the Texas Business Organization Code (Code),
authorizes the creation and organization of nonprofit corporations to act as a duly
constituted affiliate of a Texas housing finance corporation to aid and assist the
housing finance corporation in the performance of one or more of its functions; and

WHEREAS, AHFC desires to further its public purposes and functions by
creating an affiliated nonprofit corporation and instrumentality named AHFC
Pleasant Valley Non-Profit Corporation (Nonprofit Corporation), appointing and
maintaining its Board of Directors, and otherwise exercising control over the
Nonprofit Corporation, its assets, and its dissolution; and

WHEREAS, AHFC is creating the Nonprofit Corporation to serve as
general partner or managing member of the limited partnership or limited liability
corporation created under the laws of the State of Texas (Owner) that will
construct and operate a multifamily development of approximately 96 units of
affordable multifamily rental housing located at or near 5900 S. Pleasant Valley
Road, Austin, Texas 78744 (Development); and

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

WHEREAS, AHFC desires that the Nonprofit Corporation have and
exercise all of the powers prescribed by the Code; and

WHEREAS, AHFC desires that the Nonprofit Corporation's Certificate of
Formation and Bylaws be in the form and be executed, approved, and filed in the
manner prescribed by this Resolution; and

WHEREAS, the AHFC Board of Directors desires to authorize and approve
the Certificate of Formation and Bylaws of the Nonprofit Corporation, appoint the
Board of Directors and President of the Nonprofit Corporation, and take other
action with respect to the Nonprofit Corporation; NOW, THEREFORE,

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

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Section 1. The AHFC Board of Directors finds, determines, recites, and 37 declares that it is wise, expedient, necessary, and advisable that the Nonprofit 38 Corporation be formed. The AHFC Board of Directors therefore approves the 39 creation and organization of the Nonprofit Corporation under the provisions of the 40 41 Code as a duly constituted affiliate, nonprofit corporation, and instrumentality of AHFC. The AHFC Board of Directors authorizes the Nonprofit Corporation to aid, 42 43 assist, and act on its behalf and for the benefit of AHFC in the performance of its 44 functions to acquire, develop, construct, and operate affordable housing in the City of Austin; to participate as general partner or managing member of the Owner, 45 who will own the Development; to serve as general contractor, by itself or through 46 an affiliate, for the construction of the Development, to promote, develop, and 47 maintain the Development as decent, safe, and sanitary housing at affordable rental 48 49 rates for a period of at least 30 years; to ensure to the maximum extent possible 50 and to the extent of the Nonprofit Corporation's percentage of ownership, that the

51 Development helps to achieve the public purpose and functions of AHFC; and to 52 perform the other purposes described in the Nonprofit Corporation's Certificate of 53 Formation.

Section 2. The AHFC Board of Directors approves the Certificate of
Formation of the Nonprofit Corporation in substantially the form attached as
Exhibit A and authorizes the incorporator of the Nonprofit Corporation to file such
Certificate of Formation with the Secretary of State of the State of Texas in the
manner provided by law.

59 Section 3. The Board of Directors appoints the initial board of directors of 60 the Nonprofit Corporation, with their terms of office to expire at the time indicated.

- 61 <u>Name</u>62 Veronica Briseño
- 63 Rosie Truelove
- 64 Mandy DeMayo
- 65 66 Term Expires
- 67 December 1, 2025
- 68 December 1, 2025
- 69 December 1, 2025
- Veronica Briseño is appointed as the President of the Nonprofit Corporation.
 Other officers will be appointed as provided in the Bylaws.

Section 4. The AHFC Board of Directors approves the Bylaws of the
Nonprofit Corporation in substantially the form attached as Exhibit B and
authorizes the President of the Nonprofit Corporation to execute and file them in
the corporate records in the manner provided by law.

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The AHFC Board of Directors finds, determines, recites, and 78 Section 5. 79 declares that no note, bond, loan, debt, or other obligation of the Nonprofit Corporation is an indebtedness, liability, general or moral obligation, or pledge of 80 the faith or credit of the State of Texas, the City of Austin, AHFC, or any other 81 political subdivision or governmental unit. In addition, no note, bond, loan, debt, or 82 83 other obligation constitutes an indebtedness within the meaning of any 84 constitutional or statutory debt limitation or restriction or an agreement, obligation, or indebtedness of AHFC, the City of Austin, the State of Texas within the 85 86 meaning of AHFC's Articles of Incorporation, as amended, the City Charter, or of any constitutional or statutory provision whatsoever. 87

The AHFC Board of Directors finds, determines, recites, and 88 Section 6. declares that it is the purpose, intent, and desire of AHFC in approving the creation 89 of the Nonprofit Corporation and the forms of its Certificate of Formation and 90 Bylaws, that such actions and the Nonprofit Corporation hereby authorized comply 91 with the requirements of the Internal Revenue Code of 1986, as amended, and the 92 Treasury Regulations and Internal Revenue Service rulings promulgated 93 thereunder and the rulings issued pursuant thereto, such that the Nonprofit 94 Corporation is determined to be a constituted nonprofit corporation acting as an 95 asset of AHFC pursuant to the provisions of the Code and Chapter 394 of the 96 Texas Local Government Code. 97

98 Section 7. The AHFC Board of Directors approves ground leasing the land
99 for the Development from AHFC, or an affiliate of AHFC, to the Owner.

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approval by the Board of Directors.	
ADOPTED:	, 2023 ATTEST: Myrna Rios Secretary