# RESOLUTION OF THE BOARD OF DIRECTORS OF [FULL LEGAL NAME OF CORPORATION]

**AFFORDABLE HOUSING & SUSTAINABLE COMMUNITIES PROGRAM**

## RESOLUTION NO.:

**[Name of Project as It appears in the Application]**

WHEREAS, the California Department of Housing and Community Development ("Department") and the Strategic Growth Council (“SGC”) have issued an Affordable Housing & Sustainable Communities Program (“AHSC” or “AHSC Program”) Notice of Funding Availability, dated[Date] [and amended on <<Date>>] (“AHSC Program NOFA”).

WHEREAS, **[Full Legal Name of Corporation],** a [California/ other state] [for-profit / nonprofit public benefit] corporation(“Corporation”), is authorized as active and in good standing to do business in the State of California, and it is in the Corporation’s best interests to participate in the AHSC Program on its own behalf and as the [Sole Member Manager/Manager] of [Full Legal Name of Limited Liability Company], a California limited liability company (the “LLC”), the [Administrative/Managing/Sole] General Partner of [Full Legal Name of Limited Partnership Borrower], a California limited partnership (the “Borrower”).

WHEREAS, Corporation submitted an application to the Department in response to the AHSC Program NOFA (the “Application”) and was determined to be an eligible Applicant under the AHSC Program.

WHEREAS, Department and SGC have made a conditional commitment of AHSC Program funds to assist [Full Name of Project as Set Forth in the Application and the Caption Above] (the “Project”), and such commitment was made pursuant to that certain conditional award letter, dated [Date] (the “Award Letter”).

WHEREAS, pursuant to the Award Letter, the Department and SGC made a conditional award of AHSC Program funds to the awardees thereon as follows:

| AHSC Program Award Component | Amount Awarded |
| --- | --- |
| AHSC Program Loan Award | [Amount of AHSC Program Loan Award] |
| AHSC Program Grant Award | [Amount of AHSC Program Grant Award] |
| Total: | [Total Amount] |

WHEREAS, the AHSC Program Loan Award and AHSC Program Grant Award expressly identified above will hereinafter jointly be referred to as the “AHSC Program Award.”

NOW, THEREFORE, IT IS RESOLVED, that the Corporation is hereby authorized and directed to act on its own behalf and as the [Sole Member Manager/Manager] of the LLC as [Administrative/Managing/Sole] General Partner of the Borrower in connection with the AHSC Program Award.

RESOLVED FURTHER: Corporation is hereby authorized and directed to accept and incur an obligation for the AHSC Program Loan Award. That in connection with the full amount of the AHSC Program Loan Award, the Corporation, on its own behalf and as [Sole Member Manager/Manager] of the LLC as [Administrative/Managing/Sole] General Partner of the Borrower, is authorized and directed to enter into, execute, and deliver a STD 213, Standard Agreement, and any and all other documents required or deemed necessary or appropriate to secure the AHSC Program Award from the Department and to participate in the AHSC Program, and all amendments thereto (collectively, the “AHSC Program Award Documents”).

RESOLVED FURTHER: Corporation is hereby authorized and directed to accept and incur an obligation for the AHSC Program Grant Award. That in connection with the full amount of the AHSC Program Grant Award, the Corporation, is authorized and directed to enter into, execute, and deliver a STD 213, Standard Agreement, and any and all other documents required or deemed necessary or appropriate to secure or evidence the AHSC Program Grant Award from the Department and to participate in the AHSC Program, and all amendments thereto (collectively, the “AHSC Program Award Documents”).

RESOLVED FURTHER: Corporation acknowledges and agrees that it shall be subject to the terms and conditions specified in the STD 213, Standard Agreement(s), and that the AHSC Program NOFA and the Application and Project Report will be incorporated by reference therein and made a part thereof. Corporation also acknowledges and agrees that any and all activities, expenditures, information, and timelines represented and described in the Application are enforceable through the relevant STD 213, Standard Agreement(s). Corporation also acknowledges and agrees that AHSC Program Award funds are to be expended only on the eligible uses and activities identified in the relevant STD 213, Standard Agreement(s).

RESOLVED FURTHER: That [**Name(s) and Title(s) of Corporate Officer(s)**] [is/are] hereby authorized to execute the AHSC Program Award Documents on behalf of the Corporation for itself and as [Sole Member/Manager] of the LLC as [Administrative/Managing/Sole] General Partner of the Borrower.

Passed and adopted, effective as of , 20 , by the consent of the Board of Directors of the Corporation by the following vote:

AYES NAYS

ABSTAIN ABSENT

[Name] [Title]

##### CERTIFICATE OF THE SECRETARY OF THE CORPORATION

The undersigned, Secretary of the Corporation, does hereby attest and certify that the foregoing is a true, full and correct copy of a resolution that was duly adopted by the Corporation’s governing body on **[DATE]**, and that the resolution has not been altered, amended, modified, repealed, rescinded, or annulled.

DATE:

**[Full Legal Name] [Secretary]**

**NOTICE AND INSTRUCTIONS**

1. **Notice.** The Department is providing this template Authorizing Resolution as informational guidance only. This language and the table may require modification and customization in order to accurately reflect your entity and/or your entity’s participation in the AHSC Program. Accordingly, the Department encourages each entity to consult with professional legal counsel during the development of its own formal, legally binding statement that it is authorized to participate in the AHSC Program Award. Please note, however, that any limitations or conditions on the authority of the signatory or signatories to execute the AHSC Program Award Documents may result in the Department rejecting the Authorizing Resolution.

1. **Accuracy, Verification.** The Department will verify that this Authorizing Resolution comports with the entity’s organizational documents. The entity must timely notify the Department, in writing, of any factors that limit its ability to provide an Authorizing Resolution which is materially consistent with this template.

1. **Authorized Signatory or Signatories, Designee.** The entity may authorize multiple signatories, so long as there is clarifying language as to whether the signatories are authorized to execute the AHSC Program Award Documents individually or collectively. In addition, the entity may authorize a designee of the authorized signatory to execute the AHSC Program Award Documents. In such case, the entity must append a supporting document (e.g., memorandum, meeting notes of official action), which indicates the name and title of the designee who is authorized to legally bind the entity.

1. **Certification of Authorizing Resolution.** The individual who certifies the Authorizing Resolution cannot also be authorized to execute the AHSC Program Award Documents on behalf of the entity.