

RESOLUTION OF THE BOARD OF DIRECTORS OF
[NAME OF CORPORATION]

[All of the directors of / A majority of the directors] of [Name of corporation], a California [nonprofit / public benefit] corporation (the "Corporation"), hereby consent to, adopt and ratify the following resolutions:

Multifamily Housing Program

WHEREAS the State of California Department of Housing and Community Development (the "Department") has issued a Notice of Funding Availability dated _____ ("NOFA") under the Multifamily Housing Program ("MHP");

WHEREAS, the Corporation is authorized to do business in the State of California and it is in the best interests of the Corporation for the Corporation to act as the [sole member/manager] of _____ (the "LLC") the [sole/managing/administrative] general partner of _____ (the "Borrower").

WHEREAS the Corporation is an Eligible Applicant/Sponsor under the MHP and was awarded an MHP loan in an amount not to exceed \$ _____ ("MHP Loan") \$ _____ under the above described NOFA.

NOW, THEREFORE, IT IS RESOLVED: That the Corporation is hereby authorized and directed to act on its own behalf and to act as the [sole member/manager] of the LLC, the [sole/managing/administrative] general partner of the Borrower in connection with the Department's loan of MHP funds to the Borrower pursuant to the above mentioned NOFA in an amount not to exceed \$ _____.

RESOLVED FURTHER: The Corporation is hereby authorized and directed to act on its own behalf as well as act as [sole member/manager] of the LLC as [sole/managing/administrative] general partner of the Borrower to cause the Borrower and itself in incur an obligation for the MHP Loan. That in connection with the MHP Loan, the Corporation, on its own behalf and as [sole member/manager] of the LLC as [sole/managing/administrative] general partner of the Borrower, is authorized and directed to enter into, execute, and deliver a State of California Standard Agreement in the amount not to exceed \$ _____ and any and all other documents required or deemed necessary or appropriate to carry into effect the full intent and purpose of the above resolution, in order to evidence the MHP Loan, the Borrower's obligations related thereto, and the Department's security therefore; including, but not limited to, a promissory note, a deed of trust and security agreement, a regulatory agreement, a development agreement and certain other documents required by the

Department as security for, evidence of or pertaining to the MHP Loan, and all amendments thereto (collectively, the "MHP Loan Documents").

RESOLVED FURTHER: The Corporation shall be subject to the terms and conditions as specified in the Standard Agreement. Funds are to be used for allowable capital asset project expenditures to be identified in Exhibit A of the Standard Agreement. The application in full is incorporated as part of the Standard Agreement. Any and all activities funded, information provided, and timelines represented in the application are enforceable through the Standard Agreement. The Corporation hereby agrees to use the funds for eligible capital asset(s) in the manner presented in the application as approved by the Department and in accordance with the NOFA, Program Guidelines and application package.

RESOLVED FURTHER: That **[Name(s) and Title(s) of Corporate Officer(s)]** **[is/are]** hereby authorized to execute the MHP Loan Documents, and any amendment or modifications thereto, on behalf of the Corporation for itself and as **[sole member/manager]** of the LLC as **[sole/managing/administrative]** general partner of the Borrower

RESOLVED FURTHER: That this resolution shall take effect immediately upon its passage.

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

The undersigned, Secretary of the Corporation does hereby attest and certify that the **[foregoing / attached]** Resolution is a true, full and correct copy of a resolution duly adopted at a meeting of said corporation which was duly convened and held on the date stated thereon, and that said document has not been amended, modified, repealed or rescinded since its date of adoption and is in full force and effect as of the date hereof.

DATE: _____

[Name]

Secretary