# RESOLUTION OF THE BOARD OF DIRECTORS OF

# [FULL LEGAL NAME OF SPONSOR-CORPORATION APPLYING FOR AWARD]

**PORTFOLIO REINVESTMENT PROGRAM**

### **[Name of project as it appears in the Portfolio Reinvestment Program application]**

**[All of the directors / A majority of the directors]** of **[Full legal name of corporation]**, a California **[for-profit / nonprofit public benefit]** corporation (the “Corporation”), hereby consent to, adopt, and ratify the following resolutions:

 WHEREAS, the California Department of Housing and Community Development ("Department"), as authorized by Chapter 5.5 (commencing with Section 50606) of Part 2 of Division 31 of the Health and Safety Code, has issued a Notice of Funding Availability and Guidelines, dated **[DATE]** and, under its Portfolio Reinvestment Program (“NOFA”);

 WHEREAS, the Corporation is authorized to do business in the State of California, and it is in the Corporation’s best interests to act as the **[sole member/manager]** of [Full legal name of limited liability company], a California limited liability company (the “LLC”), the **[Administrative/Managing/Sole]** General Partner of [Name of Limited Partnership Borrower], a California limited partnership (the “Borrower”);

 WHEREAS, Corporation is authorized and directed to submit an application in response to the NOFA (the “Application”) on its own behalf and as the **[sole member/manager]** of the LLC, the **[Administrative/Managing/Sole]** General Partner of Borrower; and

WHEREAS, **[Borrower is the owner of / it is in the Borrower’s best interest to acquire]** that rental housing development knowns as **[project name]**, located at **[project address]** in the City of **[City]**, California (the “Development”); and

WHEREAS, the Development is subject to an existing Department loan under the **[original loan program name]**, Loan Number [\_**\_-\_\_\_\_-\_\_\_\_**] in the original principal amount of $**\_\_\_\_\_\_\_\_.**\_\_, plus accrued interest thereon (the “Original Department Loan”); and

WHEREAS, Pursuant to the NOFA, the Original Department Loan will be terminated and reconveyed, and a single set of loan documents evidencing both the Original Department Loan and the Portfolio Reinvestment Program Loan will be issued by the Department and entered into by the Borrower (the “Portfolio Reinvestment Program Transaction”).

WHEREAS, the Borrower will either receive or be assigned a conditional commitment of funds pursuant to the NOFA in an amount not to exceed $\_\_\_\_\_\_\_.\_\_ (the “Portfolio Reinvestment Program Loan”).

WHEREAS, it is in the Borrower’s best interest to restructure the Original Department Loan under the Department’s Portfolio Reinvestment Program and enter into new loan documents with the Department evidencing both the Original Department Loan and the Portfolio Reinvestment Program Loan (the “Portfolio Reinvestment Program Transaction”).

 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]** of the LLC, the **[Administrative/Managing/Sole]** General Partner of the Borrower in connection with the Portfolio Reinvestment Program Transaction pursuant to the NOFA.

 RESOLVED FURTHER: That in connection with the Portfolio Reinvestment Program Transaction, the Corporation, on its own behalf and as **[sole member/manager]** of the LLC as **[Administrative/Managing/Sole]** General Partner of the Borrower, is authorized and directed to enter into, execute, and deliver an STD 213, Standard Agreement in an amount not to exceed $\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, and any and all other documents required by the Department or deemed necessary or appropriate to evidence the Portfolio Reinvestment Program Transaction, 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, a capitalized operating subsidy reserve agreement, and any other documents required by the Department as security for, evidence of, or pertaining to the Portfolio Reinvestment Program Transaction, and all amendments thereto (collectively, the "Portfolio Reinvestment Program Loan Documents").

 RESOLVED FURTHER: Corporation acknowledges and agrees that it shall be subject to the terms and conditions specified in the Standard Agreement, and that the NOFA and Application will be incorporated in the Standard Agreement by reference and made a part thereof. Any and all activities, expenditures, information, and timelines represented in the Application are enforceable through the Standard Agreement. Funds are to be used for the allowable expenditures, uses, and activities identified in the Standard Agreement.

 RESOLVED FURTHER: That **[Name(s) and Title(s) of Corporate Officer(s)]** **[is/are]** hereby authorized to execute the Application and the Portfolio Reinvestment Program Loan 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

##### CERTIFICATE OF THE SECRETARY

The undersigned, Secretary of the Corporation, does hereby attest and certify that the foregoing is a true, full and correct copy of a resolution of the Corporation’s governing body adopted at a duly convened meeting on the date above-mentioned, and that the resolution has not been altered, amended, repealed, rescinded, or annulled.

DATE:

 **[Name]**, Secretary