

HOUSING AUTHORITY RESOLUTION NO. 1992

A RESOLUTION OF THE HOUSING AUTHORITY OF THE CITY OF RICHMOND AUTHORIZING THE ISSUANCE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,000,000 FOR THE PURPOSE OF FINANCING THE ACQUISITION, CONSTRUCTION, REHABILITATION AND DEVELOPMENT OF FRIENDSHIP MANOR AND TRIANGLE COURT, APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL DOCUMENTS NECESSARY TO ISSUE THE BONDS AND IMPLEMENT THIS RESOLUTION, AND RATIFYING AND APPROVING ANY ACTION HERETOFORE TAKEN IN CONNECTION WITH THE BONDS

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the Health and Safety Code of the State of California, as amended (the "Act"), the Housing Authority of the City of Richmond (the "Authority") is authorized to issue revenue bonds for the purpose of financing the acquisition, construction, rehabilitation and development of multifamily rental housing projects, including units for households meeting the income limits set forth in the Act; and

WHEREAS, RHA RAD Housing Partners LP, a California limited partnership, and entities related thereto (collectively, the "Borrower"), has requested that the Authority issue, sell and deliver its (i) Housing Authority of the City of Richmond Multifamily Housing Revenue Bonds (Friendship Manor and Triangle Court) 2015 Series A-1 (the "Series A-1 Bonds") and its Housing Authority of the City of Richmond Multifamily Housing Revenue Bonds (Friendship Manor and Triangle Court) 2015 Series A-2 (the "Series A-2 Bonds" and together with the Series A-1 Bonds, the "Bonds") to assist in the financing of the acquisition, construction, rehabilitation and development of a 156-unit multifamily rental housing project located on two sites in the City of Richmond, California and collectively known as Friendship Manor and Triangle Court (the "Project"); and

WHEREAS, (i) on January 15, 2014, the Authority received an allocation in the amount of \$13,536,146 from the California Debt Limit Allocation Committee ("CDLAC"); (ii) on May 21, 2014, the Authority received an allocation in the amount of \$963,854 from CDLAC; and (iii) on December 10, 2014, the Authority received an allocation in the amount of \$750,000 from CDLAC (collectively, the "Original Allocation Amounts") all for the purpose of financing the Project; and

WHEREAS, on December 10, 2014, or at the next available CDLAC meeting, but no later than the March 18, 2015 CDLAC meeting, the Authority expects to receive a supplemental allocation in the amount of approximately \$1,250,000 from CDLAC (in the amount actually received, the "Supplemental Allocation" and together with the Original Allocation Amounts, the "Allocation Amount"), for the purpose of financing the Project; and

WHEREAS, the Authority is willing to issue and deliver not to exceed \$18,000,000 aggregate principal amount of Bonds, provided that the portion of such Bonds issued as federally tax-exempt obligations shall not exceed the Allocation Amount, and loan the proceeds thereof to the Borrower to assist in providing financing for the Project, which will allow the Borrower to reduce the cost of the Project and to assist in providing housing for low and very-low income persons; and

WHEREAS, the Bonds will be privately placed with JPMorgan Chase Bank, N.A. (the "Bank"), as the initial purchaser of the Bonds;

WHEREAS, there have been prepared and made available to the Board of Commissioners of the Authority the following documents required for the issuance and delivery of the Bonds, and such documents are now in substantial form and appropriate instruments to be executed and delivered for the purposes intended:

- (1) A proposed form of Master Agency Agreement (the "Agency Agreement") to be entered into between the Authority and the Bank, as agent (the "Agent");

(2) A proposed form of Master Pledge and Assignment (the “Pledge and Assignment”) to be entered into among the Authority, the Agent and the Bank, as initial bondholder (the “Holder”); and

(3) A proposed form of Regulatory Agreement and Declaration of Restrictive Covenants relating to each site (collectively, the “Regulatory Agreement”) to be entered into between the Authority and the Borrower;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Housing Authority of the City of Richmond, as follows:

Section 1. The above recitals, and each of them, are true and correct.

Section 2. Pursuant to the Act, and the Pledge and Assignment, the Authority is hereby authorized to issue one or more series of Bonds. The Bonds shall be designated as “Housing Authority of the City of Richmond Multifamily Housing Revenue Bonds (Friendship Manor and Triangle Court) 2015 Series A,” including, if and to the extent necessary, Series A-1 Bonds in one or more sub-series and Series A-2 Bonds in one or more sub-series, with appropriate modifications and series and sub-series designations as necessary, in an aggregate principal amount not to exceed \$18,000,000, provided that the aggregate principal amount of any tax-exempt Bonds issued shall not exceed the Allocation Amount.

Section 3. The Bonds shall be issued in the form set forth in and otherwise in accordance with the Pledge and Assignment, and such Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of the Chairperson, the Vice Chairperson or the Executive Director of the Authority, or the designee of any such officer. The Bonds shall be issued and secured in accordance with the terms of the Pledge and Assignment presented to this meeting, as hereinafter approved. Payment of the principal and purchase price of, and redemption premium, if any, and interest on, the Bonds shall be made solely from amounts pledged thereto under the Pledge and Assignment. The Bonds shall not be deemed to constitute a debt or liability of the Authority.

Section 4. The Pledge and Assignment in the form presented at this meeting is hereby approved. The Chairperson, the Vice Chairperson and the Executive Director of the Authority, or the designee of any such officer (each such person is referred to herein individually as an “Authorized Officer”), acting alone, is authorized to execute by manual signature and deliver the Pledge and Assignment, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by the General Counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof. The date, maturity date or dates (which shall not extend beyond January 1, 2050), interest rate or rates (which shall not exceed 12%), interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the Bonds shall be as provided in the Pledge and Assignment as finally executed.

Section 5. The Agency Agreement in the form presented at this meeting is hereby approved. Any Authorized Officer, acting alone, is authorized to execute by manual signature and deliver the Agency Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by General Counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 6. The Regulatory Agreement in the form presented at this meeting is hereby approved. Any Authorized Officer, acting alone, is authorized to execute by manual signature and deliver the Regulatory Agreement, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by General Counsel to the Authority, such approval to be conclusively evidenced by the delivery thereof.

Section 7. The Authority is hereby authorized to sell the Bonds to the Bank pursuant to the terms and conditions of the Pledge and Assignment.

Section 8. The Bonds, when executed, shall be delivered to the Agent for registration. The Agent is hereby requested and directed to register the Bonds by executing the certificate of registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or at the direction of the purchasers thereof in accordance with written instructions executed and delivered on behalf of the Authority by an Authorized Officer, which any Authorized Officer, acting alone, is hereby authorized and directed to execute and deliver such instructions to the Agent. Such instructions shall provide for the delivery of the Bonds to the purchasers thereof upon payment of the purchase price thereof.

Section 9. All actions heretofore taken by the officers and agents of the Authority with respect to the financing of the Project and the sale and issuance of the Bonds are hereby approved, ratified and confirmed, and any Authorized Officer, acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to a tax certificate, loan related documents, an assignment of deed of trust and loan documents, any endorsement and/or assignment of promissory note and such other documents as described in the Pledge and Assignment and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Authority and otherwise in order to carry out the financing of the Project.

Section 10. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the Bonds, including without limitation any of the foregoing that may be necessary or desirable in connection with any default under or amendment of such documents, any transfer or other disposition of the Project, any addition or substitution of security for the Bonds or any redemption of the Bonds, may be given or taken by any Authorized Officer, as appropriate, without further authorization by the Authority, and each such officer is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action that such officer may deem necessary or desirable to further the purposes of this Resolution and the financing of the Project; provided such action shall not create any obligation or liability of the Authority other than as provided in the Pledge and Assignment and other documents approved herein.

Section 11. This Resolution shall take effect immediately upon its adoption.

The foregoing resolution was passed and adopted by the Commissioners of the Housing Authority of the City of Richmond at a special meeting thereof held on Tuesday December 16, 2014, by the following vote:

AYES: Commissioners Bates, Boozé, Butt, Rogers, Myrick, Vice Chairperson Beckles, Housing Tenant Commissioner Thompson, and Chairperson McLaughlin.

NOES: None.

ABSTENTIONS: None.

ABSENT: Housing Tenant Commissioner Hall.

GAYLE MCLAUGHLIN

Chairperson

[SEAL]

ATTEST:

DIANE HOLMES

Secretary

Approved as to form:

BRUCE GOODMILLER

Attorney

State of California }
County of Contra Costa : ss.
City of Richmond }

I certify that the foregoing is a true copy of **Resolution No. 1992** finally passed and adopted at a Special Housing Authority Meeting held on December 16, 2014.