

1 **RESOLUTION NO.**

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

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

12 **WHEREAS**, AHFC desires to further its public purposes and functions by
13 creating a related, affiliated, nonprofit corporation and instrumentality named
14 AHFC Pecan Park PSH Non-Profit Corporation (Non-Profit Corporation) to
15 develop low-income housing, appointing and maintaining its board of directors,
16 and otherwise exercising control over the Non-Profit Corporation, its dissolution,
17 and its assets; and

18 **WHEREAS**, AHFC is creating the Non-Profit Corporation to acquire from
19 the City of Austin the hotel formerly known as the Candlewood Suites, located at
20 10811 Pecan Park Boulevard, Building 2, Austin, Texas, which will be converted
21 to 78 efficiency apartments to be leased as permanent supportive housing to
22 individuals experiencing permanent chronic homelessness (Development); and

23 **WHEREAS**, the Non-Profit Corporation will enter contract(s) with Family
24 Eldercare for the rehabilitation and management of the Development and will lease
25 the apartments to individuals experiencing permanent, chronic homelessness; and

26 **WHEREAS**, AHFC desires that the Non-Profit Corporation have and
27 exercise all of the powers prescribed by the Code; and

28 **WHEREAS**, AHFC desires that the Non-Profit Corporation's Certificate of
29 Formation and By-Laws be in the form and be executed, approved, and filed in the
30 manner prescribed by this Resolution; and

31 **WHEREAS**, the Board of Directors desires to authorize and approve the
32 Certificate of Formation and By-Laws of the Non-Profit Corporation, appoint the
33 board of directors and president of the Non-Profit Corporation, and take other
34 action with respect to the Non-Profit Corporation; **NOW, THEREFORE,**

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

37 **Section 1.** The Board of Directors finds, determines, recites, and declares
38 that it is wise, expedient, necessary, and advisable that the Non-Profit Corporation
39 be formed. The Board of Directors therefore approves the creation and
40 organization of the Non-Profit Corporation under the provisions of the Code as a
41 duly constituted affiliate, nonprofit corporation, and instrumentality of AHFC. The
42 Board of Directors authorizes the Non-Profit Corporation to develop housing for
43 low-income individuals and families as a primary activity to promote community
44 based revitalization for the City; to aid, assist, and act on its behalf and for the
45 benefit of AHFC in the performance of its functions to acquire, rehabilitate,
46 develop, manage, and operate affordable housing in City of Austin; to acquire to
47 rehabilitate, develop, manage, and operate the Development; to promote, develop,
48 and maintain the Development as decent, safe, and sanitary housing at affordable
49 rental rates; to ensure the Development helps to achieve the public purpose and
50 functions of AHFC; and to perform the other purposes described in the Non-Profit
51 Corporation's Certificate of Formation. The Board of Directors approves the Non-
52 Profit Corporation's acquisition of the Development as described above and
53 authorizes the Non-Profit Corporation to enter into all documents necessary to
54 complete such transactions.

55 **Section 2.** The Board of Directors approves the Certificate of Formation of
56 the Non-Profit Corporation in substantially the form attached as **Exhibit A** and
57 authorizes the incorporator of the Non-Profit Corporation to file such Certificate of
58 Formation with the Secretary of State of the State of Texas in the manner provided
59 by law.

60 **Section 3.** The Board of Directors appoints the initial board of directors of
61 the Non-Profit Corporation, with their terms of office to expire at the time
62 indicated.

63 *Name*

64 J. Rodney Gonzales

65 Rosie Truelove

66 Mandy DeMayo

67 *Term Expires*

68 December 5, 2023

69 December 5, 2023

70 December 5, 2023

71 J. Rodney Gonzales is appointed as the President of the Non-Profit Corporation.
72 Other officers will be appointed as provided in the By-Laws of the Non-Profit
73 Corporation.

74 **Section 4.** The Board of Directors approves the By-Laws of the Non-Profit
75 Corporation in substantially the form attached as **Exhibit B** and authorizes the
76 President of the Non-Profit Corporation to execute and file them in the corporate
77 records in the manner provided by law.

78 **Section 5.** The Board of Directors finds, determines, recites, and declares
79 that no note, bond, loan, debt, or other obligation of the Non-Profit Corporation is
80 an indebtedness, liability, general or moral obligation or pledge of the faith or
81 credit of the State of Texas, the City of Austin, AHFC, or any other political
82 subdivision or governmental unit. In addition, no note, bond, loan, debt, or other

83 obligation constitutes an indebtedness within the meaning of any constitutional or
84 statutory debt limitation or restriction or an agreement, obligation, or indebtedness
85 of AHFC, the City of Austin, the State of Texas within the meaning of AHFC's
86 Articles of Incorporation, the City Charter, or of any constitutional or statutory
87 provision whatsoever.

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

98 **Section 7.** This Resolution takes effect immediately upon its passage and
99 approval by the Board of Directors.

100

101

102 **ADOPTED:** _____, 2022

ATTEST: _____

103

104

Myrna Rios
Secretary