

IN THE BOARD OF COMMISSIONERS OF THE  
HOMES FOR GOOD HOUSING AGENCY, OF LANE COUNTY OREGON

ORDER 21-10-02-02H

In the Matter of Authorizing the Formation of  
a Special Purpose Entity for the 1100  
Charnelton Project, "The Nel" in Eugene,  
Oregon (Supplemental).

WHEREAS, Housing Authority and Community Services Agency of Lane County doing business as Home for Good Housing Agency (the "Authority") is a public body corporate and politic, exercising public and essential governmental functions, and having all the powers necessary or convenient to carry out and effectuate the purposes of the ORS 456.055 to 456.235 (the "Housing Authorities Law"); and

WHEREAS, a purpose of the Authority under the Housing Authorities Law is to construct, acquire, manage and operate affordable housing for persons of lower income; and

WHEREAS, the Authority is authorized by ORS 456.120 to form, finance, and have a nonstock interest in, and to manage or operate, partnerships, nonprofit corporations and limited liability companies in order to further the purposes of the Authority; and

WHEREAS, the Authority previously adopted that certain Resolution on 01/13/2021 (the "Prior Resolution") with respect to the formation of a Limited Liability Company for the 1100 Charnelton Project, "The Nel" and now desires to clarify and expand the authorization under the Prior Resolutions. Terms with an initial capital letter not defined herein shall have the meanings set forth in the Prior Resolutions; and

WHEREAS, the Authority finds it to be in the best interests of the Authority to authorize the formation of a limited partnership (the "Owner Partnership") to own, develop and operate a low-income housing project at 1100 Charnelton in Eugene, OR (the "Project") with the MM LLC as general partner and the Authority as initial limited partner.

**NOW, THEREFORE, THE AUTHORITY IN ITS OWN CAPACITY AND AS THE SOLE MEMBER OF THE MM LLC ON BEHALF OF THE OWNER PARTNERSHIP, ADOPTS THE FOLLOWING RESOLUTIONS:**

**1. Authorize Formation of the Owner Partnership and Creation of Accounts**

BE IT RESOLVED, that the Authority, in its own capacity, is hereby authorized to execute and deliver such documents as may be necessary for the formation of the Owner Partnership including but not limited to the following:

- a) Certificate of Limited Partnership to be filed with the Secretary of State of the State of Oregon; and
- b) An Agreement of Limited Partnership with the MM LLC as general partner and the Authority as initial limited partner; and
- c) Such documents as may be necessary or convenient to establish in the name of the Owner Partnership such as checking, savings and other accounts at such state or federally chartered banks as any Authorized Representative, as that term is defined in these Resolutions, may determine (such determination to be conclusively demonstrated by the signature of any Authorized Representative on such document).

**2. Authorized Representatives.**

BE IT RESOLVED that the following identified persons shall be the Authorized Representatives as that term is used in these Resolutions and are each individually authorized, empowered and directed to perform the actions authorized herein on behalf of the Authority whether acting on behalf of the Authority, the Owner Partnership, or the MM LLC.

Jacob Fox, Executive Director, or his assignee or successor  
Jeff Bridgens, Finance Director, or his assignee or successor  
Ela Kubok, Communications Director, or her assignee or successor

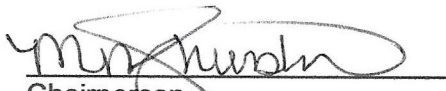
**3. General Resolutions Authorizing and Ratifying Other Actions**

BE IT RESOLVED, that any Authorized Representative is authorized to negotiate, execute, and deliver on behalf of the Authority, the Owner Partnership, or the MM LLC, as the case may be, such other agreements, certificates, and documents, and to take or authorize to be taken all such other actions any Authorized Representative shall deem necessary or desirable to carry out the transactions contemplated by the foregoing resolutions (such determination to be conclusively demonstrated by the signature of any Authorized Representative on such document); and

BE IT FURTHER RESOLVED, that to the extent any action, agreement, document, or certification has heretofore been taken, executed, delivered, or performed by an Authorized Representative named in these Resolutions on behalf of the Authority, the Owner Partnership, or the MM LLC, as the case may be, and in furtherance of the transactions contemplated by the foregoing resolutions, the same is hereby ratified and affirmed.

Done and dated this 10 day of February, 2021.

BOARD OF COMMISSIONERS

  
Chairperson