

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

ORDER 21-13-01-01H

In the Matter of Authorizing the Formation of
a Limited Liability Company for the 1100
Charnelton Project in Eugene, Oregon.

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 finds it to be in the best interests of the Authority to authorize the formation of a limited liability company (the "Owner LLC") with the Authority initially as the sole member of the Owner LLC (and upon admission of an investor member ("Investor") with the Authority or its wholly owned affiliate as the managing member of the Owner Entity) to own, develop and operate a low-income housing project at 1100 Charnelton in Eugene, OR (the "Project"); and

WHEREAS, if required by the Investor, the Authority finds it to be in the best interests of the Authority to authorize the formation of a limited liability company to serve as the managing member of the Owner LLC (the "MM LLC").

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

- 1. Authorize Formation of the Owner LLC 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 LLC including but not limited to the following:

- a) Articles of Organization to be filed with the Secretary of State of the State of Oregon; and
- b) An Operating Agreement with the Authority as the sole member or, at the election of the Authorized Representative, with the MM LLC as sole member; and
- c) Such documents as may be necessary or convenient to establish in the name of the Owner LLC 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. Authorize Formation of the MM LLC

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 MM LLC including but not limited to the following:

- a) Articles of Organization to be filed with the Secretary of State of the State of Oregon; and
- b) An Operating Agreement with the Authority as the sole member.

3. 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 LLC, 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

4. 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 LLC, 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 LLC, 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 13 day of January, 2021.

BOARD OF COMMISSIONERS



Chairperson