**RESOLUTION OF THE MEMBERS OF**

**[FULL LEGAL NAME OF LIMITED LIABILITY COMPANY]**

**[FULL NAME(S) OF FUNDING PROGRAM(S)]**

## RESOLUTION NO.:

**[Name of Project as It Appears in the Application]**

WHEREAS, the California Department of Housing and Community Development ("Department"), as authorized by California Assembly Bill 434 (“AB 434”) (Chapter 192, Statutes of 2020), has issued a Multifamily Finance Super Notice of Funding Availability, dated[Date] [and amended on <<Date>>] (“Multifamily Super NOFA”). The Multifamily Super NOFA provides funding under the following programs: the Multifamily Housing Program; the Joe Serna, Jr., Farmworker Housing Grant Fund; the Veterans Housing and Homelessness Prevention Program; the Infill Incentive Grant Program of 2007; and the Infill Infrastructure Grant Program of 2019.

WHEREAS, **[Full Legal Name of Limited Liability Company],** a California limited liability company (“LLC”), is authorized as active and in good standing to do business in the State of California, and it is in the LLC’s best interests to participate in one or more of the foregoing programs (the “Program(s)”) on its own behalf and as the [Administrative/Managing/Sole] General Partner of [Full Legal Name of Limited Partnership Borrower], a California limited partnership (the “Borrower”).

WHEREAS, LLC submitted an application to the Department in response to the Multifamily Super NOFA (the “Application”) and in the foregoing capacity, and was determined to be an eligible [Sponsor/Grant Recipient] under the Program(s) pursuant to that certain conditional award letter, dated [Date] (the “Conditional Award Commitment”).

WHEREAS, pursuant to the Conditional Award Commitment, the Department made conditional awards to the LLC as follows:

| Program | Award |
| --- | --- |
| Multifamily Housing Program | [MHP$]  [If none, please delete this row of the table.] |
| Joe Serna, Jr., Farmworker Housing  Grant Fund | [Serna$]  [If none, please delete this row of the table.] |
| Veterans Housing and Homelessness  Prevention Program | [VHHP$]  [If none, please delete this row of the table.] |
| Infill Incentive Grant Program of 2007 | [IIG07$]  [If none, please delete this row of the table.] |
| Infill Infrastructure Grant Program of 2019 | [IIG19$]  [If none, please delete this row of the table.] |
| Total: | [Total Amount$] |

WHEREAS, each and all of the awards expressly identified above will hereinafter be referred to, both individually and collectively, as the “Program Award.”

NOW, THEREFORE, IT IS RESOLVED, that the LLC is hereby authorized and directed to act on its own behalf and as the [Administrative/Managing/Sole] General Partner of the Borrower in connection with the Program Award.

RESOLVED FURTHER: LLC is hereby authorized and directed to accept and incur an obligation for the Program Award. That in connection with the total amount of the Program Award, the LLC, on its own behalf and as [Administrative/Managing/Sole] General Partner of the Borrower, is authorized and directed to enter into, execute, and deliver one or more STD 213, Standard Agreement(s), and any and all other documents required or deemed necessary or appropriate to secure the Program Award from the Department and to participate in the relevant Program(s), and all amendments thereto (collectively, the “Program Award Documents”).

RESOLVED FURTHER: LLC acknowledges and agrees that it shall be subject to the terms and conditions specified in the STD 213, Standard Agreement(s), and that the Multifamily Super NOFA and the Application will be incorporated by reference therein and made a part thereof. LLC also acknowledges and agrees that any and all activities, expenditures, information, and timelines represented and described in the Application are enforceable through the relevant STD 213, Standard Agreement(s). LLC also acknowledges and agrees that Program Award funds are to be expended only on the eligible uses and activities identified in the relevant STD 213, Standard Agreement(s).

RESOLVED FURTHER: That [**Name(s) and Title(s) of Manager(s)/ Member(s)/ Officer(s)**] [is/are] hereby authorized to execute the Program Award Documents on behalf of the LLC for itself and as [Administrative/Managing/Sole] General Partner of the Borrower.

##### CERTIFICATE OF THE [MEMBER MANAGER/ MANAGER/ SOLE MEMBER MANAGER/ SECRETARY] OF THE LLC

The undersigned, [Member Manager/Manager/Sole Member Manager/Secretary] of the LLC, does hereby attest and certify that the foregoing is a true, full and correct copy of a resolution that was duly adopted by the LLC’s members on **[DATE]**, and that the resolution has not been altered, amended, modified, repealed, rescinded, or annulled.

DATE:

**[Full Legal Name]**

**[Member Manager/Manager/ Sole Member Manager/ Secretary]**

**NOTICE AND INSTRUCTIONS**

1. **Notice.** The Department is providing this template Authorizing Resolution as informational guidance only. This language and the table may require modification and customization in order to accurately reflect your entity and/or your entity’s participation in the relevant Program(s). Accordingly, the Department encourages each entity to consult with professional legal counsel during the development of its own formal, legally binding statement that it is authorized to participate in the relevant Program(s). Please note, however, that any limitations or conditions on the authority of the signatory or signatories to execute the Program Award Documents may result in the Department rejecting the Authorizing Resolution.

1. **Accuracy, Verification.** The Department will verify that this Authorizing Resolution comports with the entity’s organizational documents. The entity must timely notify the Department, in writing, of any factors that limit its ability to provide an Authorizing Resolution which is materially consistent with this template.

1. **Authorized Signatory or Signatories, Designee.** The entity may authorize multiple signatories, so long as there is clarifying language as to whether the signatories are authorized to execute the Program Award Documents individually or collectively. In addition, the entity may authorize a designee of the authorized signatory to execute the Program Award Documents. In such case, the entity must append a supporting document (e.g., memorandum, meeting notes of official action), which indicates the name and title of the designee who is authorized to legally bind the entity.

1. **Certification of Authorizing Resolution.** The individual who certifies the Authorizing Resolution cannot also be authorized to execute the Program Award Documents on behalf of the entity. This instruction does not apply to single-member LLCs that are member-managed.