

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 AHSC Program. 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 AHSC Program Loan. Please note, however, that any limitations or conditions on the authority of the signatory or signatories to execute the AHSC Program Loan Award Documents may result in the Department rejecting the Authorizing Resolution.
 - a. **Borrower (Limited Partnership)** - The template is designed to address situations where the AHSC Program funds include both grant and loan components, and a limited partnership is involved in the Project solely as the Ultimate Borrower of AHSC Program funds pursuant to California Code of Regulations, title 25, section 8313.2.
2. **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.
3. **Authorized Signatory or Signatories, Designee.**
 - a. **Sponsor (Corporation/LLC/LP)** - The entity may authorize multiple signatories for AHSC Program Award Documents as long as there is clear language specifying whether the signature of any one signatory is sufficient to execute the AHSC Program Award Documents on behalf of the Sponsor or whether it requires the signatures of all signatories collectively. In addition, the entity may authorize a designee to the authorized signatory to execute the AHSC Program Award Documents. In such case, the entity must append a supporting document (e.g., memorandum, meeting notes of official action), stating the name and title of the designee who is authorized to legally bind the entity.
 - b. **Sponsor (Public Entity)** - The entity may designate an authorized signatory by identifying only the title of that individual. The entity may authorize multiple signatories, as long as there is clear language specifying whether the signature of any one signatory is sufficient to execute the Program Award Documents on behalf of Sponsor or whether it requires the signatures of all signatories collectively. In addition, the entity may authorize a designee to 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),

stating the name and title of the designee who is authorized to legally bind the entity.

- c. **General Partner (LLC)** - If the language of the Authorizing Resolution is altered to name individuals within the Manager/Member entity as signatories, the entity may authorize multiple signatories, as long as there is clear language specifying whether the signature of any one signatory is sufficient to execute the Program Award Documents on behalf of the general partner or whether it requires the signatures of all signatories collectively. In addition, the entity may authorize a designee to 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), stating the name and title of the designee who is authorized to legally bind the entity.
- d. **Borrower (Limited Partnership)** - If the language of the Authorizing Resolution is altered to name individuals as signatories, the entity may authorize multiple signatories, as long as there is clear language specifying whether the signature of any one signatory is sufficient to execute the AHSC Program Loan Award Documents on behalf of the Borrower, or whether it requires the signatures of all signatories collectively.

4. **Certification of Authorizing Resolution.**

- a. **Sponsor (Corporation/LLC/LP)** - If the signature of the individual certifying the Authorizing Resolution is the sole individual whose signature is affixed to the resolution, that individual cannot be identified as the authorized signatory or be the designee authorized to execute the AHSC Program Award Documents on behalf of the entity. The only exception is where the authorized signatory of a corporation is the sole director and shareholder of that corporation, or where the authorized signatory for a member-managed LLC is the sole member of that LLC, or the authorized signatory of an LP is the sole general partner of that LP.
- b. **Public Entity** - The individual who certifies the Authorizing Resolution cannot be authorized to execute the Program Award Documents on behalf of the entity. The only exception is where the authorized signatory is the clerk of the governing body of the Public Entity.