# RESOLUTION OF THE MEMBERS OF [FULL LEGAL NAME OF LIMITED LIABILITY COMPANY]

**AFFORDABLE HOUSING & SUSTAINABLE COMMUNITIES PROGRAM**

# RESOLUTION NO.: [Optional]

**[Name of Project as it appears in the Application]**

 WHEREAS, the California Department of Housing and Community Development ("Department") and the Strategic Growth Council (“SGC”) have issued an Affordable Housing & Sustainable Communities Program (“AHSC” or “AHSC Program”) Notice of Funding Availability, dated January 19, 2024[and amended on <<Date>>] (“AHSC Program NOFA”).

 WHEREAS, **[Full Legal Name of Limited Liability Company],** a [California/ other state] 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 the AHSC Program as the [Administrative/Managing/Sole] General Partner of [Full Legal Name of Limited Partnership Borrower], a California limited partnership (the “Borrower”), the ultimate borrower of the AHSC Program Loan Award.

WHEREAS, Department and SGC have made a conditional commitment of AHSC Program funds to assist [Full Name of Project as Set Forth in the Application and the Caption Above] (the “Project”), and such commitment was made to awardees pursuant to that certain conditional award letter, dated [Date] (the “Award Letter”) in the following amounts:

| AHSC Program Award Component | Amount Awarded |
| --- | --- |
| AHSC Program Loan Award | [Amount of AHSC Program Loan Award] |
| AHSC Program Grant Award | [Amount of AHSC Program Grant Award] |
| Total: | [Total Amount] |

 WHEREAS, in connection with such Project, the Borrower has either received, or been assigned, an award of AHSC Program Loan funds in the total amount of [Total Amount of AHSC Program Loan Award] (the “AHSC Program Loan Award”).

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

 RESOLVED FURTHER: That in connection with the total amount of the AHSC Program Loan Award, or with an amount which does not exceed the sums specified above, the LLC, 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 AHSC Program Loan Award from the Department and to participate in the AHSC Program, and all amendments thereto (collectively, the “Program Loan Award Documents”).

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

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

The undersigned, Secretary of [Member Manager/Manager/Sole Member Manager] 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 of Secretary]

 [Full legal name of Member/Manager]

**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.

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.** If the language of the Authorizing Resolution is altered to name specific individuals within the Manager/Member entity as signatories, 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.** If the signature of the individual who certifying the Authorizing Resolution is the sole individual whose signature is affixed to the resolution, that individual cannot also be identified as the authorized signatory or be the designee authorized to execute the AHSC Program Loan Award Documents on behalf of the entity. This instruction does not apply to single-member LLCs that are member-managed.