

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

**INFILL INFRASTRUCTURE GRANT PROGRAM OF 2019**

RESOLUTION NO.: \_\_\_\_\_

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

WHEREAS, the California Department of Housing and Community Development ("Department"), has issued a Notice of Funding Availability ("NOFA") dated Month, XX, XXXX, pursuant to the Infill Infrastructure Grant Program of 2019 ("Program") established by Health and Safety Code section 53559, et seq., and implemented by the Infill Infrastructure Grant Program, Small Jurisdiction Set-Aside, final Guidelines issued Month, XX, XXXX ("Guidelines"). The Program provides grant assistance available as gap funding for Capital Improvement Projects, which are an integral part of, or necessary to facilitate the development of a Qualifying Infill Project; and

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 the Program on its own behalf and as the [Administrative/ Managing/ Sole] General Partner of [Full Legal Name of Limited Partnership], a California limited partnership (the "LP"); and

WHEREAS, LLC [desires to submit an application in response to the NOFA/ is an affiliate of one or more entities who desire to submit an application in response to the NOFA], and LLC contemplates that, if Program funds are awarded in connection with the NOFA, LLC will receive or be assigned a conditional commitment of such Program funds (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 LP in connection with the Program Award.

RESOLVED FURTHER: that the LLC is hereby authorized and directed on its own behalf and as [Administrative/ Managing/ Sole] General Partner on behalf of the LP, to accept and incur an obligation for the Program Award in an amount not to exceed \$[Insert Amount], and to enter into, execute, and deliver on its own behalf and as [Administrative/ Managing/ Sole] General Partner on behalf of the LP an STD 213, Standard Agreement (the "Standard Agreement"), 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 Program, including, but not limited to, an affordable housing covenant, a performance deed of trust, a disbursement agreement, and all amendments thereto (collectively, the "Program Award Documents").

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, and all amendments thereto, on behalf of the LLC for itself and as [Administrative/Managing/Sole] General Partner on behalf of the LP.

RESOLVED FURTHER: That this resolution shall take effect immediately upon its passage.

Passed and adopted, effective as of \_\_\_\_\_, 20\_\_\_\_ by the consent of the Members of LLC by the following vote:

\_\_\_AYES

\_\_\_NAYS

\_\_\_ABSTAIN

\_\_\_ABSENT

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SIGNATURE

TITLE

DATE

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.
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.** 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.
4. **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.