

RESOLUTION NO. 89-02

RESOLUTION OF THE CALIFORNIA HOUSING
FINANCE AGENCY AUTHORIZING THE ISSUANCE
OF THE AGENCY'S NOTES AND BONDS FOR THE
PURPOSE OF FINANCING MULTIFAMILY HOUSING

WHEREAS, the California Housing Finance Agency (the "Agency") has determined that there exists a need in California for the financing of mortgage loans for multi-unit rental housing developments (the "Developments") for the purpose of providing housing for persons and families of low or moderate income;

WHEREAS, the Agency has determined that it is in the public interest for the Agency to provide such financial assistance by means of an ongoing program (the "Program") to make mortgage loans for the purpose of financing such Developments (the "Loans");

WHEREAS, pursuant to Parts 1 through 4 of Division 31 of the Health and Safety Code of the State of California (the "Act"), the Agency has the authority to issue notes and bonds to provide sufficient funds to finance the Program, including the making of Loans, the payment of capitalized interest on the notes and bonds, the establishment of reserves to secure the notes and bonds, and the payment of other costs of the Agency incident to, and necessary or convenient to, the issuance of the notes and bonds; and

WHEREAS, the Agency is authorized pursuant to the Act to issue notes (the "Notes") to provide funds to finance the Program and to offer and sell from time to time one or more series of such Notes to be issued under one or more indentures and sold pursuant to one or more credit agreements to provide moneys to finance Loans until such time as such Loans may be financed by bonds; and

WHEREAS, the Housing Bond Credit Committee, pursuant to the Act, is required to determine the general adequacy of the Program's security in protecting the credit of the State of California;

NOW, THEREFORE, BE IT RESOLVED, by the California Housing Finance Agency as follows:

Section 1. The Agency is of the opinion and hereby determines that the offer, sale and issuance of one or more series of housing revenue bonds (the "Bonds"), in an aggregate

amount not to exceed the sum of (i) the aggregate amount of private activity bond allocations under federal tax law heretofore or hereafter made available to the Agency for such purpose, (ii) if and to the extent the Bonds are "qualified 501(c)(3) bonds" under federal tax law, \$100,000,000, (iii) if and to the extent the Bonds are not "private activity bonds" under federal tax law, \$100,000,000, and (iv) if and to the extent interest on one or more of such series is determined by the Executive Director of the Agency (the "Executive Director") to be intended not to be excludable from gross income for federal income tax purposes, \$100,000,000, is necessary to provide sufficient funds for the Program. The proper officers of the Agency are hereby authorized to apply from time to time for private activity bond allocations in an aggregate amount of up to \$100,000,000 from the 1989 state ceiling, to be used in connection with bonds issued under this resolution or resolutions hereafter adopted by the Agency.

Section 2. Pursuant to the Act, the Bonds are authorized to be issued at such time or times on or before December 31, 1989, as the Executive Director deems appropriate upon consultation with the Treasurer of the State of California (the "Treasurer"). The Bonds are to have the maturities and are initially to bear interest at the fixed or variable rates deemed appropriate by the Executive Director; provided that no Bond shall have a term in excess of fifty years or bear interest at a fixed or variable rate in excess of twelve percent (12%) per annum or, if interest is determined to be intended not to be excludable from gross income for federal income tax purposes, fifteen percent (15%) per annum.

Section 3. The Executive Director is hereby requested and authorized on behalf of the Board of Directors of the Agency to submit to the Housing Bond Credit Committee, pursuant to the Act, a statement of the purpose for which the Bonds are proposed to be issued and the amount of the proposed issuance.

Section 4. For each series of Bonds, the general indenture relating to the Bonds (the "General Indenture") to be entered into by and among the Treasurer, as trustee, and/or a duly qualified bank or trust company selected by the Executive Director to act as trustee or co-trustee (collectively, the "Trustees") and the Agency shall be in a form similar to that certain Housing Revenue Bond Indenture, dated as of July 1, 1984 (the "Housing Revenue Bond Indenture"), or, in the alternative, one of the following: (a) the Multifamily Rehabilitation Revenue Bonds, 1985 Issue A Indenture, dated as of March 1, 1985 (the "March 1, 1985 Indenture"), (b) the Multi-Unit Rental Housing Revenue

Bonds II Indenture, dated as of September 1, 1982 (the "September 1, 1982 Indenture"), (c) the Rental Housing Revenue Bonds (FHA Insured Loans), dated as of June 1, 1982 (the "June 1, 1982 Indenture"), or (d) the Multi-Family Revenue Bonds (Federally Insured Loans) Indenture, dated as of April 17, 1979 (the "April 17, 1979 Indenture") (collectively with the Housing Revenue Bond Indenture, the "Prior Indentures"); and each series indenture relating to the Bonds (a "Series Indenture") to be entered into by and among the Trustees and the Agency shall be in a form similar to the series indentures heretofore executed in connection with the issuance of bonds under the Housing Revenue Bond Indenture, modified to the extent appropriate if the General Indenture is in substantially the form of one of the other Prior Indentures. In the event that the General Indenture is in a form similar to the March 1, 1985 Indenture, any reimbursement agreement to be entered into in connection with the issuance of the Bonds (the "Reimbursement Agreement") by and among the Agency, the Trustees and a duly qualified financial institution selected by the Executive Director, shall have similar terms as that certain Letter of Credit Agreement, dated as of March 1, 1985, by and among the Agency, The Bank of California, National Association, and Bank of America National Trust and Savings Association.

For each series of Bonds, the Executive Director is hereby authorized and directed to execute, and the Secretary of the Board of Directors of the Agency is hereby authorized to attest, for and in the name and on behalf of the Agency and under its seal, a General Indenture (if appropriate), a Series Indenture and a Reimbursement Agreement (if appropriate) in substantially said forms, with such additions, changes and modifications as the Executive Director may approve, such approval to be conclusively evidenced by the execution and delivery of the General Indenture, Series Indenture and Reimbursement Agreement by the Executive Director.

The General Indenture, any Reimbursement Agreement and each Series Indenture as finally executed may include such modifications as the Executive Director may deem necessary or desirable in furtherance of the objectives of the Program, including provisions (a) for the Agency's insured or uninsured, limited or general, obligation to pay any debt secured thereby, (b) for a pledge of an amount of the Supplementary Bond Security Account to the extent necessary to obtain appropriate credit enhancement, (c) for a pledge of additional revenues which may be released periodically to the Agency from the lien of one or more indentures heretofore entered into by the Agency, including but not limited to (i) the Prior Indentures, (ii) the General Single Family Mortgage Purchase Bond Resolution, adopted by the Agency on

Mortgage Purchase Bond Resolution, adopted by the Agency on October 27, 1976, (iii) the Home Ownership and Home Improvement Revenue Bond Indenture, dated as of January 1, 1978, (iv) the Multi-Unit Rental Housing Revenue Bonds Indenture, dated as of July 12, 1979 and (v) the Home Ownership Mortgage Bond Indenture, dated as of October 15, 1985, (d) for a reserve deposit of such other available assets of the Agency in an amount necessary to obtain appropriate credit enhancement but not to exceed an amount equal to ten percent (10%) of the amount of the Bonds, (e) for a liquidity facility, (f) for contingent or deferred interest, or (g) for additional matters related to the foregoing.

In the alternative, if and to the extent that the Executive Director deems it necessary or desirable in furtherance of the objectives of the Program, any one or more Series of Bonds authorized hereby may be issued and secured under the Housing Revenue Bond Indenture or one of the other Prior Indentures, and the above-mentioned officers of the Agency are hereby authorized and directed to execute one or more Series Indentures with such additions, changes and modifications as the Executive Director may approve upon consultation with the Agency's legal counsel, including any of such additional provisions referred to in the preceding paragraph, as are necessary or desirable, such approval to be conclusively evidenced by the execution and delivery of each Series Indenture by the Executive Director.

Section 5. The Executive Director is hereby expressly authorized and directed, for and in the name and on behalf of the Agency, to determine the principal amount, the maturity or maturities, the amounts of money to be credited to the various Accounts established pursuant to each Series Indenture. The date(s), the maturity date(s), manner of determination of interest rate, interest payment date(s), denomination(s), form(s), registration privileges, terms and place or places of payment, terms of redemption, security and other terms of the Bonds and the designation of the various accounts shall be as provided in each Series Indenture as finally executed.

Section 6. The Bonds are hereby authorized to be sold at negotiated or competitive sale or sales. The Executive Director is hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver one or more purchase contracts relating to the Bonds, by and among the Agency, the Treasurer, Merrill Lynch Capital Markets (Merrill, Lynch, Pierce, Fenner & Smith, Incorporated) and/or such other underwriters, if any, as the Executive Director may select in consultation with the Treasurer, in such form as the Executive Director may approve upon

consultation with the Agency's legal counsel, such approval to be evidenced conclusively by the execution and delivery of said purchase contracts by the Executive Director.

Section 7. The Treasurer is hereby authorized and requested, without further action of this Board and unless instructed otherwise by this Board, to sell the Bonds pursuant to the terms and conditions set forth in each purchase contract as finally executed on behalf of the Agency. The Treasurer is hereby further authorized and requested to cash and deposit the proceeds of any good faith deposit check to be received by the Treasurer under the terms of said purchase contract in a special trust account for the benefit of the Agency, and the amount of said check shall be applied at the time of delivery of the Bonds as part of the purchase price thereof or returned to the underwriters as provided in said purchase contract.

Section 8. The Executive Director is further authorized to hold information meetings concerning the Bonds and to distribute other information and material relating to the Bonds.

Section 9. The Executive Director is hereby authorized and directed to execute, and the Secretary of this Board is hereby authorized and directed to attest, for and on behalf and in the name of the Agency and under its seal, the Bonds, in an aggregate amount not to exceed the amount authorized hereby, in accordance with each Series Indenture in one or more of the forms set forth in such Series Indenture.

Section 10. The Bonds when so executed, shall be delivered to the Trustees to be authenticated by or caused to be authenticated by the Trustees. The Trustees are hereby requested and directed to authenticate, or cause to be authenticated, the Bonds by the execution of the certificate of authentication and registration appearing thereon, and to deliver or cause to be delivered the Bonds when duly executed and authenticated to the underwriters in accordance with written instructions executed on behalf of the Agency by the Executive Director, which instructions said officer is hereby authorized and directed, for and on behalf and in the name of the Agency, to execute and deliver to the Trustees. Such instructions shall provide for the delivery of the Bonds to the underwriters, upon payment of the purchase price thereof.

Section 11. The Executive Director and the other proper officers of the Agency are hereby authorized and directed to execute all documents they deem necessary in connection with the Program, including, but not limited to, regulatory agreements, reimbursement agreements, letter of

credit agreements, loan agreements, origination and servicing agreements and investment agreements, in each case with such other parties as the Executive Director may select in furtherance of the objectives of the Program).

Section 12. The Executive Director is hereby authorized to circulate one or more preliminary official statements relating to the Bonds and, after the sale of the Bonds, to execute and circulate one or more official statements relating to the Bonds, and the circulation of such preliminary official statement and such official statement to prospective and actual purchasers of the Bonds is hereby approved.

Section 13. The Agency is also of the opinion and hereby determines that the issuance of one or more series of Notes issued under a new indenture in an aggregate amount not to exceed the amount of Bonds issued or to be issued pursuant to this resolution is necessary to provide sufficient funds for the Program, and hereby authorizes Notes in such aggregate amount to be issued. The Executive Director is hereby authorized and directed, for and on behalf and in the name of the Agency, to execute and deliver a credit agreement (the "Credit Agreement") in a form similar to that utilized with respect to the Agency's Revolving Credit Agreement Notes, with such changes as the Executive Director may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Credit Agreement may be with one or more banks or other financial institutions and in such form as will permit the Agency to borrow from such banks or financial institutions at any time or from time to time an amount not to exceed the amount of Notes authorized to be issued pursuant to this resolution. The obligation of the Agency to repay each such borrowing shall be evidenced by the Notes, which may be issued in such series, have such denominations, such registration and redemption provisions, such places and mediums of payment and such maturities and may bear interest at the fixed or variable rate or rates (not exceeding twelve percent (12%) per annum) specified in the Credit Agreement, all as the Executive Director deems appropriate upon consultation with the Treasurer.

The Executive Director and Secretary are hereby authorized and directed, for and on behalf and in the name of the Agency, to execute and deliver to the Treasurer as trustee and/or, if appropriate, to a trustee or co-trustee selected by the Executive Director with the approval of the Treasurer, one or more new general indentures and one or more supplemental indentures, similar in form to the general indenture and supplemental indenture used with respect to the Agency's Revolving Credit Agreement Notes, each with such changes

therein as the officers executing the same approve, such approval to be conclusively evidenced by the execution and delivery thereof. Changes reflected in such new indenture may include, without limitation, modifications recognizing that interest on the Notes may not be excludable from gross income for federal income tax purposes, modifications recognizing that the Notes are financing the Program rather than the Multi-Unit Housing Finance Program, and provisions to additionally secure the Notes in a manner comparable to that authorized in Section 4 hereof for Bonds, in each case if appropriate in furtherance of the objectives of the Program.

The Executive Director is hereby authorized and directed to submit to the Housing Bond Credit Committee a statement of the purpose for which the Notes are proposed to be issued and the tentative aggregate amount of such proposed issues.

The Executive Director is hereby authorized and directed to execute and deliver, or cause to be delivered, and the Secretary is hereby authorized to attest, for and on behalf and in the name of the Agency and under its seal, the Notes, in an aggregate amount not to exceed the amount authorized hereby, in accordance with an appropriate supplemental indenture and in one or more of the forms set forth in such supplemental indenture.

Section 14. All actions previously taken by the officers of the Agency in connection with the issuance of the Notes and Bonds are hereby approved and ratified.

Section 15. The proper officers of the Agency are hereby authorized and directed to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Notes and Bonds and otherwise to effectuate the purposes of this resolution.

Section 16. In the Executive Director's absence or upon his authorization, all actions by the Executive Director herein approved or authorized may be taken by the Director of Financing of the Agency.

Section 17. The first sentence of Section 2 of Resolution No. 88-09, adopted by the Agency on May 12, 1988, is hereby amended by substituting the date January 12, 1989 for the date July 1, 1989 appearing therein.

SECRETARY'S CERTIFICATE

I, Robert L. McWhirk, Secretary of the Board of Directors of the California Housing Finance Agency, hereby certify that the foregoing is a full, true, and correct copy of Resolution 89-01 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 12th day of January, 1989, of which meeting all said directors had due notice; and that at said meeting said Resolution was adopted by the following vote:

AYES: Geoghegan (by Brown); Hendricks; Langston; O'Brien;
Reed; Sterpa.
NOES: None
ABSTENTIONS: None
ABSENT: Baldwin; Gordon; Hawkins; Hayes.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true, and correct copy of the original Resolution adopted at said meeting and entered in said minutes; and that said Resolution has not been amended, modified or rescinded in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the Board of Directors of the California Housing Finance Agency hereto this 12th day of January, 1989.



ROBERT L. MCWHIRK

Secretary of the Board of
Directors of the California
Housing Finance Agency

[SEAL]