

RESOLUTION NO. 08-44

RESOLUTION AMENDING RESOLUTION NO. 06-06, AS PREVIOUSLY AMENDED,
OF THE CALIFORNIA HOUSING FINANCE AGENCY
AUTHORIZING THE ISSUANCE OF THE AGENCY'S BONDS, SHORT- AND LONG
TERM CREDIT FACILITIES, AND RELATED FINANCIAL AGREEMENTS AND
CONTRACTS OF SERVICES FOR THE PURPOSE OF FINANCING LOANS IN
CONNECTION WITH THE BAY AREA HOUSING PLAN

WHEREAS, the Agnews Developmental Center is a residential medical facility in Santa Clara County, California, and houses a large population of severely developmentally disabled persons in need of care ranging from intermediate to skilled to acute care;

WHEREAS, the California Department of Developmental Services ("DDS") has adopted a plan to close the Agnews Developmental Center, pursuant to which plan (the "Bay Area Housing Plan") approximately half of its residents are to be relocated to other existing residential facilities, and the remainder are to be relocated to residential facilities to be acquired, constructed and/or rehabilitated (the "New Facilities");

WHEREAS, under the Bay Area Housing Plan, each New Facility is to be permanently financed by a loan (each, a "Loan") made or purchased by the California Housing Finance Agency (the "Agency");

WHEREAS, on January 12, 2006, this Board of Directors (the "Board") of the Agency adopted Resolution No. 06-06 (as amended as described below, the "BAHP Bond Resolution"), authorizing, among other things, the issuance of bonds (the "Bonds") and the execution and delivery of related financial agreements (including certain forms of the indentures to provide for the issuance of and securing the Bonds) for the purpose of financing Loans in connection with the Bay Area Housing Plan;

WHEREAS, on September 12, 2007, the Board adopted Resolution No. 07-28 amending Resolution No. 06-06 to extend the period during which Bonds may be issued and to authorize the issuance of limited obligation Bonds, if appropriate;

WHEREAS, the Agency has determined to amend the BAHP Bond Resolution to extend further the period during which Bonds may be issued and to increase the maximum interest rate that the Bonds may bear;

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

Section 1. Extension of the Period for the Issuance of the Bonds. Section 2 of the BAHP Bond Resolution is hereby amended and restated to read in its entirety as follows:

Section 2. Authorization and Timing. The Bonds are hereby authorized to be issued at such time or times on or before the day 30 days after the date on which is held the first meeting in the year 2010 of the Board of Directors of the Agency at which a quorum is present, as the Executive Director deems appropriate, upon consultation with the Treasurer of the State of California (the "Treasurer") as to the timing of each such issuance; provided, however, that if the Bonds are sold at a time on or before the day 30 days after the date on which is held such meeting, pursuant to a forward purchase or drawdown agreement providing for the issuance of such Bonds on a later date on or before August 1, 2011, upon specified terms and conditions, such Bonds may be issued on such later date."

Section 2. Addition of Alternative Form of Indenture. Section 4 of the BAHP Bond Resolution is hereby amended and restated to read in its entirety as follows:

Section 4. Approval of Forms and Terms of Bonds. The Bonds shall be in such denominations, have such registration provisions, be executed in such manner, be payable in such medium of payment at such place or places within or without California, be subject to such terms of redemption (including from such sinking fund installments as may be provided for) and contain such terms and conditions as each Indenture as finally approved shall provide. The Bonds shall have the maturity or maturities and shall bear interest at the fixed, adjustable or variable rate or rates deemed appropriate by the Executive Director in furtherance of the objectives of the Program; provided that no Bond shall have a term in excess of fifty years or bear interest at a stated rate in excess of twenty-five percent (25%) per annum. Any of the Bonds and the Supplemental Indenture(s) may contain such provisions as may be necessary to accommodate an option to put such Bonds prior to maturity for purchase by or on behalf of the Agency or a person other than the Agency, to accommodate the requirements of any provider of bond insurance or other credit or liquidity enhancement or to accommodate the requirements of purchasers of Dutch auction bonds or indexed floaters."

Section 3. Ratification of BAHP Bond Resolution. As amended hereby, the BAHP Bond Resolution is in all respects confirmed; and Resolution No. 06-06, Resolution No. 07-28 and this resolution shall be read, taken and considered as one instrument.

Section 4. Resolution to Constitute Authorization For Purposes of Validation Statutes. This resolution shall constitute the authorization of Bonds for purposes of California Government Code Section 17700 and California Code of Civil Procedure Title 10, Chapter 9 (Section 860 et seq.) with respect to any Bonds issued under with interest rates in excess of the interest rates originally authorized by Section 4 of the Resolution No. 06-06. As a result, under California Code of Civil Procedure Section 863, any action by any interested person to challenge the validity of any such Bonds must be brought within 60 days of the adoption hereof.

SECRETARY'S CERTIFICATE

I, Thomas C. Hughes, 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 No. 08-44 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 13th day of November, 2008, of which meeting all said directors had due notice; and that at said meeting said resolution was adopted by the following vote:

AYES: Peters (for Bonner); Galante; Gay; Mandell (for Jacobs); Javits; Redway (for Lockyer); Carey

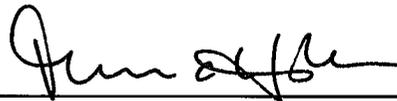
NOES: none

ABSTENTIONS: none

ABSENT: Shine

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 13th day of November, 2008.

[SEAL] Thomas C. Hughes



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

SECRETARY'S CERTIFICATE

I, Thomas C. Hughes, 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 the Resolution No. 08-44 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 13th day of November, 2008, of which meeting all said directors had due notice; and that at said meeting said resolution was adopted by the following vote:

AYES: Peters (for Bonner); Galante; Gay; Mandell (for Jacobs); Javits; Redway (for Lockyer); Carey

NOES: none

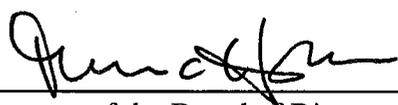
ABSTENTIONS: none

ABSENT: Shine

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 13th day of November, 2008.

[SEAL] Thomas C. Hughes


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