

MEMORANDUM

To: Board of Directors

Date: January 8, 2009



From: Bruce D. Gilbertson, Director of Financing
CALIFORNIA HOUSING FINANCE AGENCY

Subject: ANNUAL MULTIFAMILY BOND REAUTHORIZATION RESOLUTION 09-02

Resolution 09-02 would authorize the sale and issuance of CalHFA multifamily bonds with related interest rate swaps and other financial agreements, as necessary, for another year. In addition, the resolution would authorize the Agency to borrow for multifamily purposes using short-term credit facilities.

Annual reauthorization, a practice approved by the Board every year since 1987, enables the staff to schedule and size our bond transactions to meet the demand for loan funds throughout the year without regard to the timing of individual Board meetings.

Resolution 09-02 would authorize multifamily bonds to be issued in various amounts by category, as follows:

- (1) Equal to the amount of prior multifamily bonds being retired, including eligible bonds of other issuers;
- (2) Equal to the amount of private activity bond volume cap made available for the multifamily program by the California Debt Limit Allocation Committee (CDLAC);
- (3) Up to \$800 million for the combined amount of 501(c)(3) bonds, "governmental purpose" bonds, and federally-taxable multifamily bonds (in addition to any taxable bonds issued under the first category); and
- (4) Up to \$300 million for financing or refinancing the acquisition of existing multifamily loans;

The current bond market dislocation coupled with the possible downgrade of the Agency's general obligation rating is expected to severely limit new issuance activity for the multifamily program during calendar year 2009. The challenges faced by municipal issuers have been well documented and discussed with this Board on many

occasions over the last four months. However, if market conditions improve bonds would be authorized to be issued under any of the previously-approved forms of indenture as listed in the resolution and three new conduit forms of indenture attached to the resolution as Exhibits A, B and C. Current plans anticipate that the Agency will issue bonds under one or more of the conduit indentures to finance a small number of multifamily rental developments. Issuance under the Multifamily Housing Revenue Bonds III indenture, which relies on the Agency's general obligation ratings of Aa3/AA- for its credit, is less likely as of the date of this report.

The resolution would also authorize the full range of related financial agreements, including contracts for investment of bond proceeds, for warehousing of mortgages pending the availability of bond proceeds, for interest rate hedging, and for forward delivery of bonds through August 1, 2011. The resolution would also authorize contracts for consulting services or information services related to the financial management of the Agency, including advisors or consultants on interest rate swaps, cash flow management, contracts for financial printing and other financial services.

The resolution would also reauthorize short-term credit facilities in an aggregate amount not to exceed \$1 billion (for the Homeownership Programs, Multifamily Programs and Bay Area Housing Plan). This authorization would allow us to continue to utilize our warehouse line from the State's Pooled Money Investment Board, the Bank of America credit line and other such facilities that may become available to the Agency.

In order to allow for necessary overlap of authority for bond issues scheduled during the time that reauthorization is being considered, Resolution 09-02 would not expire until 30 days after the first Board meeting in the year 2010 at which there is a quorum. Likewise, last year's multifamily resolution (08-04) will not expire until 30 days after this meeting.

Attachments

1 RESOLUTION NO. 09-02

2 RESOLUTION OF THE CALIFORNIA HOUSING FINANCE AGENCY
3 AUTHORIZING THE AGENCY'S MULTIFAMILY BOND INDENTURES, THE ISSUANCE
4 OF MULTIFAMILY BONDS, CREDIT FACILITIES FOR MULTIFAMILY PURPOSES,
5 AND RELATED FINANCIAL AGREEMENTS
6 AND CONTRACTS FOR SERVICES

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

11 WHEREAS, the Agency has determined that it is in the public interest for the
12 Agency to assist in providing such financing by means of an ongoing program (the "Program")
13 to make or acquire, or to make loans to lenders to make or acquire, mortgage loans, for the
14 purpose of financing such Developments (the "Loans");

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

21 WHEREAS, pursuant to the Act, the Agency has the authority to enter into credit
22 facilities for the purpose of financing the Program, including the making of Loans and the
23 payment of other costs of the Agency incident to, and necessary or convenient to, the issuance of
24 the bonds;

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

27 **Section 1. Determination of Need and Amount.** The Agency is of the opinion
28 and hereby determines that the offer, sale and issuance of one or more series of multifamily
29 housing revenue bonds (the "Bonds"), in an aggregate amount not to exceed the sum of the
30 following amounts is necessary to provide sufficient funds for the Program:

- 31 (a) the aggregate amount of prior multifamily bonds of the Agency (or of other
32 issuers to the extent permitted by law) to be redeemed or maturing in connection
33 with such issuance;
- 34 (b) the aggregate amount of private activity bond allocations under federal tax law
35 heretofore or hereafter made available to the Agency for such purpose;

1 (c) if and to the extent the Bonds are “qualified 501(c)(3) bonds” under federal tax
2 law, are not “private activity bonds” under federal tax law, or are determined by
3 the Executive Director of the Agency (the “Executive Director”) to be intended
4 not to be tax-exempt for federal income tax purposes, \$800,000,000; and

5 (d) if and to the extent the Bonds are issued for the purpose of financing or
6 refinancing the acquisition of existing Loans that finance existing Developments,
7 or for the purpose of refinancing such Developments, \$300,000,000.

8 **Section 2. Authorization and Timing.** The Bonds are hereby authorized to be
9 issued at such time or times on or before the day 30 days after the date on which is held the first
10 meeting in the year 2010 of the Board of Directors of the Agency at which a quorum is present,
11 as the Executive Director deems appropriate, upon consultation with the Treasurer of the State of
12 California (the “Treasurer”) as to the timing of each such issuance; *provided, however*, that if the
13 Bonds are sold at a time on or before the day 30 days after the date on which is held such
14 meeting, pursuant to a forward purchase or drawdown agreement providing for the issuance of
15 such Bonds on a later date on or before August 1, 2011, upon specified terms and conditions,
16 such Bonds may be issued on such later date; and *provided, further*, that Bonds being issued to
17 refund Bonds of the type described in Section 1(d) of this resolution or to refinance
18 Developments financed by Bonds of the type described in such Section 1(d) may be issued at any
19 time prior to the original maturity date of the original Loans financed by such Bonds.

20 **Section 3. Approval of Indentures, Supplemental Indentures and Certain**
21 **Other Financing Documents.** (a) The Executive Director and the Secretary of the Board of
22 Directors of the Agency (the “Secretary”) are hereby authorized and directed, for and on behalf
23 and in the name of the Agency in connection with the issuance of Bonds, to execute and
24 acknowledge and to deliver to a duly qualified bank or trust company selected by the Executive
25 Director to act, with the approval of the Treasurer, as trustee, fiscal agent or paying agent of the
26 Agency (the “Trustee”), one or more new indentures, trust agreements or similar documents
27 providing for the issuance of bonds (the “New Indentures”), in one or more forms similar to one
28 or more of the following (collectively, the “Prior Indentures”):

29 (1) the Multi-Family Revenue Bonds (Federally Insured Loans) Indenture, dated as of
30 April 17, 1979;

31 (2) the Multi-Unit Rental Housing Revenue Bonds Indenture, dated as of July 12,
32 1979;

33 (3) the Rental Housing Revenue Bonds (FHA Insured Loans) Indenture, dated as of
34 June 1, 1982;

35 (4) the Multi-Unit Rental Housing Revenue Bonds II Indenture, dated as of
36 September 1, 1982;

37 (5) the Multifamily Rehabilitation Revenue Bonds, 1983 Issue A Indenture, dated as
38 of December 1, 1983;

- 1 (6) the Multifamily Housing Revenue Bond (Insured Letter of Credit 1984-I)
2 Indenture, dated as of March 1, 1984;
- 3 (7) the Housing Revenue Bond Indenture, dated as of July 1, 1984;
- 4 (8) the Multifamily Rehabilitation Revenue Bond, 1985 Issue A, Indenture, dated as
5 of March 1, 1985;
- 6 (9) the form of indenture approved by the Board of Directors of the Agency at its
7 May 11, 1989 meeting for the Financial Guaranty Insurance Company program;
- 8 (10) the Housing Revenue Bond II Indenture, dated as of July 1, 1992;
- 9 (11) the Multifamily Housing Revenue Refunding Bond Indentures, dated as of July 1,
10 1993 (including as originally delivered and as amended and restated);
- 11 (12) the Multifamily Housing Revenue Bond (Tara Village Apartments), 1994 Series
12 A, Indenture, dated as of November 1, 1994;
- 13 (13) the Multifamily Housing Revenue Bond (FHA Insured Mortgage Loans)
14 Indenture, dated February 1, 1995;
- 15 (14) the Multifamily Housing Revenue Bond II Indenture, dated as of October 1, 1995;
- 16 (15) the Multifamily Housing Revenue Bond III Indenture, dated as of March 1, 1997;
- 17 (16) the form of commercial paper note indenture presented to the May 11, 2000
18 meeting of the Agency;
- 19 (17) the Multifamily Loan Purchase Bond Indenture, dated as of July 1, 2000;
- 20 (18) the form of draw down bond indenture approved by Resolution No. 01-05, as
21 amended by Resolution No. 01-39, adopted November 8, 2001;
- 22 (19) the form of bond indenture approved by Resolution No. 02-02, as amended by
23 Resolution 02-17, adopted June 6, 2002;
- 24 (20) the Housing Program Bond Indenture, dated as of November 1, 2004;
- 25 (21) the form of Fannie Mae stand-alone Indenture attached hereto as Exhibit A;
- 26 (22) the form of Freddie Mac stand-alone Indenture attached hereto as Exhibit B; or
- 27 (23) the form of Master Pledge and Assignment attached hereto as Exhibit C.

28 Each such New Indenture may be executed, acknowledged and delivered with
29 such changes therein as the officers executing the same approve upon consultation with the
30 Agency's legal counsel, such approval to be conclusively evidenced by the execution and
31 delivery thereof.

1 (b) For each series of Bonds, the Executive Director and the Secretary are hereby
2 authorized and directed, for and on behalf and in the name of the Agency, if appropriate, to
3 execute and acknowledge and to deliver with respect to each series of Bonds, a supplemental
4 indenture (a "Supplemental Indenture") under either one of the Prior Indentures or a New
5 Indenture and in substantially the form of any supplemental indenture or series indenture
6 executed or approved in connection with any of the Prior Indentures, in each case, with such
7 changes therein as the officers executing the same approve upon consultation with the Agency's
8 legal counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

9 The Executive Director is hereby expressly authorized and directed, for and on
10 behalf and in the name of the Agency, to determine in furtherance of the objectives of the
11 Program those matters required to be determined under the applicable Prior Indenture or the New
12 Indentures, as appropriate, in connection with the issuance of each such series.

13 (c) For each series of Bonds, the Executive Director is hereby authorized and
14 directed to execute, and the Secretary is hereby authorized to attest, for and in the name and on
15 behalf of the Agency and under its seal, if and to the extent appropriate, a reimbursement
16 agreement, a letter of credit agreement or any other arrangement with respect to credit
17 enhancement or liquidity support, and any intercreditor agreement related thereto, in
18 substantially the forms of the reimbursement agreements, letter of credit agreements or other
19 such arrangements, and intercreditor agreements, contemplated under the Prior Indentures or
20 New Indentures or used in connection with the bonds issued under one or more of the Prior
21 Indentures.

22 (d) Any New Indenture, Supplemental Indenture, reimbursement agreement,
23 letter of credit agreement or other such arrangement, or intercreditor agreement, as finally
24 executed may include such modifications as the Executive Director may deem necessary or
25 desirable in furtherance of the objectives of the Program, including, but not limited to, one or
26 more of the following provisions:

- 27 (1) for the Agency's insured or uninsured, limited or general, obligation to pay any
28 debt secured thereby,
- 29 (2) for a pledge of an amount of the Supplementary Bond Security Account to the
30 extent necessary to obtain an appropriate credit rating or appropriate credit
31 enhancement,
- 32 (3) for a pledge of additional revenues which may be released periodically to the
33 Agency from the lien of one or more indentures heretofore entered into by the
34 Agency, including but not limited to one or more of the following:
- 35 (A) the Prior Indentures,
- 36 (B) the Home Mortgage Revenue Bond Indenture, dated as of September 1,
37 1982, as amended, and
- 38 (C) the indentures under which are issued the Single Family Mortgage Bonds,

- 1 (4) for a deposit of such other available assets of the Agency in an appropriate
2 amount in furtherance of the Program,
- 3 (5) for risk sharing provisions dividing between the Agency and any credit provider
4 and/or FHA, in such manner as the Executive Director may deem necessary or
5 desirable in furtherance of the objectives of the Program, the credit and financing
6 risks relating to the Bonds and the Developments financed by the Bonds,
- 7 (6) for liquidity support,
- 8 (7) for contingent or deferred interest,
- 9 (8) for the subordination of any pledge of or lien on revenues or other collateral to
10 any pledge or lien securing other obligations,
- 11 (9) for the use or application of payments or receipts under any arrangement entered
12 into under Section 9 of this resolution.

13 **Section 4. Approval of Forms and Terms of Bonds.** The Bonds shall be in
14 such denominations, have such registration provisions, be executed in such manner, be payable
15 in such medium of payment at such place or places within or without California, be subject to
16 such terms of redemption (including from such sinking fund installments as may be provided for)
17 and contain such terms and conditions as each Indenture as finally approved shall provide. The
18 Bonds shall have the maturity or maturities and shall bear interest at the fixed, adjustable or
19 variable rate or rates deemed appropriate by the Executive Director in furtherance of the
20 objectives of the Program; *provided, however*, that no Bond shall have a term in excess of fifty
21 years or bear interest at a stated rate in excess of fifteen percent (15%) per annum, or in the case
22 of variable rate bonds, a maximum floating interest rate of twenty-five percent (25%) per annum.
23 Commercial paper shall be treated for these purposes as variable rate bonds. Any of the Bonds
24 and the Supplemental Indenture(s) may contain such provisions as may be necessary to
25 accommodate an option to put such Bonds prior to maturity for purchase by or on behalf of the
26 Agency or a person other than the Agency, to accommodate the requirements of any provider of
27 bond insurance or other credit enhancement or liquidity support or to accommodate the
28 requirements of purchasers of Dutch auction bonds or indexed floaters.

29 **Section 5. Authorization of Disclosure.** The Executive Director is hereby
30 authorized to circulate one or more preliminary official statements relating to the Bonds and,
31 after the sale of the Bonds, to execute and circulate one or more official statements relating to the
32 Bonds, and the circulation of such preliminary official statement and such official statement to
33 prospective and actual purchasers of the Bonds is hereby approved. The Executive Director is
34 further authorized to hold information meetings concerning the Bonds and to distribute other
35 information and material relating to the Bonds.

36 **Section 6. Authorization of Sale of Bonds.** The Bonds are hereby authorized to
37 be sold at negotiated or competitive sale or sales. The Executive Director is hereby authorized
38 and directed, for and in the name and on behalf of the Agency, to execute and deliver one or
39 more agreements, by and among the Agency, the Treasurer and such purchasers or underwriters
40 as the Executive Director may select (the "Purchasers"), relating to the sale of the Bonds, in such

1 form as the Executive Director may approve upon consultation with the Agency's legal counsel,
2 such approval to be evidenced conclusively by the execution and delivery of said agreements by
3 the Executive Director.

4 The Treasurer is hereby authorized and requested, without further action of this
5 Board and unless instructed otherwise by this Board, to sell the Bonds pursuant to the terms and
6 conditions set forth in each such agreement as finally executed on behalf of the Agency. The
7 Treasurer is hereby further authorized and requested to deposit the proceeds of any good faith
8 deposit to be received by the Treasurer under the terms of such agreement in a special trust
9 account for the benefit of the Agency, and the amount of such deposit shall be retained by the
10 Agency, applied at the time of delivery of the applicable Bonds as part of the purchase price
11 thereof, or returned to the Purchasers, as provided in such agreement.

12 Section 7. Authorization of Execution of Bonds. The Executive Director is
13 hereby authorized and directed to execute, and the Secretary of this Board is hereby authorized
14 and directed to attest, for and on behalf and in the name of the Agency and under its seal, the
15 Bonds, in an aggregate amount not to exceed the amount authorized hereby, in accordance with
16 each New Indenture or Supplemental Indenture in one or more of the forms set forth in such
17 New Indenture or Supplemental Indenture.

18 Section 8. Authorization of Delivery of Bonds. The Bonds when so executed,
19 shall be delivered to the Trustee to be authenticated by or caused to be authenticated by the
20 Trustee. The Trustee is hereby requested and directed to authenticate, or cause to be
21 authenticated, the Bonds by the execution of the certificate of authentication and registration
22 appearing thereon, and to deliver or cause to be delivered the Bonds when duly executed and
23 authenticated to the Purchasers in accordance with written instructions executed on behalf of the
24 Agency by the Executive Director, which instructions said officer is hereby authorized and
25 directed, for and on behalf and in the name of the Agency, to execute and deliver to the Trustee.
26 Such instructions shall provide for the delivery of the Bonds to the Purchasers, upon payment of
27 the purchase price thereof.

28 Section 9. Authorization of Related Financial Agreements. The Executive
29 Director and the other officers of the Agency are hereby authorized to enter into, for and in the
30 name and on behalf of the Agency, any and all agreements and documents designed (i) to reduce
31 or hedge the amount or duration of any payment, interest rate, spread or similar risk, (ii) to result
32 in a lower cost of borrowing when used in combination with the issuance or carrying of bonds or
33 investments, or (iii) to enhance the relationship between risk and return with respect to the
34 Program or any portion thereof. To the extent authorized by Government Code Section 5922,
35 such agreements or other documents may include (a) interest rate swap agreements, (b) forward
36 payment conversion agreements, (c) futures or other contracts providing for payments based on
37 levels of, or changes in, interest rates or other indices, (d) contracts to exchange cash flows for a
38 series of payments, or (e) contracts, including, without limitation, interest rate floors or caps,
39 options, puts or calls to hedge payment, interest rate, spread or similar exposure, and in each
40 such case may be entered into in anticipation of the issuance of bonds at such times as may be
41 determined by such officers. Such agreements and other documents are authorized to be entered
42 into with parties selected by the Executive Director, after giving due consideration for the

1 creditworthiness of the counterparties, where applicable, or any other criteria in furtherance of
2 the objectives of the Program.

3 **Section 10. Authorization of Program Documents.** The Executive Director
4 and the other officers of the Agency are hereby authorized and directed to execute all documents
5 they deem necessary or appropriate in connection with the Program, including, but not limited to,
6 regulatory agreements, loan agreements, origination and servicing agreements (or other loan-to-
7 lender documents), servicing agreements, developer agreements, financing agreements,
8 investment agreements, agreements to enter into escrow and forward purchase agreements,
9 escrow and forward purchase agreements, refunding agreements and continuing disclosure
10 agreements, in each case with such other parties as the Executive Director may select in
11 furtherance of the objectives of the Program.

12 The Executive Director and the other officers of the Agency are hereby authorized
13 to enter into, for and in the name and on behalf of the Agency, one or more mortgage sale
14 agreements with such purchasers as the Executive Director may select in accordance with the
15 objectives of the Program. Any such sale of Loans may be on either a current or a forward
16 purchase basis.

17 The Executive Director and the other officers of the Agency are hereby authorized
18 to enter into, for and in the name and on behalf of the Agency, contracts to conduct foreclosures
19 of mortgages owned or serviced by the Agency with such attorneys or foreclosure companies as
20 the Executive Director may select in accordance with the objectives of the Program.

21 The Executive Director and the other officers of the Agency are hereby authorized
22 to enter into, for and in the name and on behalf of the Agency, contracts for the sale of
23 foreclosed properties with such purchasers as the Executive Director may select in accordance
24 with the objectives of the Program. Any such sale of foreclosed properties may be on an all cash
25 basis or may include financing by the Agency. The Executive Director and the other officers of
26 the Agency are also authorized to enter into any other agreements, including but not limited to
27 real estate brokerage agreements and construction contracts, necessary or convenient for the
28 rehabilitation, listing and sale of such foreclosed properties.

29 **Section 11. Authorization of Credit Facilities.** In addition, the Executive
30 Director and the other officers of the Agency are hereby authorized to enter into, for and in the
31 name and on behalf of the Agency, one or more short-term or long-term credit facilities for the
32 purposes of (i) financing the purchase of Loans on an interim basis, prior to the financing of such
33 Loans with Bonds, whether issued or to be issued; (ii) financing expenditures of the Agency
34 incident to, and necessary or convenient to, the issuance of Bonds, including, but not limited to,
35 Agency expenditures to pay costs of issuance, capitalized interest, redemption price of prior
36 bonds of the Agency, costs relating to credit enhancement or liquidity support, costs relating to
37 investment products, or net payments and expenses relating to interest rate hedges and other
38 financial products; and (iii) enabling the Agency to restructure existing debt and related
39 purposes, including, but not limited to, the redemption of existing bonds and the acquisition of
40 bonds that have been put to liquidity providers as bank bonds. Any credit facility entered into
41 pursuant to this Section 11 may be from any appropriate source, including, but not limited to, the
42 Pooled Money Investment Account pursuant to Government Code Section 16312; *provided,*

1 *however*, that the aggregate outstanding principal amount of credit facilities authorized under this
2 resolution, Resolution No. 09-01 (the single family financing resolution adopted at the same
3 meeting), or Resolution No. 06-06 (the Bay Area Housing Plan resolution) may not at any time
4 exceed \$1,000,000,000 (separate and apart from the amount of Bonds authorized by Section 1 of
5 this resolution).

6 The Executive Director and the other officers of the Agency are hereby authorized
7 to use available Agency moneys (other than and in addition to the proceeds of bonds) to make or
8 purchase loans to be financed by bonds (including bonds authorized by prior resolutions of this
9 Board) in anticipation of draws on a credit facility, the issuance of Bonds or the availability of
10 Bond proceeds for such purposes.

11 The Executive Director and the other officers of the Agency are hereby authorized
12 to use available Agency moneys to purchase Agency bonds to enable the Agency to restructure
13 its debt and for related purposes. Any Agency bonds so purchased shall remain outstanding for
14 all purposes except to the extent that the Executive Director or the other officers of the Agency
15 expressly provide for the retirement or redemption, and cancellation, of such bonds. Any
16 Agency bonds so purchased may be purchased and resold, in each case on such terms as may be
17 determined by the Executive Director and the other officers of the Agency in the best interests of
18 the Agency. The agency may establish any account or accounts as may be necessary or desirable
19 in connection with the purchase of such bonds.

20 **Section 12. Ratification of Prior Actions.** All actions previously taken by the
21 officers of the Agency in connection with the implementation of the Program, the issuance of the
22 Bonds, the issuance of any prior bonds (the "Prior Bonds"), the execution and delivery of related
23 financial agreements and related program agreements and the implementation of any credit
24 facilities as described above are hereby approved and ratified.

25 **Section 13. Authorization of Related Actions and Agreements.** The Treasurer,
26 the Executive Director and the officers of the Agency, or the duly authorized deputies thereof,
27 are hereby authorized and directed, jointly and severally, to do any and all things and to execute
28 and deliver any and all agreements and documents which they deem necessary or advisable in
29 order to consummate the issuance, sale, delivery, remarketing, conversion and administration of
30 Bonds and Prior Bonds and otherwise to effectuate the purposes of this resolution, including
31 declaring the official intent of the Agency for purposes of U.S. Treasury Regulations Section
32 1.150-2, and including executing and delivering any amendment or supplement to any agreement
33 or document relating to Bonds or Prior Bonds in any manner that would be authorized under this
34 resolution if such agreement or document related to Bonds authorized by this resolution. Such
35 agreements may include, but are not limited to, remarketing agreements, tender agreements or
36 similar agreements regarding any put option for Bonds or Prior Bonds, broker-dealer agreements,
37 market agent agreements, auction agent agreements or other agreements necessary or desirable in
38 connection with the issuance of Bonds in, or the conversion of Bonds or Prior Bonds to, an
39 auction rate mode or an indexed rate mode, agreements for the investment of moneys relating to
40 the Bonds or Prior Bonds, reimbursement agreements relating to any credit enhancement or
41 liquidity support or put option provided for the Bonds or the Prior Bonds, continuing disclosure
42 agreements and agreements for necessary services provided in the course of the issuance of the
43 bonds, including but not limited to, agreements with bond underwriters and placement agents,

1 bond trustees, bond counsel and financial advisors and contracts for consulting services or
2 information services relating to the financial management of the Agency, including advisors or
3 consultants on interest rate swaps, cash flow management, and similar matters, and contracts for
4 financial printing and similar services. The Agency's reimbursement obligation under any such
5 reimbursement agreement may be a special, limited obligation or a general obligation and may,
6 subject to the rights of the Bondholders, be secured by a pledge of the same revenues and assets
7 that may be pledged to secure Bonds or by a pledge of other revenues and assets.

8 This resolution shall constitute full, separate, complete and additional authority
9 for the execution and delivery of all agreements and instruments described in this resolution,
10 without regard to any limitation in the Agency's regulations and without regard to any other
11 resolution of the Board that does not expressly amend and limit this resolution.

12 Section 14. Additional Delegation. All actions by the Executive Director
13 approved or authorized by this resolution may be taken by the Chief Deputy Director of the
14 Agency, the Director of Financing of the Agency, the Comptroller of the Agency or any other
15 person specifically authorized in writing by the Executive Director, and except to the extent
16 otherwise taken by another person shall be taken by the Chief Deputy Director during any period
17 in which the office of the Executive Director is vacant.

1 SECRETARY'S CERTIFICATE

2
3 I, Thomas C. Hughes, Secretary of the Board of Directors of the California
4 Housing Finance Agency, hereby certify that the foregoing is a full, true, and correct copy of
5 Resolution No. 09-02 duly adopted at a regular meeting of the Board of Directors of the
6 California Housing Finance Agency duly called and held on the 22nd day of January, 2009, of
7 which meeting all said directors had due notice; and that at said meeting said resolution was
8 adopted by the following vote:
9

10 AYES:

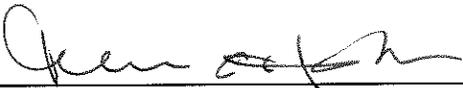
11 NOES:

12 ABSTENTIONS:

13
14
15
16 ABSENT:

17
18 IN WITNESS WHEREOF, I have executed this certificate and affixed the seal
19 of the Board of Directors of the California Housing Finance Agency hereto this 22nd day of
20 January, 2009.
21

22
23
24
25 [SEAL]

26 
27 _____
Thomas C. Hughes
Secretary of the Board of Directors of the
California Housing Finance Agency

1 SECRETARY'S CERTIFICATE

2
3 I, Thomas C. Hughes, Secretary of the Board of Directors of the California
4 Housing Finance Agency, hereby certify that the foregoing is a full, true, and correct copy of
5 the Resolution No. 09-02 duly adopted at a regular meeting of the Board of Directors of the
6 California Housing Finance Agency duly called and held on the 22nd day of January, 2009, of
7 which meeting all said directors had due notice; and that at said meeting said resolution was
8 adopted by the following vote:

9
10 AYES:

11
12 NOES:

13
14 ABSTENTIONS:

15
16 ABSENT:

17
18 I further certify that I have carefully compared the foregoing copy with the
19 original minutes of said meeting on file and of record in my office; that said copy is a full,
20 true, and correct copy of the original resolution adopted at said meeting and entered in said
21 minutes; and that said resolution has not been amended, modified, or rescinded in any manner
22 since the date of its adoption, and the same is now in full force and effect.

23
24 IN WITNESS WHEREOF, I have executed this certificate and affixed the seal
25 of the Board of Directors of the California Housing Finance Agency hereto this ____ day of
26 _____, ____.

27
28
29 [SEAL]

30 
31 _____
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 Resolution No. 09-02 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 22nd day of January, 2009, 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), CAREY, GALANTE, JACOBS, JAVITS, SHINE,

REDWAY (for Lockyer), GAY

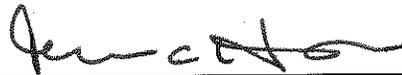
NOES: NONE

ABSTENTIONS: NONE

ABSENT: SMITH

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 22nd day of January, 2009.

[SEAL]



Thomas C. Hughes
Secretary of the Board of Directors of the
California Housing Finance Agency