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SECRETARY'S CERTIFICATE

I, Claire Tauriainen, the undersigned, do hereby certify that I am the duly authorized Secretary of the Board of Directors of the California Housing Finance Agency, and hereby further certify that the foregoing is a full, true, and correct copy of Resolution No. 19-23 duly adopted at a special meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 6th day of December, 2019, at which meeting all said directors had due notice, a quorum was present and that at said meeting said resolution was adopted by the following vote:

AYES: Gunning, Agee (for Ma), Russell, Sotelo, Johnson-Hall,
Olmstead (for McCauley), von Koch-Liebert (for Podesta)

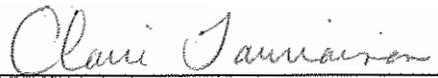
NOES:

ABSTENTIONS:

ABSENT: Prince, Hunter, Avila Farias, Gallagher, Imbasciani

IN WITNESS WHEREOF, I have executed this certificate hereto this 6th day of December 2019.

ATTEST:



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

1 BOARD OF DIRECTORS
2 OF THE CALIFORNIA HOUSING FINANCE AGENCY

3
4 RESOLUTION NO. 19-23

5
6 RESOLUTION AUTHORIZING A FINAL LOAN COMMITMENT

7
8 WHEREAS, the California Housing Finance Agency (the "Agency") has
9 received a loan application on behalf of West Oaks Apartments, L.P., a California
10 limited partnership, (the "Borrower"), seeking a loan commitment, the proceeds of which
11 are to be used to provide financing for a multifamily housing development located in
12 Santa Rosa, Sonoma County, California, known as West Oaks (the "Development"); and
13

14 WHEREAS, the loan application has been reviewed by Agency staff which
15 prepared a report presented to the Board on the meeting date recited below (the "Staff
16 Report"), recommending Board approval subject to certain recommended terms and
17 conditions; and
18

19 WHEREAS, Agency staff has determined or expects to determine prior to
20 making a binding commitment to fund the loan for which the application has been made,
21 that (i) the Agency can effectively and prudently raise capital to fund the loan for which
22 the application has been made, by direct access to the capital markets, by private
23 placement, or other means and (ii) any financial mechanisms needed to insure prudent
24 and reasonable financing of loans can be achieved; and
25

26 WHEREAS, the Board wishes to grant the staff the authority to enter into a loan
27 commitment upon Agency staff determining in its judgment that reasonable and prudent
28 financing mechanisms can be achieved;
29

30 NOW, THEREFORE, BE IT RESOLVED by the Board of Directors (the
31 "Board") of the California Housing Finance Agency as follows:
32

33 1. The Executive Director, or in her absence, the Chief Deputy Director, is
34 hereby authorize to execute and deliver a final commitment letter, in a form acceptable
35 to the Agency, and subject to recommended terms and conditions set forth in the Staff
36 Report and any terms and conditions as the Board has designated in the Minutes of the
37 Board Meeting, in relation to the Development described above and as follows:
38

39 PROJECT	DEVELOPMENT NAME/	MORTGAGE
40 <u>NUMBER</u>	<u>LOCALITY</u>	<u>AMOUNT</u>
42 19-039-N	43 WEST OAKS 44 Santa Rosa, Sonoma County 45 California	46 \$4,750,000.00 (Taxable Permanent Loan w/HUD Risk Sharing)

1 The Board recognizes that in the event that staff cannot determine that reasonable and
2 prudent financing mechanisms can be achieved, the staff will not enter into loan
3 commitments to finance the Development. In addition, access to capital markets, or
4 financing related thereto, may require significant changes to the terms of loans submitted
5 to the Board. Notwithstanding paragraph 2 below, the staff is authorized to make any
6 needed modifications to the loan which in staff's judgment are directly or indirectly the
7 result of the disruptions to the capital markets referred to above.

8
9 2. The Executive Director may modify the terms and conditions of the loan
10 or loans as described in the Staff Report, provided that major modifications, as defined
11 below, must be submitted to this Board for approval. "Major modifications" as used
12 herein means modifications which either (i) increase the total aggregate amount of any
13 loans made pursuant to the Resolution by more than 7%; or (ii) modifications which in
14 the judgment of the Executive Director, or in her absence, the Chief Deputy Director of
15 the Agency, adversely change the financial or public purpose aspects of the final
16 commitment in a substantial way.

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