

1 BOARD OF DIRECTORS
2 OF THE CALIFORNIA HOUSING FINANCE AGENCY
3

4 RESOLUTION NO. 23-04

5 RESOLUTION AUTHORIZING THE AGENCY'S SINGLE FAMILY BOND INDENTURES,
6 THE ISSUANCE OF SINGLE FAMILY BONDS, CREDIT FACILITIES FOR
7 HOMEOWNERSHIP PURPOSES, AND RELATED FINANCIAL AGREEMENTS AND
8 CONTRACTS FOR SERVICES
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10 WHEREAS, the California Housing Finance Agency (the "Agency") has
11 determined that there exists a need in California for providing financial assistance, directly or
12 indirectly, to persons and families of low or moderate income to enable them to purchase or
13 refinance moderately-priced single family residences ("Residences");
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15 WHEREAS, the Agency has determined that it is in the public interest for the
16 Agency to assist in providing such financing by means of various programs, including whole
17 loan and mortgage-backed securities programs (collectively, the "Program") to make loans to
18 such persons and families, or to developers, for the acquisition, development, construction and/or
19 permanent financing of Residences (the "Loans");
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21 WHEREAS, pursuant to Parts 1 through 4 of Division 31 of the Health and Safety
22 Code of the State of California (the "Act"), the Agency has the authority to issue bonds to
23 provide sufficient funds to finance the Program, including the purchase of mortgage-backed
24 securities ("MBSs") secured by Loans, the payment of capitalized interest on the bonds, the
25 establishment of reserves to secure the bonds, and the payment of other costs of the Agency
26 incident to, and necessary or convenient to, the issuance of the bonds;
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28 WHEREAS, the Agency, pursuant to the Act, has from time to time issued
29 various series of its Home Mortgage Revenue Bonds (the "HMP Bonds"), its Housing Program
30 Bonds (the "HP Bonds"), and its Residential Mortgage Revenue Bonds (the "RMR Bonds"), and
31 is authorized pursuant to the Act to issue additional HMP Bonds, HP Bonds, and RMR Bonds
32 (collectively with bonds authorized under this resolution to be issued under new indentures, the
33 "Bonds") to provide funds to finance the Program;
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35 WHEREAS, the Bonds may be issued for the primary purpose of purchasing
36 MBSs ("MBS Bonds") and
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38 WHEREAS, pursuant to the Act, the Agency has the authority to enter into credit
39 facilities for the purpose of financing the Program, including the making of Loans and the
40 payment of other costs of the Agency incident to, and necessary or convenient to, the issuance of
41 the bonds;
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43 NOW, THEREFORE, BE IT RESOLVED by the Board of Directors (the
44 "Board") of the California Housing Finance Agency as follows:
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ARTICLE I

AUTHORIZATION AND TERMS OF MBS BONDS

Section 1. **Determination of Need and Amount of MBS Bonds.** The Agency is of the opinion and hereby determines that the issuance of one or more series of MBS Bonds, in an aggregate amount not to exceed the sum of the following amounts, is necessary to provide sufficient funds for the Program:

(a) the aggregate amount available for the retirement of Bonds and/or other qualified mortgage bonds and deemed replaced for federal tax law purposes with proceeds of such issuance,

(b) the aggregate amount of private activity bond allocations under federal tax law heretofore or hereafter made available to the Agency for such purpose, and

(c) if and to the extent interest on one or more of such series of Bonds is determined by the Executive Director to be intended not to be excludable from gross income for federal income tax purposes, \$100,000,000.

Section 2. **Authorization and Timing of MBS Bonds.** The MBS Bonds are hereby authorized to be issued in such aggregate amount at such time or times on or before the day 60 days after the date on which is held the first meeting of the Board on or after March 1, 2024 at which a quorum is present, as the Executive Director of the Agency (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 60 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 or before October 1, 2025 upon specified terms and conditions, such Bonds may be issued on such later date.

Section 3. **Approval of Forms of Indentures Related to MBS Bonds and Amendments.** The Executive Director and the Secretary of the Board of Directors of the Agency (the "Secretary") are hereby authorized and directed, for and on behalf and in the name of the Agency in connection with the issuance of MBS Bonds, to execute and acknowledge and to deliver to the Trustees one or more new indentures, trust agreements or similar documents providing for the issuance of MBS Bonds (the "New MBS Indentures"), in one or more forms similar to Articles I through XII of the RMR Indenture.

Each such New MBS Indenture may be executed, acknowledged and delivered with such changes therein as the officers executing the same approve upon consultation with the Agency's legal counsel, such approval to be conclusively evidenced by the execution and delivery thereof. Changes reflected in any New MBS Indenture may include provision for a supplemental pledge of Agency moneys or assets (including but not limited to a deposit from the

1 Supplementary Bond Security Account created under Section 51368 of the Act) to additionally
2 secure the MBS Bonds if appropriate in furtherance of the objectives of the Program.
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5 The Executive Director and the Secretary are hereby authorized and directed, for
6 and on behalf and in the name of the Agency, to execute and acknowledge and to deliver to the
7 Trustees one or more amendments to any New MBS Indenture, each with such provisions as the
8 officers executing the same approve upon consultation with the Agency's legal counsel, such
9 approval to be conclusively evidenced by the execution and delivery thereof.
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11 Section 4. **Fixed-Rate Bonds Only;** MBS Bonds shall be issued only as
12 fixed-rate bonds.
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14 Section 5. **Approval of Forms of Series and Supplemental Indentures**
15 **Related to MBS Bonds and Amendments.** The Executive Director and the Secretary are
16 hereby authorized and directed, for and on behalf and in the name of the Agency, to execute and
17 acknowledge and to deliver with respect to each series of MBS Bonds, if and to the extent
18 appropriate, series and/or supplemental indentures (each an "MBS Supplemental Indenture")
19 under either Articles I through XII of the RMR Indenture or a new MBS Indenture and in
20 substantially the form of the respective supplemental indentures previously executed and
21 delivered or approved, each with such changes therein as the officers executing the same approve
22 upon consultation with the Agency's legal counsel, such approval to be conclusively evidenced
23 by the execution and delivery thereof. Changes reflected in any MBS Supplemental Indenture
24 may include provision for a supplemental pledge of Agency moneys or assets (including but not
25 limited to, a deposit from the Supplementary Bond Security Account created under
26 Section 51368 of the Act) to additionally secure the Bonds if appropriate in furtherance of the
27 objectives of the Program.
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29 The Executive Director is hereby expressly authorized and directed, for and on
30 behalf and in the name of the Agency, to determine in furtherance of the objectives of the
31 Program those matters required to be determined under any New MBS Indenture, as appropriate,
32 in connection with the issuance of each such series, including, without limitation, any reserve
33 account requirement or requirements for such series.
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35 The Executive Director and the Secretary are hereby authorized and directed, for
36 and on behalf and in the name of the Agency, to execute and acknowledge and to deliver to the
37 Trustees one or more amendments to any series and/or supplemental indentures under any new
38 MBS Indenture, each with such provisions as the officers executing the same approve upon
39 consultation with the Agency's legal counsel, such approval to be conclusively evidenced by the
40 execution and delivery thereof.
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42 Section 6. **Approval of Forms and Terms of MBS Bonds.** The MBS Bonds
43 shall be in such denominations, have such registration provisions, be executed in such manner,
44 be payable in such medium of payment at such place or places within or without California, be
45 subject to such terms of redemption (including from such sinking fund installments as may be
46 provided for) and contain such terms and conditions as each MBS Supplemental Indenture as

1 finally approved shall provide. The MBS Bonds shall have the maturity or maturities and shall
2 bear interest at the fixed rate or rates deemed appropriate by the Executive Director in
3 furtherance of the objectives of the Program; *provided, however*, that no MBS Bond shall have a
4 term in excess of thirty-five (35) years or bear interest at a stated rate in excess of fifteen percent
5 (15%) per annum.

6 7 **ARTICLE II**

8 9 **PROVISIONS APPLICABLE TO ALL BONDS OF THE AGENCY**

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11 Section 7. **Authorization of Disclosure.** The Executive Director is hereby
12 authorized to circulate one or more Preliminary Official Statements relating to the Bonds and,
13 after the sale of the Bonds, to execute and circulate one or more Official Statements relating to
14 the Bonds, and the circulation of such Preliminary Official Statements and such Official
15 Statements to prospective and actual purchasers of the Bonds is hereby approved. The Executive
16 Director is further authorized to hold information meetings concerning the Bonds and to
17 distribute other information and material relating to the Bonds. Circulation of Preliminary
18 Official Statements and Official Statements and distribution of information and material as
19 provided above in this Section may be accomplished through electronic means or by any other
20 means approved therefor by the Executive Director, such approval to be conclusively evidenced
21 by such circulation or distribution.

22
23 Section 8. **Authorization of Sale of Bonds.** The Bonds are hereby
24 authorized to be sold at negotiated or competitive sale or sales, including but not limited to
25 private placements and public offerings. The Executive Director is hereby authorized and
26 directed, for and in the name and on behalf of the Agency, to execute and deliver one or more
27 purchase contracts (including one or more forward purchase agreements) relating to the Bonds,
28 by and among the Agency, the Treasurer and such underwriters or other purchasers as the
29 Executive Director may select (the "Purchasers"), in the form or forms approved by the
30 Executive Director upon consultation with the Agency's legal counsel, such approval to be
31 evidenced conclusively by the execution and delivery of said purchase contract by the Executive
32 Director.

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34 The Treasurer is hereby authorized and requested, without further action of the
35 Board and unless instructed otherwise by the Board, to sell each series of Bonds at the time and
36 place and pursuant to the terms and conditions set forth in each such purchase contract as finally
37 executed. The Treasurer is hereby further authorized and requested to deposit the proceeds of
38 any good faith deposit to be received by the Treasurer under the terms of a purchase contract in a
39 special trust account for the benefit of the Agency, and the amount of said deposit shall be
40 retained by the Agency, applied at the time of delivery of the applicable Bonds as part of the
41 purchase price thereof, or returned to the Purchasers, as provided in such purchase contract.

42
43 Section 9. **Authorization of Execution of Bonds.** The Executive Director is
44 hereby authorized and directed to execute, and the Secretary is hereby authorized to attest, for
45 and on behalf and in the name of the Agency and under its seal, the Bonds, in an aggregate
46 amount not to exceed the amount authorized hereby, in accordance with the New MBS

1 Indenture(s) and in one or more of the forms set forth in the New MBS Indenture(s), as
2 appropriate.
3

4 Section 10. **Authorization of Delivery of Bonds.** The Bonds, when so
5 executed, shall be delivered to the Trustees to be authenticated by, or caused to be authenticated
6 by, the Trustees. The Trustees are hereby requested and directed to authenticate, or cause to be
7 authenticated, the Bonds by executing the certificate of authentication and registration appearing
8 thereon, and to deliver the Bonds when duly executed and authenticated to the Purchasers in
9 accordance with written instructions executed on behalf of the Agency by the Executive
10 Director, which instructions said officer is hereby authorized and directed, for and on behalf and
11 in the name of the Agency, to execute and deliver. Such instructions shall provide for the
12 delivery of the Bonds to the Purchasers upon payment of the purchase price or prices thereof.
13

14 Section 11. **Authorization of Program Documents.** The Executive Director
15 and the other officers of the Agency are hereby authorized to enter into, for and in the name and
16 on behalf of the Agency, all documents they deem necessary or appropriate in connection with
17 the Program, including, but not limited to, one or more mortgage purchase and servicing
18 agreements (including mortgage-backed security pooling agreements) and one or more loan
19 servicing agreements with such lender or lenders or such servicer or servicers as the Executive
20 Director may select in accordance with the purposes of the Program, and any such selection of a
21 lender or lenders or a servicer or servicers is to be deemed approved by this Board as if it had
22 been made by this Board. The proceeds of MBS Bonds to be issued under the authority of this
23 Resolution shall be used to purchase MBSs guaranteed by Fannie Mae, Freddie Mac, Ginnie
24 Mac, or other appropriate guarantor and shall not be used to purchase whole loans. The MBSs to
25 be purchased may be secured by loans that have terms of 30 years or less.
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27 The Executive Director and the other officers of the Agency are hereby authorized
28 to enter into, for and in the name and on behalf of the Agency, one or more mortgage sale
29 agreements with such purchasers as the Executive Director may select in accordance with the
30 objectives of the Program, including but not limited to such agreements with Fannie Mae,
31 Freddie Mac or other government-sponsored enterprise or similar entity for such sales in bulk or
32 otherwise. Any such sale of Loans may be on either a current or a forward purchase basis.
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34 The Executive Director and the other officers of the Agency are hereby authorized
35 to enter into, for and in the name and on behalf of the Agency, contracts to conduct foreclosures
36 of mortgages owned or serviced by the Agency with such attorneys or foreclosure companies as
37 the Executive Director may select in accordance with the objectives of the Program.
38

39 The Executive Director and the other officers of the Agency are hereby authorized
40 to enter into, for and in the name and on behalf of the Agency, contracts for the sale of
41 foreclosed properties with such purchasers as the Executive Director may select in accordance
42 with the objectives of the Program. Any such sale of foreclosed properties may be on either an
43 all cash basis or may include financing by the Agency. The Executive Director and the other
44 officers of the Agency are also authorized to enter into any other agreements, including but not
45 limited to real estate brokerage agreements and construction contracts necessary or convenient
46 for the rehabilitation, listing and sale of such foreclosed properties.

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2 The Executive Director and the other officers of the Agency are hereby authorized
3 to enter into, for and in the name and on behalf of the Agency, (i) contracts or agreements for the
4 purchase or sale of mortgage-backed securities; (ii) servicing agreements, including master
5 servicing agreements, in connection with the operation of a program of mortgage-backed
6 securities; (iii) agreements with government-sponsored enterprises, or other secondary market
7 issuers or guarantors of mortgage-backed securities; and (iv) such other program documents as
8 are necessary or appropriate for the operation of a program of mortgage-backed securities; any of
9 the foregoing may, as applicable, be secured by any Loans, mortgage-backed securities and/or
10 other assets thereunder and/or the general obligation of the Agency.
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12 Section 12. **Authorization of Credit Facilities.** The Executive Director and
13 the other officers of the Agency are hereby authorized to enter into, for and in the name and on
14 behalf of the Agency, one or more short-term or long-term credit facilities, together with any
15 extensions or other amendments thereto, including but not limited to repurchase agreements, for
16 the purposes of (i) improving the credit and/or liquidity profile of Bonds of the Agency,
17 (ii) financing the purchase of Loans and/or mortgage-backed securities on an interim basis, prior
18 to the sale thereof to third parties and/or the financing thereof with Bonds, whether issued or to
19 be issued; (iii) financing expenditures of the Agency incident to, and necessary or convenient to,
20 the issuance of Bonds and/or the preservation of private activity volume cap for subsequent
21 recycling, including, but not limited to, Agency expenditures to pay costs of issuance, capitalized
22 interest, redemption price of prior bonds of the Agency or bonds issued by another issuer for the
23 purpose of preservation for subsequent recycling, costs relating to credit enhancement or
24 liquidity support, costs relating to investment products, or net payments and expenses relating to
25 interest rate hedges and other financial products; and (iv) enabling the Agency to restructure
26 existing debt and related purposes, including, but not limited to, the redemption of existing bonds
27 and the acquisition of bonds that have been put to liquidity providers as bank bonds. Any such
28 credit facility may be secured by any Loans, mortgage-backed securities and/or other assets
29 thereunder and/or the general obligation of the Agency. Any such credit facility may be from
30 any appropriate source as determined by the Director of Financing and approved by the
31 Executive Director, provided, however, that the aggregate outstanding principal amount of credit
32 facilities authorized under this resolution and the other financing resolutions adopted at the same
33 meeting, as amended from time to time, may not at any time exceed \$1,000,000,000. For
34 purposes of clarity, the above limitation applicable to credit facilities does not limit the amount
35 of Bonds authorized by this resolution.
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37 The Executive Director and the other officers of the Agency are hereby authorized
38 to use available Agency moneys (other than and in addition to the proceeds of bonds) (i) to make
39 or purchase Loans and/or mortgage-backed securities to be financed by bonds (including bonds
40 authorized by prior resolutions of this Board) in anticipation of draws on a credit facility, the
41 issuance of Bonds or the availability of Bond or other Agency proceeds, as authorized by the
42 Board, for such purposes and (ii) to purchase Agency bonds to enable the Agency to restructure
43 its debt and for related purposes as authorized under Resolution No. 08-42 and any future Board
44 resolutions thereto amendatory or supplemental.
45

1 Section 13. **Ratification of Prior Actions; Not a Repeal of Prior**
2 **Resolutions.** All actions previously taken by the Agency relating to the implementation of the
3 Program, the issuance of the Bonds, the issuance of any prior bonds (the "Prior Bonds"), the
4 execution and delivery of related financial agreements and related program agreements and the
5 implementation of any credit facilities as described above, including, but not limited to, such
6 actions as the distribution of the Agency's Lender Program Manual, Mortgage Purchase and
7 Servicing Agreement, Servicing Agreement, Developer Agreement, Servicer's Guide, Program
8 Bulletins and applications to originate and service loans, and the sale of any foreclosed property,
9 are hereby ratified.

10
11 This resolution is not intended to repeal in whole or in part any prior resolution of
12 the Agency with respect to the authority granted to the Executive Director and the other officers
13 of the Agency in relation to prior bonds and related agreements, including but not limited to
14 (i) the authority to determine in furtherance of the objectives of the Program those matters
15 required to be determined in relation to prior bonds, whether under indentures or other related
16 agreements, and (ii) the authority to amend, modify or replace financial agreements of the types
17 described in Section 5 of this resolution.

18
19 Section 14. **Authorization of Related Actions and Agreements.** The
20 Treasurer and any duly authorized deputy thereof and the Executive Director and the other
21 officers of the Agency and any other persons authorized in writing by the Executive Director are
22 hereby authorized and directed, jointly and severally, to do any and all things and to execute and
23 deliver any and all agreements and documents which they deem necessary or advisable in order
24 to consummate the issuance, sale, delivery, remarketing, conversion and administration of Bonds
25 and Prior Bonds and otherwise to effectuate the purposes of this resolution, including declaring
26 the official intent of the Agency for purposes of U.S. Treasury Regulations Section 1.150-2, and
27 including executing and delivering any amendment or supplement to any agreement or document
28 relating to Bonds or Prior Bonds in any manner that would be authorized under this resolution if
29 such agreement or document related to Bonds is authorized by this resolution. Such agreements
30 may include, but are not limited to, remarketing agreements, tender agreements or similar
31 agreements regarding any put option for the Bonds or Prior Bonds, broker-dealer agreements,
32 market agent agreements, auction agent agreements or other agreements necessary or desirable in
33 connection with the issuance of Bonds in, or the conversion of Bonds or Prior Bonds to, an
34 indexed rate mode, agreements for the investment of moneys relating to the Bonds or Prior
35 Bonds, reimbursement agreements, letters of credit, intercreditor agreements or other
36 arrangements relating to any credit enhancement or liquidity support or put option provided for
37 the Bonds or Prior Bonds, continuing disclosure agreements and agreements for necessary
38 services provided in the course of the issuance of the bonds, including but not limited to,
39 agreements with bond underwriters and placement agents, private placement purchasers, bond
40 trustees, bond counsel and financial advisors and contracts for consulting services or information
41 services relating to the financial management of the Agency, including advisors or consultants on
42 interest rate swaps, cash flow management, and similar matters, and contracts for financial
43 printing and similar services.

44
45 This resolution shall constitute full, separate, complete and additional authority
46 for the execution and delivery of all agreements and instruments described in this resolution,

1 without regard to any limitation in the Agency's regulations and without regard to any other
2 resolution of the Board that does not expressly amend and limit this resolution.

3
4 The Executive Director and the officers of the Agency and any other persons
5 authorized in writing by the Executive Director are hereby authorized and directed, jointly and
6 severally, in connection with the issuance of bonds authorized under this resolution, to use funds
7 of the Agency to purchase MBSs, make a capital contribution with respect to such bonds,
8 establish reserves to secure such bonds, and pay other costs of the Agency incident to, and
9 necessary or convenient to, the issuance of such bonds.

10
11 Section 15. **Additional Delegation.** All actions by the Executive Director
12 approved or authorized by this resolution may be taken by the Chief Deputy Director of the
13 Agency, the Director of Financing of the Agency or any other person specifically authorized in
14 writing by the Executive Director, and except to the extent otherwise taken by another person
15 shall be taken by the Chief Deputy Director during any period in which the office of the
16 Executive Director is vacant.

17
18 Section 22. **Authorization of Other Financial Agreements Related to**
19 **Bonds.** The Executive Director is hereby authorized to enter into, for and in the name and on
20 behalf of the Agency, any and all agreements and documents designed to amend, modify or
21 replace existing agreements and documents related to Bonds to (i) reduce or hedge the amount or
22 duration of any payment, interest rate, spread or similar risk with respect to Bonds or related
23 investments, (ii) result in a lower cost of borrowing when used in combination with the issuance
24 or carrying of Bonds or related investments, or (iii) enhance the relationship between risk and
25 return with respect to the existing debt of the Program or any portion thereof. Such agreements
26 and other documents are authorized to be entered into with parties selected by the Executive
27 Director, after giving due consideration for the creditworthiness of the counterparties, when
28 applicable, or any other criteria in furtherance of the objectives of the management of the debt of
29 the Program.

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. 23-04 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 7th day of March, 2023, 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: Avila Farias, Cabildo, Cervantes, Feigles (for Imbasciani), Fernandez (for Ma), Grant (for Castro Ramirez), Prince, Russell, White, Williams

NOES: None

ABSTENTIONS: None

ABSENT: Sotelo, Velasquez

IN WITNESS WHEREOF, I have executed this certificate hereto this 7th day of March, 2023.

ATTEST:



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