## RESOLUTION OF THE MEMBERS OF

[**NAME OF LIMITED LIABILITY COMPANY GENERAL PARTNER**]

**[All/A majority of the managers/The sole member]** of **[name of limited liability company],** a California limited liability company (the “Limited Liability Company”), hereby consent to, adopt and ratify the following resolutions:

WHEREAS, the Limited Liability Company is authorized to do business in the State of California, and it is in the best interests of the Limited Liability Company and its member[**s**] for the Limited Liability Company to act as the **[managing/sole]** general partner of **[name of limited partnership borrower]**, a California limited partnership (the “Borrower)”; and

WHEREAS, it is in the Borrower’s best interest to acquire the rental housing development located at [**project address and project description**], known as **[project name]** (the “Development”); and

WHEREAS, the Development is subject to an existing State of California Department of Housing and Community Development (the "Department") loan under the **[original loan program name]**, Loan Number [\_**\_-\_\_\_\_-\_\_\_\_**] (“Original Department Loan”) in the original principal amount of $**\_\_\_\_\_\_\_\_.\_\_** with accrued interest as of **[date]** in the amount of $ **\_\_\_\_.\_\_** with daily interest accruing at the rate of $**\_\_\_.\_\_**; and

WHEREAS, it is in the Borrower’s best interest to restructure the Original Department Loan under the Department’s Loan Portfolio Restructuring Program and enter into a new loan and new loan documents with the Department (the “LPR Loan”).

**[INCLUDE ADDITIONAL PARAGRAPHS TO CAPTURE ANY OTHER PARTS OF THE TRANSACTION.]**

NOW, THEREFORE, IT IS RESOLVED: That the Limited Liability Company is hereby authorized to act as the **[managing/sole]** general partner of the Borrower in connection with the LPR Loan.

RESOLVED FURTHER: That in connection with the LPR Loan, the Limited Liability Company is authorized and directed to enter into, execute, and deliver, as the **[managing/sole**] general partner of the Borrower any and all documents required or deemed necessary or appropriate to evidence the LPR Loan, the Borrower's obligations related thereto, and the Department's security therefore; including, but not limited to a promissory note, a deed of trust and security agreement, a regulatory agreement, a sponsor operating guarantee, and any other documents required by the Department as security for, evidence of, or pertaining to the LPR Loan, and any and all amendments thereto (collectively, the " LPR Loan Documents").

RESOLVED FURTHER: That **[Name(s) and Title(s)** of **\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [is/are]** hereby authorized to execute the LPR Loan Documents, and any amendment or modifications thereto, on behalf of the Limited Liability Company as the **[sole/managing]** general partner of the Borrower.

 RESOLVED FURTHER: That this resolution shall take effect immediately upon its passage.

Passed and adopted, effective as of , 20 by the consent of the **[manager(s)/sole member, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,]** of the Limited Liability Company by the following vote:

 AYES NAYS

####  ABSTAIN ABSENT

#####  [**Name**] [**Title**]

##### CERTIFICATE OF THE SECRETARY

The undersigned, Secretary of **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** does hereby attest and certify that the **[foregoing/attached]** Resolution is a true, full and correct copy of a resolution duly adopted at a meeting of the Limited Liability Company which was duly convened and held on the date stated thereon, and that said document has not been amended, modified, repealed or rescinded since its date of adoption and is in full force and effect as of the date hereof.

DATE:

 [**Name**] [**Secretary**]