



Louisiana Housing Corporation

The following resolution was offered by Board Member Derrick Edwards and seconded by Board Member Donald B. Vallee:

RESOLUTION

A supplemental resolution accepting the proposal of Cedar Rapids Bank & Trust or such other purchaser as may be designated by the Taxpayer for the purchase of an additional Five Hundred Thousand Dollars (\$500,000) Multifamily Housing Revenue Bonds (Cypress Pointe Project located in Bogalusa, Washington Parish, Louisiana) in one or more series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; and providing for other matters in connection with the foregoing.

WHEREAS, the Board of Directors (the "**Board**") of the Louisiana Housing Corporation (the "**LHC** or the "**Corporation**") on November 14, 2018, adopted a resolution approving and authorizing the issuance of not exceeding Nine Million Dollars (\$9,000,000) of Louisiana Housing Corporation Multifamily Housing Revenue Bonds (Cypress Pointe Project) in one or more series and authorized the publication of a Notice of Intention to Sell at Private Sale (the "**Notice**") in connection therewith; and

WHEREAS, said bonds are being designated as "Louisiana Housing Corporation Multifamily Housing Revenue Bonds (Cypress Pointe Project)" in the aggregate principal amount of not to exceed Nine Million Dollars (\$9,000,000) (the "**Bonds**") and are being issued for the purpose of providing funds to (i) pay the cost for the acquisition, construction, rehabilitation and/or equipping of a multifamily housing facility serving low and moderate income special needs households in Bogalusa, Washington Parish (the "**Project**"), (ii) fund such reserve accounts as may be required and (iii) pay the costs of issuance associated with the Bonds; and

WHEREAS, as set forth in said resolution, the Notice of Sale was published on December 3, 2018 in "*The Advocate*" and in the "*The Daily Journal of Commerce*" for an amount not to exceed Nine Million Dollars (\$9,000,000); and

WHEREAS, in accordance with the aforesaid resolution adopted by the LHC on November 14, 2018, the sale of the Bonds occurred on December 12, 2018; and

WHEREAS, the LHC did meet on December 12, 2018, at 10:00 a.m., Louisiana time, for the purpose of receiving and considering the proposal of Cedar Rapids Bank & Trust or such other purchaser (the "**Purchaser**") as may be designated by Cypress Pointe RAD, LP, a Louisiana limited partnership (the "**Taxpayer**"), and taking action with respect to the parameter sale of not exceeding Nine Million Dollars (\$9,000,000) of the Bonds pursuant thereto; and

WHEREAS, the Taxpayer has advised the LHC that the principal amount of Bonds must be increased by additional Five Hundred Thousand Dollars (the "**Increased Principal**") to provide assurance that the requirements of Section 42(h)(4)(B) of the Internal Revenue Code of 1986, as amended (the "**Code**") which requires that the Bonds finance fifty percent (50%) or more of the aggregate basis of any building and the land on which the building is located to allow low-income housing credits to be made available to the Taxpayer; and

WHEREAS, the Increased Principal is less than ten percent (10.0%) of the Bonds and is deemed insubstantial pursuant to the Public Approval of Tax-Exempt Private Activity Bonds in Treasury Regulation §1.147(f)-1(f)(6)(ii)(A) which provides that *"a deviation between the maximum stated principal amount of a proposed issuance of bonds to finance a project that is specified in public approval information and the actual stated principal amount of bonds issued and used to finance that project is an insubstantial deviation if that actual stated principal amount is no more than ten percent (10%) greater than that maximum stated principal amount or is any amount less than that maximum stated principal amount"*; and

WHEREAS, A Supplemental Notice of Sale was published on August 26, 2019 in "*The Advocate*" and in the "*The Daily Journal of Commerce*" for an amount not to exceed Nine Million Five Hundred Thousand Dollars (\$9,500,000); and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the LHC, acting as the governing authority of said LHC, that:

SECTION 1. The parameter written terms submitted this day by Cedar Rapids Bank & Trust or such other purchaser as may be designated by the Taxpayer, for the purchase of bonds designated "Louisiana Housing Corporation Multifamily Housing Revenue Bonds (Cypress Pointe Project)" in on more series in the aggregate principal amount of not exceeding Nine Million Five Hundred Thousand Dollars (\$9,500,000), at an interest rate not exceeding 12% per annum, and for a maturity not exceeding 40 years, authorized under and pursuant to the provisions of a Bond Financing Agreement (the "**Indenture**") (as amended, modified or supplemented from time to time, this "Agreement") made among the LHC, the Taxpayer, and

Purchaser, and the same are hereby awarded to the Purchaser; provided, however, that the sale and delivery of the Increased Principal is conditioned upon approval by the State Bond Commission and compliance with any and all approvals and/or certifications required by the Louisiana Attorney General. The sale of the Bonds, including the Increased Principal, in accordance with said Indenture is hereby authorized and approved. The Chairman, Executive Director and/or Secretary of the Corporation are hereby authorized and directed for, on behalf of and in the name of the LHC, to execute, deliver and approve such instruments, documents and certificates as may be required or necessary, convenient or appropriate to the financing described herein, including, but not limited to, the following described documents for the Bonds on file with the LHC:

- (i) Bond Trust Indenture,
- (ii) Financing Agreement, and
- (iii) Tax Regulatory Agreement.

The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended, and with the approval of Counsel to the LHC or Bond Counsel. As provided in the resolution adopted by the LHC on November 14, 2018, the costs of financing the Project will be paid out of the proceeds from the sale of the Bonds, in one or more series, which shall be special, limited obligations of the LHC, payable solely out of the revenues derived by the LHC with respect to the Project for which financing is made available, and the Bonds and the interest thereon shall never constitute the debt or indebtedness of the LHC, the State of Louisiana (the “**State**”), or any political subdivision thereof within the meaning of any provision or limitation of the Constitution or statutes of the State, nor shall the same give rise to a pecuniary liability of the LHC or the State or any political

subdivision thereof or a charge against their general credit or taxing power, and such limitation shall be plainly stated on the face of the Bonds.

SECTION 2. In order to accomplish the sale of the Bonds, including the Increased Principal, in accordance with the terms of this resolution, either the Chairman, Executive Director and/or Secretary of the Corporation, acting on his behalf, be and they are hereby authorized and directed to execute and deliver, for and on behalf of the LHC, the Indenture in substantially the form thereof which is now before this LHC and filed with the Secretary of this Board of Directors with such revisions or changes as may be approved by Bond Counsel.

SECTION 3. The Bonds, including the Increased Principal, will be dated, will be in the denominations and will have all the terms set forth in the Indenture. The Bonds, including the Increased Principal, are limited obligations of the Corporation and will be payable solely out of the income, revenues and receipts derived from the Project and funds and accounts held under and pursuant to the Indenture and pledged therefor.

SECTION 4. The Bonds, including the Increased Principal, shall be subject to redemption in accordance with the Indenture.

SECTION 5. The Chairman, Executive Director and/or Secretary of the Corporation are hereby approved, authorized and directed to execute and deliver or cause to be executed and delivered all documents required to be executed on behalf of the LHC and delivered to effect delivery of the Bonds, including the Increased Principal, to the Purchaser or deemed by any of them necessary or advisable to implement this resolution or the Indenture, or to facilitate the sale of the Bonds.

By virtue of LHC's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval(s) resolved and set forth herein, it resolves that it

understands and agrees that such approval(s) are expressly conditioned upon, and it further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to the borrowing(s) and other matter(s) subject to the approval(s), including subsequent application and approval under said Policy of the implementation or use of any swap(s) or other product(s) or enhancement(s) covered thereby.

SECTION 6. The Chairman, Executive Director and/or Secretary of the Corporation shall cause to be executed for and on behalf of the LHC the aforementioned Bonds, including the Increased Principal, in accordance with the Indenture, and shall effect the delivery thereof to the Purchaser in accordance with the Indenture. The Chairman, Executive Director and/or Secretary of the Corporation of the LHC shall receive from the Purchaser for the account of the LHC the purchase price of the Bonds, including the Increased Principal, and shall deposit the same with the Trustee under the Indenture in accordance with the provisions thereof.

SECTION 7. This resolution shall take effect immediately.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Lloyd S. Spillers, Jennifer Vidrine, Renee' Free obo La. State Treasurer John M. Schroder, Tammy P. Earles, Derrick Edwards, Stacy S. Head, Byron L. Lee, Willie Rack, Donald B. Vallee, Gillis R. Windham.

NAYS: None.

ABSENT: Larry Ferdinand.

ABSTAIN: None.

And the resolution was declared adopted on this, the 11th day of September 2019.


Chairman

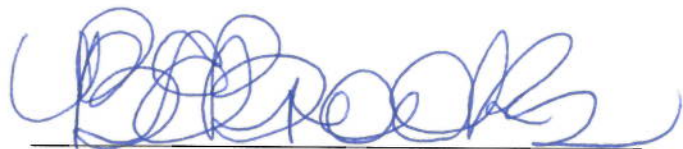

Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the “LHC”), do hereby certify that the foregoing five (5) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on September 11, 2019, entitled: “A supplemental resolution accepting the proposal of Cedar Rapids Bank & Trust or such other purchaser as may be designated by the Taxpayer for the purchase of an additional Five Hundred Thousand Dollars (\$500,000) Multifamily Housing Revenue Bonds (Cypress Pointe Project) in one or more series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; and providing for other matters in connection with the foregoing.”

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the LHC on this, the 11th day of September, 2019.

A handwritten signature in blue ink, appearing to read 'B. B. Brock', is written over a horizontal line.

Secretary

(SEAL)