

**CERTIFIED COPY OF AUTHORIZING RESOLUTIONS  
OF ANN ARBOR HOUSING COMMISSION,  
AS THE SOLE MEMBER OF  
ANN ARBOR HOUSING DEVELOPMENT CORPORATION  
RE: 121 CATHERINE STREET**

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I CERTIFY that I am the duly appointed President of the **ANN ARBOR HOUSING COMMISSION**, a Michigan public housing commission (the “**Commission**”), that the following is a true and correct copy of Resolutions duly and unanimously adopted by the Board of Commissioners on June 10, 2024, at its regularly scheduled meeting, that the Resolutions do not conflict with any Bylaw or Governing Documents of the Commission, nor have the Resolutions been in any way altered, amended or repealed and remain in full force and effect, unrevoked and unrescinded as of this date, and have been entered in the records of the Commission as of the date of adoption, and that the Board of Commissioners have, and at the time of adoption of the Resolution, had, full power and lawful authority to adopt the Resolutions and to confer the powers granted in the Resolutions to the officer named in the Resolutions, who has full power and lawful authority to exercise those powers:

WHEREAS, the Commission has approved a proposal for **121 CATHERINE STREET LIMITED DIVIDEND HOUSING ASSOCIATION LLC** (the “**Company**”) to borrow from **COMERICA BANK**, a Texas banking association, as Administrative Agent for and on behalf of each of the financial institutions (collectively, “**Comerica**”) a construction loan in a sum not to exceed **\$11,200,000.00** (the “**Construction Loan**”) to be used to finance the construction and development of a 63-unit affordable housing development to be known as 121 Catherine Street (the “**Development**”), which borrowing shall be evidenced by a Promissory Note (the “**Comerica Note**”) and secured by a Leasehold Mortgage (the “**Comerica Mortgage**”) on real property and improvements owned or to be constructed by the Company and located at 121 Catherine Street, in the City of Ann Arbor, Washtenaw County, Michigan (the “**Property**”). As a further condition of the Comerica Mortgage and Note, the Company shall also be required to enter into the following agreements with Comerica: Environmental Indemnity Agreement, Security Agreement, Subordination Agreement(s), and any other loan documents required by Comerica (collectively, the “**Comerica Loan Documents**”). As a condition of the Construction Loan, the **ANN ARBOR HOUSING DEVELOPMENT CORPORATION** (the “**AAHDC**”), on behalf of the Company as the Borrower, will be required to enter into a Subordination Agreement (All Indebtedness & Liens) and any other guaranties required by Comerica (the “**Comerica Guaranties**”).

WHEREAS, the Commission has entered into an Affordable Housing Funding Agreement with the **CITY OF ANN ARBOR**, a Michigan municipal corporation (the “**City**”), in which the City will facilitate a sum not to exceed **\$9,000,000.00** for financing the Development through the issuance of capital improvement bonds (“**Bonds**”) pursuant to **ACT 34, PUBLIC ACTS OF MICHIGAN**, 2001, as amended (“**Act 34**”) to be distributed to the Commission and, in turn, the Commission as the Sponsor (“**Sponsor**”) shall provide the Bonds through a sponsor loan to the Company (the “**Bond Sponsor Loan**”) for the purpose of financing the construction and development of the Development, which will be evidenced by a Sponsor Promissory Note (the “**Bond Sponsor Note**”), secured by a Mortgage (“**Bond Sponsor Mortgage**”).

WHEREAS, the Company was awarded HOME funds by the **WASHTENAW COUNTY OFFICE OF COMMUNITY AND ECONOMIC DEVELOPMENT** (“**Washtenaw County**”) in the amount of **\$1,400,000.00**, to finance the construction and development of the Development, such award to be evidenced by a Development and Loan Agreement (“**HOME Loan Agreement**”) and Promissory Note (the “**HOME Note**”), secured by a Mortgage (the “**HOME Mortgage**”) on the Property, at 0.00% interest for a 35-year term (the “**HOME Loan Documents**”).

WHEREAS, the Commission, AAHDC, and **AVALON NONPROFIT HOUSING CORPORATION** (collectively, “**Co-Sponsors**”) were awarded various funds and/or grants identified below (collectively, the “**Co-Sponsor Awards**”):

- A. Additional HOME Loan in the amount of **\$763,112.00**;
- B. City Millage Funds in the amount of **\$1,791,907.00**;
- C. Ann Arbor DDA Grant Funds in the amount of **\$650,000.00**;
- D. Local Brownfield Revolving Fund Grant in the amount of **\$959,406.00**;
- E. EGLE Grant in the amount of **\$1,000,000.00**;
- F. Federal Home Loan Bank and AHP funds in the amount of **\$458,872.00**;
- G. RAP Funds in the amount of **\$4,018,195.00**; and
- H. City Climate Action Funds in the amount of **\$475,000.00**.

The Co-Sponsor Awards will be provided to the Company to finance the construction and development of the Development through a Sponsor Loan (the “**Co-Sponsor Loan**”), which will be evidenced by a Promissory Note (the “**Co-Sponsor Note**”), at **0.00% interest for a 35-year term**. The Company will also be required to enter into a Loan Agreement, Mortgage, and such additional documents as may be required by the grantors of the Co-Sponsor Awards (collectively, the “**Co-Sponsor Loan Documents**”).

WHEREAS, the Commission has approved a proposal for the Company to enter into a First Amended and Restated Operating Agreement (the “**A&R Operating Agreement**”) with the **NATIONAL EQUITY FUND, INC.** through its affiliate, **NEF ASSIGNMENT CORPORATION**, and its successors and assigns (“**NEF**” or “**Investor**”), who will acquire a 99.99% membership interest in the Company which qualifies for federal low income housing tax credits (“**LIHTCs**”) in exchange for NEF’s capital contributions to the Company in the amount of **\$13,137,561.00** (the “**Investor Capital Contribution**”), at a price of \$0.85 for LIHTCs, and the Investor will receive annual tax credit payments of \$1,500,000.00 for a period of ten years; and

WHEREAS, in addition to the execution of the First Amended and Restated Company Agreement, the Company shall be required to enter into, execute and deliver the following documents to NEF: Development Fee Agreement, Purchase Option and Right of First Refusal, and Guaranty Agreement (the “**NEF Documents**”); and

**NOW THEREFORE, IT IS RESOLVED** by the Board of Commissioners, which the Commission has the power and authority to provide, that Jennifer Hall, the Executive Director of the Commission (the “**Authorized Signatory**”) is hereby authorized to execute and deliver on behalf of the Commission as the Member of the Sole Member of the Managing Member of the Company, the Comerica Loan Documents, the Comerica Guaranties, the Bond

Sponsor Note and Bond Sponsor Mortgage, the HOME Loan Documents, the Co-Sponsor Loan Documents, the A&R Operating Agreement, and the NEF Documents (collectively, the "Required Documents"), and any action taken in connection with the Required Documents prior to these Resolutions is hereby ratified and affirmed; and

IT IS FURTHER RESOLVED, that the Authorized Signatory be and hereby is authorized and directed on behalf of the Commission, at any time after adoption of these Resolutions and without further action by or authority or direction from the Board of Directors, to deliver to Comerica, AAHDC, Washtenaw County or NEF such further documents as may be required in furtherance hereof; and

IT IS FURTHER RESOLVED, that the execution and delivery by the Authorized Signatory, on behalf of the Commission as the Member of the Sole Member of the Managing Member of the Company, of the Required Documents, or any other instrument or document authorized by these Resolutions, as well as the consummation of the transactions authorized hereby are permitted under the Commission's Governing Documents or Bylaws and will not (a) conflict with, or result in a breach of or default under any of the terms, conditions or provisions of the Governing Documents or Bylaws of the Commission, or of any law, regulation, order, writ, injunction or decree of any court or governmental instrumentality applicable to the Commission, or to any officer or director, or any agreement or instrument to which the Commission or any portion of its property is subject, or (b) result in the creation or imposition of any lien, or charge or encumbrance of any nature whatsoever upon any property of the Commission, except to the extent created by the Required Documents, if any.

IT IS FURTHER RESOLVED, that each of Comerica, AAHDC, Washtenaw County, and NEF be, and is hereby, authorized to rely on the continuing force and effect of these Resolutions until receipt of notice in writing from the Commission of any amendments or alterations to these Resolutions; and

ANN ARBOR HOUSING COMMISSION,  
a Michigan public body corporate

By: \_\_\_\_\_  
Dr. Lee Meadows, President

Dated: June 10, 2024