

**CERTIFIED COPY OF AUTHORIZING RESOLUTIONS
OF ANN ARBOR HOUSING COMMISSION
AS SPONSOR**

I CERTIFY that I am the duly appointed Secretary and keeper of the records of Ann Arbor Housing Commission, a Michigan public body corporate, (the "Commission"), that the following is a true and correct copy of Resolutions duly and unanimously adopted by the Board of Directors of the Commission on August 17, 2016, at its regularly scheduled meeting that the Resolutions do not conflict with any bylaw of the Commission nor have the Resolutions been in any way altered, amended or repealed and is in full force and effect, unrevoked and unrescinded as of this date, and has been entered in the records of the Commission as of the date of adoption, and that the Board of Directors of the Commission have, and at the time of adoption of the Resolutions, had, full power and lawful authority to adopt the Resolutions and to confer the powers granted in the Resolutions to the officer(s) named in the Resolutions, who have full power and lawful authority to exercise those powers:

WHEREAS, the Ann Arbor Housing Commission is redeveloping its public housing properties under the Rental Assistance Demonstration ("RAD") Program. The RAD Program requires the Commission to renovate these properties as part of a conversion from public housing to RAD project-based vouchers. The Ann Arbor City Council agreed to, and transferred ownership of the properties to the Commission; and

WHEREAS, the West Arbor Development (a/k/a North Maple Estates), which is located at 655 North Maple Road, consisting of apartment units 657-749 or 46 rental units in eleven (11) buildings, has undergone extensive redevelopment over the past eighteen months; and

WHEREAS, the Commission as the sole member of the Ann Arbor Housing Development Corporation has authorized it to act as the sole member of the West Arbor GP, LLC, which is the general partner of the West Arbor Limited Dividend Housing Association Limited Partnership, which has been authorized to act as the Developer of the West Arbor Development; and

WHEREAS, the Commission received a commitment for the West Arbor Development from the Federal Home Loan Bank/Affordable Housing Program ("FHLB/AHP Program") of Pittsburgh on December 17, 2015 to provide funding in the amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00) to the West Arbor Development ("FHLB-AHP funding"); and

WHEREAS, the FHLB-AHP funding has been awarded by the FHLB of Pittsburgh through its member bank, Chase Bank, N.A., National Association, a community development banking association (the "Bank"), which shall provide the FHLB-AHP funding to the Commission; and

WHEREAS, as a condition of the FHLB-AHP funding to the Commission as the Sponsor, it shall be required to execute and deliver to the Bank a Note, a Mortgage securing said Note, Allonge to the Note, Pledge and Collateral Assignment of Sponsor Note & Mortgage and the AHP Direct Subsidy Agreement and all other required loan documents of the Bank ("Chase FHLB-AHP Loan Documents"); and

WHEREAS, the Sponsor shall in turn provide a Sponsor loan for the same amount to the Partnership, which Sponsor loan shall be memorialized by a Sponsor Mortgage and Note (“Sponsor Loan Documents”) for the FHLB-AHP Program funding to be used for the Project; and

RESOLVED by the Board of Directors of the Commission that it authorizes the Sponsor Loan be provided to the Partnership for the West Arbor Development; and

RESOLVED by the Board of Directors of the Commission, that the Commission has the power and authority to provide, and Jennifer Hall, the Executive Director of the Commission is hereby authorized to execute and deliver the Chase FHLB-AHP Loan Documents and the Sponsor Loan Documents, and any action taken in connection with said Development in furtherance thereof prior to this Resolution is hereby ratified and affirmed; and

RESOLVED, that in furtherance of the purposes of the Commission, and there being nothing contrary contained in the Bylaws of the Commission, the Commission is authorized to execute and deliver to the Bank, the FHLB-AHP Loan Documents and the Sponsor Loan Documents; and

RESOLVED, that Jennifer Hall, the Executive Director of the Commission be and hereby is authorized and directed on behalf of the Commission at any time after adoption of this Resolution and without further action by or authority or direction from the Board of Directors to deliver to the Bank such further documents as may be required by the Bank in furtherance of any of the above resolutions in such form as may be required by the Bank; and

RESOLVED, that the Bank is authorized to rely on the continuing force and effect of this Resolution until receipt by the Bank at their principal offices of notice in writing from the Commission of any amendments or alterations to these Resolutions.

By: _____
Jennifer Hall

Its: Executive Director

Dated: August 17, 2016