

**AUTHORIZING RESOLUTIONS**  
**OF**  
**ANN ARBOR HOUSING DEVELOPMENT CORPORATION**

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I, Jennifer Hall, as Executive Director of the Ann Arbor Housing Commission, a commission established by the City of Ann Arbor (the “Commission”), the sole member of Ann Arbor Housing Development Corporation, a Michigan nonprofit corporation (the “Corporation”), having custody of the records of the Corporation, hereby certifies that the following is a true and correct copy of Resolutions duly adopted by consent at a meeting of the Board of Directors of the Commission March 22, 2023:

**RECITALS**

WHEREAS, the Corporation was formed by the initial filing of Articles of Incorporation with the Michigan Department of Commerce on October 15, 1979, which were amended by Restated Articles of Incorporation on June 10, 2013, with the Commission as its sole member (the “Sole Member”); and

WHEREAS, AAHDC Catherine MM LLC, a Michigan limited liability company (the “MM LLC”), was formed by the filing of Articles of Organization with the Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities and Commercial Licensing Bureau on February 24, 2023, with the Corporation as its sole member (the “Sole Member”); and

WHEREAS, the Corporation is acquiring land located at 121 E. Catherine in Ann Arbor, Michigan (the “Property”) from the City of Ann Arbor, which will developed into 63 affordable housing units, along with first floor community space (“the Development”); and

WHEREAS, the MM LLC will be the managing member of the 121 Catherine Limited Dividend Housing Association LLC, which will be the owner, developer and operator (“LDHA Owner”) of the Development; and

WHEREAS, the Commission will be the property manager of the Development; and

WHEREAS, the Corporation will enter into a long term ground lease (“Ground Lease”) with the LDHA Owner to provide the requisite site control under the Low Income Housing Tax Credit (“LIHTC”) Program; and

WHEREAS, the LDHA Owner will be applying for financing from a variety of sources for the Development including but not limited to the City of Ann Arbor, the Michigan State Housing Development Authority (“MSHDA”), the Downtown Development Authority, and Washtenaw County (the “Development Financing”).

**RESOLUTIONS**

NOW, THEREFORE, BE IT RESOLVED, that the formation of AAHDC Catherine MM LLC is hereby affirmed and ratified; and

FURTHER RESOLVED, that the Corporation has the power and authority to borrow money, pledge the assets of the Corporation and execute notes, or grant other security interests in the assets of the Corporation in connection with said borrowing, and any action(s) in furtherance thereof taken by any officers or directors of the Corporation or its Sole Member prior to these Resolutions is hereby ratified and affirmed; and

FURTHER RESOLVED, that the Corporation is authorized to acquire the Property from the City of Ann Arbor, and thereafter to enter into a Ground Lease with the LDHA Owner; and

FURTHER RESOLVED, that the Corporation is authorized to apply for and sign all necessary applications, forms or required documents related to the Development Financing; and

FURTHER RESOLVED, that Jennifer Hall, the Secretary of the Sole Member of the Corporation (the "Authorized Signatory"), is hereby authorized and directed, on behalf of the Corporation, at any time after adoption of these Resolutions and without further action by or authority or direction from the Corporation or its Sole Member, to acquire the Property, enter into a Ground Lease and apply for Development Financing, and any prior action or execution in furtherance thereof by any officer or director, on behalf of the Corporation, prior to these Resolutions, are hereby ratified and affirmed; and

FURTHER RESOLVED, that the Authorized Signatory of the Corporation, acting alone, be and is hereby authorized and directed, on behalf of the Corporation, to execute and deliver, or cause to be executed and delivered, and take any additional action and enter into any additional agreements, documents, instruments, affidavits or certificates as may be required to acquire the Property, enter into a Ground Lease and apply for Development Financing, the delivery of which shall constitute conclusive evidence that the terms and conditions contained therein have been determined to be appropriate by the Corporation;

FURTHER RESOLVED, that any action taken by the Authorized Signatory in furthering the actions authorized herein on behalf of the Corporation, or any prior actions of the Authorized Signatory are specifically ratified, approved, and affirmed.

FURTHER RESOLVED, that the above described transactions are hereby approved by the Board of Directors of the Commission, the Sole Member of the Corporation, on behalf of the Corporation, and further that the Corporation is hereby authorized to enter into the transactions described herein; and

FURTHER RESOLVED, these Resolution shall have continuing force and effect until receipt of written notice from the Corporation or Commission of any amendments or alterations to these Resolutions.

*[SIGNATURE ON NEXT PAGE]*

ANN ARBOR HOUSING DEVELOPMENT CORPORATION,  
a Michigan nonprofit corporation

By: ANN ARBOR HOUSING COMMISSION,

Its: Sole Member

By: \_\_\_\_\_

Jennifer Hall

Its: Executive Director

ATTESTED BY:

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Dr. Lee Meadows  
President