

1 BOARD OF DIRECTORS
2 OF THE CALIFORNIA HOUSING FINANCE AGENCY

3 RESOLUTION NO. 20-04

4 RESOLUTION AUTHORIZING THE FINANCING OF THE AGENCY'S
5 MULTIFAMILY HOUSING PROGRAM, THE ISSUANCE OF MULTIFAMILY
6 BONDS, THE AGENCY'S MULTIFAMILY BOND INDENTURES, CREDIT
7 FACILITIES FOR MULTIFAMILY PURPOSES, AND RELATED FINANCIAL
8 AGREEMENTS AND CONTRACTS FOR SERVICES

9 WHEREAS, the California Housing Finance Agency (the "Agency") has
10 determined that there exists a need in California for the financing of mortgage loans for the
11 acquisition, construction, rehabilitation, refinancing or development of multi-unit rental housing
12 developments for the purpose of providing housing for persons and families of low or moderate
13 income (each a "Development");

14 WHEREAS, the Agency has determined that it is in the public interest for the
15 Agency to assist in providing such financing by means of an ongoing program to make or
16 acquire, or to make loans to lenders to make or acquire, mortgage loans (the "Loans"), or to act
17 as a conduit issuer, or otherwise to enter into such financial agreements and arrangements as may
18 reasonably be required for the purpose of financing Developments (the "Program");

19 WHEREAS, pursuant to Parts 1 through 4 of Division 31 of the Health and Safety
20 Code of the State of California (the "Act"), the Agency has the authority to issue bonds to
21 provide sufficient funds for the Program, including the making of loans to finance
22 Developments, the payment of capitalized interest on bonds, the establishment of reserves to
23 secure bonds, and the payment of other costs of the Agency incident to, and necessary or
24 convenient to, the issuance of bonds (the "Program Purposes"); and

25 WHEREAS, pursuant to the Act, the Agency has the authority to enter into credit
26 facilities and certain other agreements in connection with the Program;

27 NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the
28 California Housing Finance Agency as follows:

29 ARTICLE I
30 AUTHORIZATION AND TERMS OF REFUNDING BONDS

31 Section 1. **Determination of Need and Amount of Refunding Bonds.** The Agency
32 is of the opinion and hereby determines that the offer, sale and issuance of one or more series of
33 multifamily housing revenue bonds ("Refunding Bonds") in an aggregate amount not to exceed
34 the aggregate amount of prior multifamily bonds to be redeemed or maturing in connection with
35 such issuance (the related "Refunded Bonds") is necessary to provide sufficient funds for the
36 management of the Agency's existing debt related to the Program, or to provide sufficient funds
37 for Board-authorized, Agency financing of Developments (including permanent financing for
38 Developments which may be financed in part by Conduit Bonds, as defined herein), or financing,
39 refinancing or carrying existing Loans, and for related Program Purposes.

1 Section 2. **Authorization and Timing of Refunding Bonds.** The Refunding Bonds
2 described in Section 1 are hereby authorized to be issued for the purposes described in Section 1.
3 Refunding Bonds may be issued at such time or times on or before the day 60 days after the first
4 date after March 1, 2021 on which is held a meeting of the Board of Directors of the Agency (the
5 “Board”) at which a quorum is present, as the Executive Director of the Agency (the “Executive
6 Director”) deems appropriate, upon consultation with the Treasurer of the State of California (the
7 “Treasurer”) as to the timing of each such issuance; *provided, however,* that if the Refunding
8 Bonds are sold at a time on or before the day 60 days after the date on which is held such
9 meeting, pursuant to a forward purchase agreement providing for the issuance of such Refunding
10 Bonds on a later date on or before October 1, 2022, upon specified terms and conditions, such
11 Refunding Bonds may be issued on such later date.

12 Section 3. **Approval of Refunding Bond Indentures.** (a) Refunding Bonds may be
13 issued under and pursuant to any new indenture or similar form of document (each a “Refunding
14 Bond New Indenture”), in one or more forms similar to one or more of the following
15 (collectively, the “Refunding Bond Prior Indentures” and, together with the Refunding Bond
16 New Indentures, the “Refunding Bond Indentures”). Subject to balloon waiver offering more
17 favorable terms, the Executive Director is authorized to modify existing financing terms:

18 (i) the Multifamily Housing Revenue Bonds III indenture, dated as of
19 March 1, 1997;

20 (ii) the Affordable Multifamily Housing Revenue Bonds indenture,
21 dated as of December 1, 2009;

22 (iii) Article XIII of the Residential Mortgage Revenue Bonds
23 indenture, dated as of December 1, 2009, or any successor provision;

24 (iv) any indenture authorizing Special Obligation Multifamily Housing
25 Revenue Bonds; or

26 (v) any indenture authorizing Multifamily Housing Revenue Bonds
27 (FHA Risk-Share Insured Mortgage Loan program).

28 (b) The Executive Director and the Secretary of the Board (the “Secretary”)
29 are hereby authorized and directed, for and on behalf and in the name of the Agency, to execute
30 and acknowledge and to deliver with respect to each series of Refunding Bonds a Refunding
31 Bond Indenture with such changes therein as the officers executing the same approve upon
32 consultation with the Agency’s legal counsel, such approval to be conclusively evidenced by the
33 execution and delivery thereof.

34 The Executive Director is hereby expressly authorized and directed, for and on
35 behalf and in the name of the Agency, to determine in furtherance of the objectives of the
36 Program those matters required to be determined under the applicable Refunding Bond Indenture
37 in connection with the issuance of each such series of Refunding Bonds.

1 ARTICLE II
2 AUTHORIZATION AND TERMS OF NEW MONEY BONDS

3 Section 4. **Determination of Need and Amount of New Money Bonds.** The
4 Agency is of the opinion and hereby determines that the offer, sale and issuance of one or more
5 series of multifamily housing revenue bonds (“New Money Bonds”) in an aggregate amount not
6 to exceed the sum of the following amounts is necessary to provide sufficient funds for new
7 lending under the Program:

8 (i) the aggregate amount of private activity bond allocations under
9 federal tax law heretofore or hereafter made available to the Agency for such
10 purpose; and

11 (ii) if and to the extent the New Money Bonds are “qualified 501(c)(3)
12 bonds” under federal tax law, are not “private activity bonds” under federal tax
13 law, or are determined by the Executive Director to be intended not to be tax-
14 exempt for federal income tax purposes, \$250,000,000.

15 Section 5. **Authorization and Timing of New Money Bonds.** The New Money
16 Bonds described in Section 4 are hereby authorized to be issued for the purpose of financing the
17 acquisition, construction, rehabilitation, refinancing or development of Developments and for
18 other Program Purposes. New Money Bonds may be issued at such time or times on or before
19 the day 60 days after the first date after March 1, 2021 on which is held a meeting of the Board at
20 which a quorum is present, as the Executive Director deems appropriate, upon consultation with
21 the Treasurer as to the timing of each such issuance; *provided, however,* that if the New Money
22 Bonds are sold at a time on or before the day 60 days after the date on which is held such
23 meeting, pursuant to a forward purchase agreement providing for the issuance of such New
24 Money Bonds on a later date on or before October 1, 2022, upon specified terms and conditions,
25 such New Money Bonds may be issued on such later date.

26 Section 6. **Approval of New Money Bond Indentures.** (a) New Money Bonds
27 may be issued under and pursuant to any new indenture or similar form of document (each a
28 “New Money Bond New Indenture”), in one or more forms similar to one or more of the
29 following (collectively, the “New Money Bond Prior Indentures” and, together with the New
30 Money Bond New Indentures, the “New Money Bond Indentures”):

31 (i) the Multifamily Housing Revenue Bonds III indenture, dated as of
32 March 1, 1997;

33 (ii) the Affordable Multifamily Housing Revenue Bonds indenture,
34 dated as of December 1, 2009;

35 (iii) any indenture authorizing Special Obligation Multifamily Housing
36 Revenue Bonds; or

37 (iv) any indenture authorizing Multifamily Housing Revenue Bonds
38 (FHA Risk-Share Insured Mortgage Loan program).

1 (b) The Executive Director and the Secretary are hereby authorized and
2 directed, for and on behalf and in the name of the Agency, to execute and acknowledge and to
3 deliver with respect to each series of New Money Bonds a New Money Bond Indenture with
4 such changes therein as the officers executing the same approve upon consultation with the
5 Agency's legal counsel, such approval to be conclusively evidenced by the execution and
6 delivery thereof.

7 The Executive Director is hereby expressly authorized and directed, for and on
8 behalf and in the name of the Agency, to determine in furtherance of the objectives of the
9 Program those matters required to be determined under the applicable New Money Bond
10 Indenture in connection with the issuance of each such series of New Money Bonds.

11 ARTICLE III
12 AUTHORIZATION AND TERMS OF CONDUIT BONDS

13 Section 7. **Determination of Need and Amount of Conduit Bonds.** The Agency is
14 of the opinion and hereby determines that the offer, sale and issuance of one or more series of
15 multifamily housing revenue bonds on a "conduit" basis, meaning that (a) the Agency is not
16 liable for payment of the principal of, premium or interest on such bonds, except from revenues
17 received from loans made or purchased with the proceeds of such bonds and related or ancillary
18 collateral, (b) the Agency has not contributed or pledged any funds or assets to such bonds other
19 than the collateral described in the immediately preceding clause, and (c) there is otherwise no
20 obligation of or material financial risk to the General Fund of the Agency under the terms of
21 such bonds (the "Conduit Bonds"), in an aggregate amount not to exceed the sum of the
22 following amounts, is necessary to provide sufficient funds for the Program:

23 (i) the aggregate amount of private activity bond allocations under
24 federal tax law heretofore or hereafter made available to the Agency for such
25 purpose; and

26 (ii) if and to the extent the Conduit Bonds are (A) refunding bonds in
27 an aggregate amount not to exceed the aggregate amount of bonds to be redeemed
28 or maturing in connection with such issuance, (B) "qualified 501(c)(3) bonds"
29 under federal tax law, (C) are otherwise not "private activity bonds" under federal
30 tax law, or (D) are determined by the Executive Director not to be intended to be
31 tax-exempt for federal income tax purposes, \$2,500,000,000.

32 Section 8. **Authorization and Timing of Conduit Bonds.** The Conduit Bonds
33 described in Section 7 are hereby authorized to be issued for the purpose of providing funding
34 for the Program, and for other Program Purposes. Conduit Bonds may be issued at such time or
35 times on or before the day 60 days after the first date after March 1, 2021 on which is held a
36 meeting of the Board at which a quorum is present, as the Executive Director deems appropriate,
37 upon consultation with the Treasurer as to the timing of each such issuance; *provided, however,*
38 that if Conduit Bonds are sold at a time on or before the day 60 days after the date on which is
39 held such meeting, pursuant to a forward purchase agreement providing for the issuance of such
40 Conduit Bonds on a later date on or before October 1, 2022, upon specified terms and conditions,
41 such Conduit Bonds may be issued on such later date.

1 Section 9. **Approval of Conduit Bond Indentures.** (a) Conduit Bonds may be
2 issued under and pursuant to any indenture or similar form of document (each a "Conduit Bond
3 Indenture") meeting the requirements for Conduit Bonds described in Section 7(a), (b) and (c),
4 above.

5 (b) The Executive Director and the Secretary are hereby authorized and
6 directed, for and on behalf and in the name of the Agency, to execute and acknowledge and to
7 deliver with respect to each series of Conduit Bonds a Conduit Bond Indenture with such
8 changes therein as the officers executing the same approve upon consultation with the Agency's
9 legal counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

10 The Executive Director is hereby expressly authorized and directed, for and on
11 behalf and in the name of the Agency, to determine in furtherance of the objectives of the
12 Program those matters required to be determined under the applicable Conduit Bond Indenture in
13 connection with the issuance of each such series of Conduit Bonds.

14 ARTICLE IV
15 PROVISIONS APPLICABLE TO ALL BONDS ISSUED UNDER THIS RESOLUTION

16 Section 10. **Approval of Forms and Terms of Bonds.** Refunding Bonds, New
17 Money Bonds and Conduit Bonds (collectively, "Bonds") shall be in such denominations, have
18 such registration provisions, be executed in such manner, be payable in such medium of payment
19 at such place or places within or outside of the State of California, be subject to such terms of
20 prepayment or redemption (including from such sinking fund installments as may be provided
21 for) and contain such terms and conditions as each Refunding Bond Indenture, New Money
22 Bond Indenture or Conduit Bond Indenture (each a "Bond Indenture") shall provide. Bonds
23 shall have the maturity or maturities and shall bear interest at the fixed, adjustable or variable
24 rate or rates deemed appropriate by the Executive Director in furtherance of the objectives of the
25 Program.

26 Bonds and the related Bond Indenture(s) may contain such provisions as may be
27 necessary to accommodate an option to put such Bonds prior to maturity for purchase by or on
28 behalf of the Agency or a person other than the Agency, to accommodate the requirements of
29 any provider of bond insurance or other credit enhancement or liquidity support or to
30 accommodate the requirements of purchasers of indexed floating-rate bonds.

31 Bonds may be issued on a drawdown basis comprised of one or more advances.
32 For purposes of Sections 2, 5 and 8, the date of the initial draw (or advance) for any issue of
33 drawdown Bond shall be considered the issue date of such issue.

34 Bonds may otherwise have such commercially reasonable terms as may be
35 approved by the Executive Director, such approval to be evidenced by the execution and delivery
36 of the documents relating to such Bonds in accordance with this resolution.

37 Section 11. **Authorization of Disclosure.** The Executive Director is hereby
38 authorized to circulate one or more preliminary official statements relating to Bonds and to
39 execute and circulate one or more official statements relating to Bonds, and the circulation of
40 such preliminary official statement and such official statement to prospective and actual

1 purchasers of Bonds is hereby approved. The Executive Director is further authorized to hold
2 information meetings concerning Bonds and to distribute other information and material relating
3 to Bonds, including by posting of such information on one or more websites maintained by or at
4 the direction of the Agency.

5 Section 12. **Authorization of Sale of Bonds.** Bonds are hereby authorized to be sold
6 at negotiated or competitive sale or sales, including but not limited to private placements and
7 public offerings. The Executive Director is hereby authorized and directed, for and in the name
8 and on behalf of the Agency, to execute and deliver one or more agreements, by and among the
9 Agency, the Treasurer, if applicable, and such purchasers or underwriters as the Executive
10 Director may select (the "Purchasers"), relating to the sale of the Bonds, in such form as the
11 Executive Director may approve upon consultation with the Agency's legal counsel, such
12 approval to be evidenced conclusively by the execution and delivery of said agreements by the
13 Executive Director.

14 The Treasurer is hereby authorized and requested, without further action of this
15 Board and unless instructed otherwise by this Board, to sell the Bonds pursuant to the terms and
16 conditions set forth in each such agreement as finally executed on behalf of the Agency. The
17 Treasurer is hereby further authorized and requested to deposit the proceeds of any good faith
18 deposit to be received by the Treasurer under the terms of such agreement in a special trust
19 account for the benefit of the Agency, and the amount of such deposit shall be retained by the
20 Agency, applied at the time of delivery of the applicable Bonds as part of the purchase price
21 thereof, or returned to the Purchasers, as provided in such agreement.

22 Section 13. **Authorization of Execution of Bonds.** The Executive Director is hereby
23 authorized and directed to execute, and the Secretary is hereby authorized and directed to attest,
24 for and on behalf and in the name of the Agency and under its seal, the Bonds, in an aggregate
25 amount not to exceed the amount authorized hereby, in accordance with each Bond Indenture in
26 one or more of the forms set forth in such indenture.

27 Section 14. **Authorization of Delivery of Bonds.** The Bonds when so executed shall
28 be delivered to the trustee, fiscal agent or other authenticating agent ("Trustee") to be
29 authenticated or caused to be duly and properly authenticated. The Trustee is hereby requested
30 and directed to authenticate, or cause to be authenticated, the Bonds by the execution of the
31 certificate of authentication and registration appearing thereon, and to deliver or cause to be
32 delivered the Bonds when duly executed and authenticated to the Purchasers in accordance with
33 written instructions executed on behalf of the Agency by the Executive Director, which
34 instructions said officer is hereby authorized and directed, for and on behalf and in the name of
35 the Agency, to execute and deliver to the Trustee.

36 Section 15. **Authorization of Program Documents.** The Executive Director is
37 hereby authorized and directed to execute all documents the Executive Director deems necessary
38 or appropriate in connection with the Program, including but not limited to (in each case with
39 such other parties as the Executive Director may select in furtherance of the objectives of the
40 Program);

1 (a) regulatory agreements, loan agreements, origination and/or servicing
2 agreements (or other loan-to-lender documents), developer agreements, financing agreements,
3 investment agreements, intercreditor agreements, subordination agreements, agreements to enter
4 into escrow and forward purchase agreements, escrow and forward purchase agreements,
5 refunding agreements and continuing disclosure agreements;

6 (b) one or more mortgage sale agreements with such purchasers as the
7 Executive Director may select in accordance with the objectives of the Program (and any such
8 sale of Loans may be on either a current or a forward purchase basis);

9 (c) contracts to conduct foreclosures of mortgages owned or serviced by the
10 Agency with such attorneys or foreclosure companies as the Executive Director may select in
11 accordance with the objectives of the Program;

12 (d) contracts for the sale of foreclosed properties with such purchasers as the
13 Executive Director may select in accordance with the objectives of the Program, which may be
14 on an all-cash basis or may include financing by the Agency; and

15 (e) any other agreements, including but not limited to real estate brokerage
16 agreements and construction contracts, necessary or convenient for the rehabilitation, listing and
17 sale of such foreclosed properties.

18 Section 16. **Authorization of Credit Facilities and Related Agreements.** The
19 Executive Director is hereby authorized to enter into, for and in the name and on behalf of the
20 Agency, one or more short-term or long-term credit or liquidity facilities, together with any
21 extensions or other amendments thereto, including but not limited to repurchase agreements,
22 which may be secured as to repayment by a general obligation pledge of the Agency, for the
23 purposes of (i) improving the credit and/or liquidity profile of Bonds of the Agency,
24 (ii) financing the purchase of Loans on an interim basis, prior to the financing of such Loans with
25 Bonds, whether issued or to be issued; (iii) financing expenditures of the Agency incident to, and
26 necessary or convenient to, the issuance of Bonds and/or preservation of bonds for subsequent
27 recycling, including, but not limited to, Agency expenditures to pay costs of issuance, capitalized
28 interest, redemption price of Prior Bonds (as defined below) or bonds issued by another issuer
29 for the purpose of preservation for subsequent recycling, costs relating to credit enhancement or
30 liquidity support, costs relating to investment products, or net payments and expenses relating to
31 interest rate hedges and other financial products; and (iv) enabling the Agency to restructure
32 existing debt and related purposes, including, but not limited to, the redemption of existing bonds
33 and the acquisition of bonds that have been put to liquidity providers as bank bonds.

34 The Executive Director is hereby further authorized to enter into, for and in the
35 name and on behalf of the Agency, one or more reimbursement agreements, letter of credit
36 agreements, standby bond purchase agreements, or other arrangements with respect to credit
37 enhancement or liquidity support, and any intercreditor agreements related thereto, together with
38 any extensions or other amendments thereto.

39 Section 17. **Use of Agency Moneys for Debt Restructuring.** The Executive Director
40 is hereby authorized to use available Agency moneys (other than and in addition to the proceeds

1 of Bonds) (i) to make or purchase loans to be financed by Bonds (including Bonds authorized by
2 prior resolutions of the Board) in anticipation of draws on a credit facility, the issuance of Bonds
3 or the availability of Bond proceeds for such purposes and (ii) to purchase Agency Bonds to
4 enable the Agency to restructure its debt and for related purposes as authorized under Resolution
5 No. 08-42 and any future Board resolutions amendatory or supplemental thereto.

6 The Executive Director is hereby authorized to use available Agency moneys to
7 purchase Agency Bonds to enable the Agency to restructure its debt and for related purposes.
8 Any Agency Bonds so purchased shall remain outstanding for all purposes except to the extent
9 that the Executive Director expressly provides for the retirement or redemption, and cancellation,
10 of such Bonds. Any Agency Bonds so purchased may be purchased and resold, in each case on
11 such terms as may be determined by the Executive Director to be in the best interests of the
12 Agency. The Agency may establish any account or accounts as may be necessary or desirable in
13 connection with the purchase of such Bonds.

14 Section 18. **Authorization of Other Financial Agreements Related to Bonds.** The
15 Executive Director is hereby authorized to enter into, for and in the name and on behalf of the
16 Agency, any and all agreements and documents designed to amend, modify or replace existing
17 agreements and documents related to Bonds to (i) reduce or hedge the amount or duration of any
18 payment, interest rate, spread or similar risk with respect to Bonds or related investments,
19 (ii) result in a lower cost of borrowing when used in combination with the issuance or carrying of
20 Bonds or related investments, or (iii) enhance the relationship between risk and return with
21 respect to the existing debt of the Program or any portion thereof. Such agreements and other
22 documents are authorized to be entered into with parties selected by the Executive Director, after
23 giving due consideration for the creditworthiness of the counterparties, when applicable, or any
24 other criteria in furtherance of the objectives of the management of the debt of the Program.

25 Section 19. **Ratification of Prior Actions; Not a Repeal of Prior Resolutions.**
26 (a) All actions previously taken by the officers of the Agency in connection with the
27 implementation of the Program, including but not limited to the issuance of the Bonds, the
28 issuance of any prior bonds of the Agency (the "Prior Bonds"), the execution and delivery of
29 related financial agreements and related program agreements and the implementation of any
30 credit facilities as described above are hereby approved and ratified.

31 (b) This resolution is not intended to repeal in whole or in part any prior
32 resolution of the Agency with respect to the authority granted to the Executive Director in
33 relation to Prior Bonds and related agreements, including but not limited to (i) the authority to
34 determine in furtherance of the objectives of the Program those matters required to be
35 determined in relation to Prior Bonds, whether under indentures or other related agreements, and
36 (ii) the authority to amend, modify or replace financial agreements of the types described in
37 Section 18 of this resolution.

38 Section 20. **Authorization of Related Actions and Agreements.** The Treasurer and
39 any duly authorized deputy thereof, the Executive Director, and any other persons authorized in
40 writing by the Executive Director are hereby authorized and directed, jointly and severally, to do
41 any and all things and to execute and deliver any and all agreements and documents which they
42 individually or collectively deem necessary or advisable in order to consummate the issuance,

1 sale, delivery, remarketing, conversion and administration of Bonds and Prior Bonds and
2 otherwise to effectuate the purposes of this resolution, including declaring the official intent of
3 the Agency for purposes of U.S. Treasury Regulations Section 1.150-2, and including executing
4 and delivering any amendment or supplement to any agreement or document, or executing and
5 delivering any termination agreement or other document relating to Bonds or Prior Bonds in any
6 manner. Such agreements may include, but are not limited to, remarketing agreements, tender
7 agreements or similar agreements regarding any put option for Bonds or Prior Bonds, broker-
8 dealer agreements, market agent agreements, auction agent agreements or other agreements
9 necessary or desirable in connection with the issuance of Bonds in, or the conversion of Bonds or
10 Prior Bonds to or from, an auction rate mode or an indexed rate mode, agreements for the
11 investment of moneys relating to the Bonds or Prior Bonds, reimbursement agreements, letter of
12 credit agreements, intercreditor agreements or other arrangements relating to any credit
13 enhancement or liquidity support or put option provided for the Bonds or the Prior Bonds,
14 continuing disclosure agreements and agreements for necessary services provided in the course
15 of the issuance of the bonds, including but not limited to, agreements with bond underwriters,
16 remarketing agents, placement agents, private placement purchasers, bond trustees, fiscal agents,
17 escrow agents, bond counsel and financial advisors and contracts for consulting services or
18 information services relating to the financial management of the Agency, including advisors or
19 consultants on interest rate swaps, cash flow management, and similar matters, and contracts for
20 financial printing and similar services. The Executive Director, any persons authorized in
21 writing by the Executive Director are hereby authorized and directed, jointly and severally, to
22 provide as necessary for payment of costs of issuance related to Bonds and to provide for the
23 Agency to contribute capital as necessary to facilitate the issuance of Bonds.

24 This resolution shall constitute full, separate, complete and additional authority
25 for the execution and delivery of all agreements and instruments described in this resolution,
26 without regard to any limitation in the Agency's regulations and without regard to any other
27 resolution of the Board that does not expressly amend and limit this resolution.

28 Section 21. **Certain Definitions.** For purposes of this resolution, the term "financing"
29 shall include both "financing and "refinancing", the term "bonds" shall include, as set forth in
30 Section 50058 of the Act, "bonds, notes (including bond anticipation notes and construction loan
31 notes), debentures, interim or other certificates, or other evidences of financial indebtedness
32 issued by the Agency, the term "indenture" shall include indentures, trust agreements, loan
33 agreements, financing agreements and all comparable documents providing for the issuance of
34 bonds, and the term "costs of issuance" shall include costs of refunding or other customary
35 transaction costs as applicable.

36 Section 22. **Additional Delegation.** Any and all actions by the Executive Director
37 approved or authorized by this resolution may be taken instead by the Chief Deputy Director of
38 the Agency or the Director of Financing of the Agency, or by any other person specifically
39 authorized in writing by the Executive Director, and except to the extent otherwise taken by
40 another person shall be taken by the Chief Deputy Director during any period during which the
41 office of the Executive Director is vacant.

1 SECRETARY'S CERTIFICATE

2 I, CLAIRE TAURIAINEN, the undersigned, do hereby certify that I am the duly authorized
3 Secretary of the Board of Directors of the California Housing Finance Agency, and hereby
4 further certify that the foregoing is a full, true, and correct copy of Resolution No. 20-04 duly
5 adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency
6 duly called and held on the 17th day of March 2020, at which meeting all said directors had due
7 notice, a quorum was present and that at said meeting said resolution was adopted by the
8 following vote:

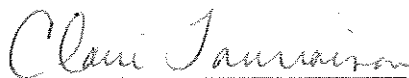
9 AYES: Gunn (for Imbasciani), Gunning, Hunter, Johnson Hall, Jopanda (for Ma),
10 Olmstead (for McCauley), Castro Ramírez, Prince, Russell, Sotelo

11 NOES:

12 ABSTENTIONS: Gallagher

13 ABSENT: Avila Farias

14 IN WITNESS WHEREOF, I have executed this certificate hereto this 17th day of March
15 2020.

16 

17 CLAIRE TAURIAINEN
18 Secretary of the Board of Directors of the
19 California Housing Finance Agency