



RESOLUTION No. _____

OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA APPROVING THE ISSUANCE BY THE CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY OF MULTIFAMILY HOUSING REVENUE BONDS FOR THE COURTYARDS AT PENN VALLEY APARTMENTS

WHEREAS, the California Statewide Communities Development Authority (the “Authority”) is authorized pursuant to the provisions of California Government Code Section 6500 et seq. and the terms of an Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the “Agreement”), among certain local agencies throughout the State of California, including the County of Nevada (the “County”), to issue revenue bonds in accordance with Chapter 7 of Part 5 of Division 31 of the California Health and Safety Code for the purpose of financing multifamily rental housing projects; and

WHEREAS, Penn Valley 2, LP, has requested that the Authority adopt a plan of financing providing for the issuance of multifamily housing revenue bonds (the “Bonds”) in one or more series issued from time to time, including bonds issued to refund such revenue bonds in one or more series from time to time, and at no time to exceed \$7,500,000 in outstanding aggregate principal amount, to finance or refinance the acquisition, rehabilitation and development of a 42-unit multifamily rental housing project located at 10491 and 10533 Broken Oak Court, Penn Valley, California, generally known as Courtyards at Penn Valley Apartments (the “Project”) and operated by FPI Management, Inc.; and

WHEREAS, the Bonds or a portion thereof will be “private activity bonds” for purposes of the Internal Revenue Code of 1986 (the “Code”); and

WHEREAS, pursuant to Section 147(f) of the Code, prior to their issuance, private activity bonds are required to be approved by the “applicable elected representative” of the governmental units on whose behalf such bonds are expected to be issued and by a governmental unit having jurisdiction over the entire area in which any facility financed by such bonds is to be located, after a public hearing held following reasonable public notice; and

WHEREAS, the Authority is the governmental unit on whose behalf such bonds are expected to be issued, and members of this Board of Supervisors (this “Board of Supervisors”) are the applicable elected representatives of the County having jurisdiction to approve the Authority’s issuance of the bonds; and

WHEREAS, the Authority has requested that this Board approve the Authority’s issuance of the Bonds in order to comply with the provisions of Section 147(f) of the Code and the requirements of Section 9 of the Agreement; and

WHEREAS, there has been published, at least 14 days prior to the date hereof, in a newspaper of general circulation within the County, a notice that a public hearing regarding the Bonds would be held on a date specified in such notice; and

WHEREAS, such public hearing was conducted on such date, at which time an opportunity was provided to interested parties to present arguments both for and against the issuance of the Bonds; and

WHEREAS, the Authority is also requesting that the Nevada County Board of Supervisors, as the jurisdiction with authority over the area in which the Project is located and for which the bonds are to be issued, approve the issuance of any refunding bonds hereafter issued by the Authority for the purpose of refinancing the Bonds which financed the Project (the "Refunding Bonds"), but only in such cases where federal tax laws would not require additional consideration, authorization or approval by the Board of Supervisors; and

WHEREAS, it is intended that this resolution shall constitute the authorization of the issuance of the Bonds by the Authority, as required by Section 147(f) of the Code and Section 9 of the Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA AS FOLLOWS:

Section 1. The above recitals are true and correct.

Section 2. The Board of Supervisors hereby authorizes the issuance of the Bonds and the Refunding Bonds by the Authority. It is the purpose and intent of the Board of Supervisors that this resolution constitute authorization of the Bonds for the purposes of (a) Section 147(f) of the Code and (b) Section 9 of the Agreement. The County, including its Board of Supervisors, officers, agents, and employees, takes no responsibility for and does not give any approval of the proceedings for the sale and issuance of the Bonds, including but not limited to:

- I. Structuring the Bonds, and
- II. Marketing the Bonds, including but not limited to:
 - a. Distribution of any of the bond offering documents or other disclosure required by any federal or state securities laws for the Bond; and
 - b. The adequacy, accuracy or fairness of statements contained in any of the bond offering documents or other disclosure documents required by any federal or state securities laws for said Bonds.
- III. The County, including its Board of Supervisors, officers, agents and employees, takes no responsibility for any "continuing disclosure" obligations under any federal or state securities law regarding the Bonds.
- IV. The Bonds are not the debt of the County.

Section 3. The adoption of this resolution is for the sole purpose of ensuring compliance with Section 147(f) of the Code and Section 9 of the Agreement, and shall not be construed in any other manner. The County and its staff have not fully reviewed or considered the financial feasibility of the financing of the Project, and the adoption of this Resolution shall not obligate, without further action taken by this Board, (i) the County to approve or provide financing or refinancing related to the acquisition, rehabilitation and development of the Project, or to deliver the Bonds for the purpose of such financing or refinancing, or (ii) the County, or any Agency or Department of the County, to take any other action not authorized herein in connection with the ownership or operation of the Project.

Section 4. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing approved hereby.

Section 5. This resolution shall take effect immediately upon its final passage.