

**HOUSING AUTHORITY OF THE COUNTY OF CONTRA COSTA
DEANZA GARDENS, L.P.
CORPORATE/PARTNERSHIP AUTHORIZING RESOLUTION NO. 5234
RE: AUTHORIZING ADMITTANCE AND WITHDRAWAL OF LIMITED PARTNERS AND
WITHDRAWAL OF GENERAL PARTNER
(DeAnza)**

At a duly constituted meeting of the Board of Commissioners (the "**Board**") of the Housing Authority of the County of Contra Costa, a public body corporate and politic the "**Housing Authority**"), held on May 18, 2021, the following resolutions were adopted:

WHEREAS, in this resolution, the Board shall be acting on behalf of the Housing Authority: (i) on its own behalf and (ii) as a general partner of DeAnza Gardens, L.P., a California limited partnership (the "**Partnership**");

WHEREAS, the Housing Authority is a general partner of the Partnership along with DeAnza Housing Corporation, a California nonprofit public benefit corporation;

WHEREAS, BCP/DeAnza Gardens, LLC, a Delaware limited liability company, is the investor limited partner of the Partnership (the "**Investor Limited Partner**"), and BCCC, Inc., a Massachusetts corporation, is the special limited partner of the Partnership (the "**Special Limited Partner**"), and collectively with the Investor Limited Partner, the "**Withdrawing Limited Partners**");

WHEREAS, the Partnership was formed for the purpose of owning, constructing and operating an affordable rental housing project known as DeAnza Gardens Apartments (the "**Project**");

WHEREAS, the Housing Authority desires to withdraw from the Partnership as a general partner and enter the Partnership as the limited partner;

WHEREAS, the Partnership will disburse to the Withdrawing Limited Partners a disposition fee in the amount of Ten Dollars (\$10) plus any additional distributions or costs required to induce the Withdrawing Limited Partners to exit the Partnership, if any (the "**LP Exit Costs**");

WHEREAS, the Withdrawing Limited Partners desire to assign their respective interests and withdraw from the Partnership; and

WHEREAS, the Board desires for the Housing Authority and the Partnership to enter into any and all documents necessary to admit the Housing Authority as the limited partner, to allow the Housing Authority to withdraw as a general partner, to allow the Withdrawing Limited Partners to assign their interests and withdraw as the limited partners of the Partnership, and to distribute the LP Exit Costs, including but not limited to, a transfer agreement, an assignment and assumption of partnership interests and second amendment to the second amended and restated agreement of limited partnership, and any other types of agreements or documents necessary to admit the Housing Authority as the limited partner and allow the Housing Authority

to withdraw as a general partner, allow the Withdrawing Limited Partners to assign their interests and withdraw, and to pay the LP Exit Costs (collectively, the "**Documents**").

NOW, THEREFORE, BE IT RESOLVED: That the Partnership shall admit the Housing Authority as the limited partner, allow the Housing Authority to withdraw as a general partner, distribute the LP Exit Costs, and allow the Withdrawing Limited Partners to assign their interests and withdraw as the limited partners.

FURTHER RESOLVED: That the Housing Authority in its own capacity and/or in its capacity as the general partner of the Partnership, shall enter into the Documents.

FURTHER RESOLVED: That Joseph Villarreal, Executive Director of the Housing Authority, or any other officer of the Housing Authority, acting alone on behalf of the Housing Authority, in its own capacity, and in its capacity as the general partner of the Partnership, is authorized, empowered and directed to: (i) take any and all necessary actions, and execute any and all necessary documents in its own capacity and in its capacity as the general partner of the Partnership, including, but not limited to, the Documents; (ii) take any further actions necessary to admit the Housing Authority as the limited partner, allow the Housing Authority to withdraw as a general partner, and allow the Withdrawing Limited Partners to assign their interests and withdraw; (iii) take any further actions necessary to pay the LP Exit Costs, and (iv) do all other activities contemplated by this Resolution or otherwise necessary to cause the admittance of the Housing Authority as the limited partner, withdrawal of the Housing Authority as a general partner, withdrawal of the Withdrawing Limited Partners from the Partnership, and payment of the LP Exit Costs.

FURTHER RESOLVED: That Joseph Villarreal, Executive Director of the Housing Authority, or any other officer of the Housing Authority, acting alone on behalf of the Housing Authority in its own capacity and in its capacity as the general partner of the Partnership, is authorized, empowered and directed to execute any other form of resolution required by a lender, investor, or other third party, if determined by an officer of the Housing Authority, with the advice of counsel, to be substantially equivalent to this form of resolution.

RESOLVED FURTHER: That to the extent that any actions authorized herein have already been performed, such actions are ratified and approved.

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SECRETARY'S CERTIFICATE

I, the undersigned, hereby certify that the foregoing is a true copy of the Resolution adopted by the Board of Commissioners at a meeting of the Housing Authority, and that said Resolution is in full force and effect.

Dated: May 18, 2021

By: _____
Joseph Villarreal, Secretary