

HOUSING AUTHORITY OF THE COUNTY OF KING

RESOLUTION NO. 3192

(AUBURN COURT APARTMENTS)

A RESOLUTION approving the replacement of a new credit facility to secure payment of the Authority's Variable Rate Demand Revenue Bonds, 1997 (Auburn Court Apartments Project), and authorizing the execution and delivery of amendments and restatements of the trust indenture and loan and regulatory agreement relating to the bonds and other documents relating to the new credit facility.

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WHEREAS, in accordance with the terms of a certain Trust Indenture (the "Original Indenture") dated of as December 1, 1997, by and between the Housing Authority of the County of King (the "Authority") and U.S. Bank, N. A. (formerly First Trust National Association), as trustee (the "Trustee"), the Authority issued its \$13,000,000 original par value Variable Rate Demand Revenue Bonds, 1997 (Auburn Court Apartments Project) (the "Bonds"), for the purpose of making a loan to Auburn North Associates Limited Partnership, a Washington limited partnership (the "Borrower"), to provide part of the funds required to acquire land for and construct a 296-unit multifamily housing project to be known as the Auburn Court Apartments (the "Project"); and

WHEREAS, credit support for the Bonds was originally provided in the form of a letter of credit issued by U.S. Bank National Association (the "Letter of Credit"); and

WHEREAS, the Original Indenture provides that the Borrower may replace the Letter of Credit upon the satisfaction of certain conditions; and

WHEREAS, the Original Indenture also provides that the Original Indenture and the Loan and Regulatory Agreement (as defined in the Original Indenture) may be amended upon the satisfaction of certain conditions; and

WHEREAS, the Borrower has arranged for Fannie Mae to provide its Credit Enhancement Facility (the "Credit Facility") in substitution for the Letter of Credit: and

WHEREAS, in connection with such substitution Fannie Mae has requested that the Original Indenture and the Loan and Regulatory Agreement be amended and restated, and that the Authority, the Borrower and the Trustee enter into additional agreements with and/or for the benefit of Fannie Mae; and

WHEREAS, the Board of Commissioners of the Authority deem it necessary and advisable and in the best interest of the Authority and the Owners of the Bonds to permit the substitution of the Credit Facility for the Letter of Credit and to amend and restate the Original Indenture and the Loan and Regulatory Agreement as described herein; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING as follows:

Section 1. Definitions. As used in this resolution, the following words have the following meanings:

"Authority" means the Housing Authority of the County of King, a public body corporate and politic duly organized and existing under and by virtue of the laws of the State of Washington.

"Board" means the Board of Commissioners of the Authority.

"Amended and Restated Indenture" means the Amended and Restated Trust Indenture between the Authority and the Trustee in the form approved by this resolution.

"Financing Agreement" means the Financing Agreement among the Authority, the Trustee and the Borrower in the form approved by this resolution.

"Intercreditor Agreement" means the Assignment and Intercreditor Agreement among the Authority, the Trustee and Fannie Mae in the form approved by this resolution.

"Loan and Regulatory Agreement" means the Loan and Regulatory Agreement dated as of December 1, 1997, as amended, between the Authority and the Borrower relating to the loan of Bond proceeds to the Borrower and the use of the Project.

“Original Indenture” means the Trust Indenture dated as of December 1, 1997, between the Authority and the Trustee relating to the Bonds.

“Project” means the Auburn Court Apartments, the construction of which was financed with proceeds of the Bonds.

“Regulatory Agreement” means the Regulatory Agreement to be executed by the Borrower in favor of the Authority in the form approved by this resolution.

“Trustee” means U.S. Bank, N. A., a national trust association, or any other entity then serving as trustee under the Amended and Restated Indenture.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Original Indenture or the Amended and Restated Indenture.

Section 2. Authorization of Documents and Execution Thereof. The Board approves the Amended and Restated Indenture, the Financing Agreement, the Regulatory Agreement and the Intercreditor Agreement substantially in the forms presented to the Board with this resolution, with such changes as the Executive Director of the Authority shall deem necessary or appropriate for the purposes of the substitution of the Credit Facility for the Letter of Credit. The Executive Director of the Authority is authorized and directed to do everything necessary for the execution and delivery of the Amended and Restated Indenture, the Financing Agreement, the Regulatory Agreement, the Intercreditor Agreement and such other documents and certificates as may be necessary to effect the substitution of the Credit Facility for the Letter of Credit and to release the lien of the Loan and Regulatory Agreement against the Project, but only upon satisfaction of the conditions for such substitution of credit facilities and amendment of the Original Indenture and Loan and Regulatory Agreement as are set forth in the Original Indenture.

Section 3. Acting Officers Authorized. Any action required by this resolution to be taken by the Executive Director of the Authority may in his absence be taken by the duly authorized Assistant Director of the Authority or the acting Executive Director of the Authority.

Section 4. Ratification and Confirmation. Any actions of the Authority or its officers prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

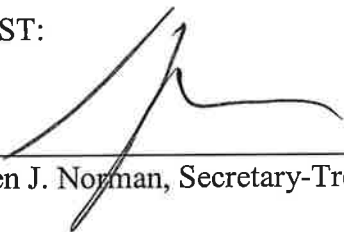
Section 5. Effective Date. This resolution shall be in full force and effect from and after its adoption and approval.

ADOPTED by the Board of Commissioners of Housing Authority of the County of King at a regular open public meeting thereof this 9<sup>th</sup> day of January, 2003.

HOUSING AUTHORITY OF THE COUNTY OF KING

By  \_\_\_\_\_  
Debra S. Coates, Chair

ATTEST:

  
\_\_\_\_\_  
Stephen J. Norman, Secretary-Treasurer

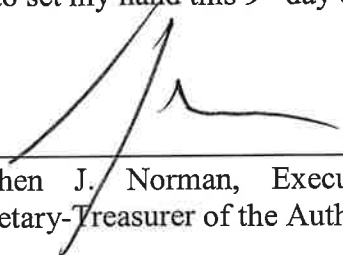
CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting Executive Director and Secretary-Treasurer of the Housing Authority of the County of King (the "Authority") and keeper of the records of the Authority, CERTIFY:

1. That the attached Resolution No. 3192 (the "Resolution") is a true and correct copy of the resolution of the Board of Commissioners of the Authority, as adopted at a meeting of the Authority held on the 9<sup>th</sup> day of January, 2003, and duly recorded in the minute books of the Authority.

2. That such meeting was duly convened and held in all respects in accordance with law, and, to the extent required by law, due and proper notice of such meeting was given; that a quorum was present throughout the meeting and a majority of the members of the Board of Commissioners of the Authority present at the meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed, and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 9<sup>th</sup> day of January, 2003.

  
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Stephen J. Norman, Executive Director and  
Secretary-Treasurer of the Authority