

RESOLUTION NO. 06-16

A RESOLUTION OF THE CAPITAL TRUST AGENCY EXPRESSING ITS INTENT TO ISSUE ONE OR MORE SERIES OF CAPITAL TRUST AGENCY REVENUE AND REVENUE REFUNDING BONDS, EITHER TAXABLE OR TAX-EXEMPT, OR BOTH, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$15,500,000 FOR THE PURPOSE OF REFINANCING CERTAIN OUTSTANDING REFUNDED BONDS DESCRIBED HEREIN, FINANCING THE COSTS OF REHABILITATION OF SUCH PROJECTS, AS DESCRIBED HEREIN, AND PAYING CERTAIN BOND ISSUANCE COSTS; AND APPROVING AND AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, on March 30, 2006, the Capital Trust Agency (the "Agency") issued its Multifamily Housing Revenue Bonds, Series 2006A (Portofino Villas and Stratford Landing) and Subordinate Multifamily Housing Revenue Bonds, Series 2006B (Portofino Villas and Stratford Landing) (collectively, the "Series 2006 Bonds") and loaned the proceeds of the Series 2006 Bonds to Rainbow Housing Assistance Corporation, as group representative and sole member, on behalf of Rainbow Portofino, LLC and Rainbow Stratford, LLC (collectively, the "Prior Borrowers"); and

WHEREAS, GMF-Portofino-Stratford, LLC, a Tennessee limited liability company (the "Borrower"), a wholly owned subsidiary of GMF-Preservation of Affordability Corp., a Tennessee nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, assumed all of the obligations of the Prior Borrowers under certain Loan Documents, Credit Facility Documents and Bond Documents, all subject to and as more fully defined and described in that certain Assumption and Release Agreement (Full Property and Loan Assumption) (4000 Series Loan Documents), dated October 24, 2014, and has represented to the Agency that the Borrower, acting for itself or through its affiliates, plans to refinance all of the outstanding Series 2006 Bonds (the "Refunded Bonds") and finance or refinance, including through reimbursement, the rehabilitation of the Projects (as hereinafter defined) in the manner described in Schedule II, attached hereto, which, by this reference thereto, is incorporated herein (collectively, the "Rehabilitation"); and

WHEREAS, the Agency is a Florida nonprofit corporation and public agency of the State of Florida (the "State"), organized and existing under the provisions of Chapter 163, Part I, and Chapter 159, Part II, Florida Statutes; Ordinance No. 5-97, as amended, of the City of Gulf Breeze, Florida, Ordinance No. 2-00, as amended, of the Town of Century, Florida, Chapter 617, Florida Statutes, and other applicable provisions of law (collectively the "Act"), and is empowered pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance all or any part of the cost of any "project," as defined in the Act; and

WHEREAS, the Borrower has requested the Agency issue its revenue bonds in an aggregate principal amount not to exceed \$15,500,000 (the "Bonds"), in one or more series, either taxable or tax-exempt, or both, and loan the proceeds thereof to the Borrower for the purpose of: (i) refinancing the Refunded Bonds, (ii) financing or refinancing, including through reimbursement, the Rehabilitation of the multifamily rental housing facilities described in

Schedule I, attached hereto, which, by this reference thereto, is incorporated herein (collectively, the "Projects"), to provide housing for persons of low, moderate or middle income, and (iii) paying certain costs of issuing the Bonds and

WHEREAS, subject to final approval of the Agency prior to such issuance, the Agency desires to issue the Bonds and desires to authorize certain officers to take certain actions in preparation for the marketing, sale and issuance of such Bonds; and

WHEREAS, it is the Agency's intent that this Resolution constitute an "official intent" within the meaning of Treasury Regulations Section 1.150-2 for the Agency to declare its intent to use proceeds of the Bonds to reimburse prior capital expenditures of the Borrower in connection with financing certain rehabilitation of the Projects.

NOW, THEREFORE, BE IT RESOLVED by the governing board of the Agency that:

Section 1. The Agency hereby expresses its intent to issue the Bonds in one or more series, either taxable or tax-exempt, or both, in an aggregate principal amount not to exceed \$15,500,000 under and pursuant to the Act, and to loan the proceeds thereof to the Borrower, for the purpose of: (i) refinancing the Refunded Bonds, (ii) financing or refinancing, including through reimbursement, the Rehabilitation, and (iii) paying certain costs of issuing the Bonds, subject to the final approval of the terms and conditions thereof by the Agency.

Section 2. The officers, officials, Executive Director and the attorney for the Agency, Ballard Spahr LLP, Bond Counsel for the Agency ("Bond Counsel"), and Bryant Miller Olive P.A., special counsel for the Agency, are hereby authorized, jointly and severally, to cooperate with the Borrower in obtaining the required approval of the Bonds by the applicable elected representative of the host jurisdiction in which the Projects are located, after notice and a public hearing for the purposes of Section 147(f) of the Code.

Section 3. The Bonds shall be sold at negotiated sale to a purchaser or underwriter selected by the Borrower and approved by the Agency as purchaser or underwriter with respect to the Bonds. There is hereby authorized at the appropriate time, if necessary, the distribution of a primary offering document to potential purchasers of the Bonds, upon approval of the form thereof by the Chairman, the Executive Director or each of their designees.

Section 4. The officers, officials, attorneys and agents of the Agency are hereby authorized and directed, jointly and severally, to take such actions as they may deem necessary or advisable to assist in the marketing, sale, issuance and administration of the Bonds and otherwise effectuate the purposes of this Resolution. All actions heretofore taken by the officers of the Agency for such purposes are hereby confirmed and ratified.

Section 5. Prior to the issuance of the Bonds, an appropriate public agency or agencies must determine, with respect to the Projects that:

- (i) the Projects are appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the communities in which they are located, will provide gainful employment, will promote commerce within the State and will serve a public purpose by providing affordable housing for people of low, moderate and middle income and advancing the economic prosperity and the general welfare of the State and its people;

- (ii) the Borrower is the financially responsible party which is fully capable and willing to fulfill (A) its obligations under the financing documents, including the obligation of the Borrower to make loan repayments under one or more loan agreements in the amounts and at the times required to provide for the timely payment of the principal of, premium, if any, and interest on the Bonds herein authorized, and (B) all other obligations and responsibilities imposed under the financing documents;
- (iii) the local public agencies will be able to cope satisfactorily with the impact of the Projects and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the Projects, including operation, repair and maintenance thereof and on account of any increase in population or other circumstances resulting therefrom;
- (iv) adequate provision will be made in the financing documents for the operation, repair and maintenance of the Projects at the expense of the Borrower and in the financing documents for the payment by the Borrower of certain fees and expenses incurred in connection with the issuance of the Bonds, and the loan repayments under one or more loan agreements sufficient to pay the principal of, premium, if any, and interest on the Bonds herein authorized;
- (v) each of the Projects constitute a "project" within the meaning of the Act; and
- (vi) all or a portion of the Projects: (a) will be operated exclusively for persons of low, moderate or middle income, and (b) any Bonds designated as tax-exempt bonds, will be financed pursuant to the applicable provisions of the Code.

Section 6. Nothing herein shall obligate the Agency to issue the Bonds if, at any time prior to the sale thereof by the Agency to the purchaser or underwriter thereof, the Agency shall determine that it is not in the public interest or the interest of the Agency to proceed with the issuance of the Bonds for any reason whatsoever, including, without limitation, the marketing plan for the sale of the Bonds to investors.

Section 7. It is the intention of the Agency to issue the Bonds pursuant to the Act to create a financing program to make loans to assist in financing or refinancing projects meeting the criteria set forth in the Act, which loans shall mature not later than the final maturity of the applicable series of the Bonds. The amounts to be held in any reserve fund, any loan fund amounts to be received from the repayment of principal of and interest on the loans, the income to be derived from the investment thereof and any other available moneys under the financing program for the Projects is expected to be sufficient to pay the debt service on the Bonds for such Projects.

Section 8. The Executive Director of the Agency is hereby authorized to execute the Agency's letter or letters addressed to the Borrower in substantially the form attached to this Resolution as Exhibit A, which by this reference thereto, is incorporated herein, with such changes therein, whether made prior to the execution thereof or thereafter, as shall be approved from time to time by the officer executing the same on behalf of the Agency.

Section 9. The Agency hereby authorizes Bond Counsel and the attorney for the Agency to take all necessary action to validate the Bonds under Chapter 75, Florida Statutes, if such action shall be deemed necessary or appropriate by such counsel. The appropriate officials of the Agency are hereby authorized to provide such assistance, take such action, and execute and deliver on behalf of the Agency such documents or instruments as may be necessary or required in connection with any validation of the Bonds or satisfaction of any conditions therefor. Notwithstanding the foregoing, the Agency acknowledges that it has validated bonds for affordable housing purposes, some of which validated bonds may be allocated to the Bonds.

Section 9. This Resolution shall take effect immediately upon its adoption.

Adopted on March 31, 2016.



CAPITAL TRUST AGENCY

By: J. Lee Rice
Its: Chairman

ATTEST:

By: [Signature]
Its: Secretary

CERTIFICATE OF SECRETARY

I, Robert F. Cleveland, Secretary of Capital Trust Agency, Santa Rosa County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 06-16 and supporting exhibits as the same were duly adopted and passed at a public meeting of the Board of Directors of the Capital Trust Agency on the 31st day of March, 2016, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 31st day of March, 2016.

CAPITAL TRUST AGENCY



By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

_____, 2016

GMF-Portofino-Stratford, LLC
GMF-Preservation of Affordability Corp.
65 Germantown Court, Suite 409
Memphis, Tennessee 38018

Re: Proposed refinancing by the Capital Trust Agency (the "Agency") of the herein described Refunded Bonds, which Refunded Bonds financed the multifamily rental housing facilities described in Schedule I to Resolution No. 06-16 of the Agency (collectively, the "Projects"), the financing or refinancing, including through reimbursement, of certain rehabilitation of such Projects in substantially the manner described in Schedule II to Resolution No. 06-16 of the Agency (collectively, the "Rehabilitation") and financing certain bond issuance costs

Gentlemen:

Based upon recent discussions with representatives of GMF-Portofino-Stratford, LLC, a Tennessee limited liability company (the "Borrower"), a wholly owned subsidiary of GMF-Preservation of Affordability Corp., a Tennessee nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Parent"), it is the understanding of the officials and representatives of the Agency that: (i) the Borrower is currently undertaking the refinancing of the Capital Trust Agency Multifamily Housing Revenue Bonds, Series 2006A (Portofino Villas and Stratford Landing) and Subordinate Multifamily Housing Revenue Bonds, Series 2006B (Portofino Villas and Stratford Landing) (collectively, the "Refunded Bonds") and the financing or refinancing, including through reimbursement, of certain rehabilitation of the Projects, a portion of the cost of which will be financed through the issuance of revenue bonds of the Agency in an aggregate principal amount not to exceed \$15,500,000 (sometimes herein referred to collectively as the "Financing Program"), (ii) the Projects provide safe, decent and accessible living facilities for persons of low, moderate or middle income, improve living conditions and provide employment in the community where the Projects are located, and (iii) the willingness of the Agency to issue and sell its revenue bonds for such purposes are important factors under consideration by the Borrower in determining the extent of the feasibility of the Financing Program.

The Agency has determined that the Agency's issuance of its bonds to assist the Borrower will promote the public purposes for which the Agency was created, will enable the Borrower to serve a public purpose by providing affordable housing and increasing the bargaining power of the Borrower to obtain favorable financing for its development programs, and will promote and advance the economic prosperity, living conditions and the general welfare of the State of Florida (the "State") and its people. Neither this letter nor the

inducement resolution constitutes final authorization to issue the bonds. Final approval will be in the form of an authorizing resolution that must be approved upon receipt of the finalized plan of finance and substantially complete bond and offering documents acceptable to the Agency.

Accordingly, in order to induce the Borrower to incur expenses for the initiation of such Financing Program, the Agency hereby makes the following proposal:

1. The Agency will, subject to the requirements of applicable law and financial feasibility, issue its revenue and revenue refunding bonds in one or more series or installments, either taxable or tax-exempt, or both, totaling in the aggregate principal amount of not to exceed \$15,500,000 (the "Bonds") for the purpose of: (i) refinancing the Refunded Bonds, (ii) financing or refinancing, including through reimbursement, the Rehabilitation, and (iii) paying certain costs of issuing the Bonds, subject to the final approval of the terms and conditions thereof by the Agency. The Bonds will be secured by the revenues of such Projects, and will be issued in one or more series, either taxable or tax-exempt, in such aggregate principal amount, mature at such times, bear interest at such rates and be subject to such other terms and have such security as shall be agreed upon between the Agency and the Borrower.

2. The Agency and the Borrower will enter one or more loan agreements (the "Agreement") which shall provide for the loan of the proceeds from the sale of the Bonds to the Borrower, for the refinancing of the Refunded Bonds and the financing the Rehabilitation (including eligible reimbursement to the Borrower for costs of such rehabilitation incurred prior to the delivery of the Agreement) and repayment of such loan by the Borrower. The installment payments to be made by the Borrower in repayment of the loan pursuant to the Agreement shall be pledged to the payment of the principal of, interest on and redemption premium, if any, applicable to the Bonds and the fees and expenses of the trustee. The loan installments shall be fully sufficient to pay the cost of the Projects, the cost and expenses of financing or refinancing the same and the fees and expenses of the Borrower, the trustee and the Agency related thereto.

3. The Agency will cooperate in the prompt preparation of the Agreement and the necessary resolutions for the authorization and sale of the Bonds and, to the extent the Bonds are not allocated to any series of Bonds already validated, will promptly proceed with validation of the Bonds in the appropriate Circuit Court, pursuant to the provisions of Chapter 75, Florida Statutes, if, in the opinion of Bond Counsel for the Agency or the Agency's attorneys, such validation proceedings are necessary or desirable.

4. Upon delivery of the Bonds, the provisions of this proposal and the agreement resulting from its acceptance by the Borrower shall have no further effect, and in the event of any inconsistency between the terms of this proposal and the terms of the Agreement in the form in which it shall be finally approved by resolution of the Agency, the provisions of the Agreement as so approved shall control.

5. Upon acceptance by the Borrower, the Agency shall keep open and outstanding this commitment and inducement to the Borrower for a reasonable time so long as the Borrower shall be proceeding with appropriate efforts toward conclusion of any arrangements necessary for the Financing Program; provided, however, if for any reason (other than that which shall be the fault of the Agency) the Bonds are not delivered to the purchaser or purchasers thereof by April 1, 2017, then the provisions of this proposal and the agreement

resulting from its acceptance by the Borrower may be cancelled at any time thereafter, at the option of the Agency and without notice to the Borrower, by resolution of the Agency, duly adopted. In such event, or in the event of its earlier cancellation by agreement between the Borrower and the Agency, neither party shall have any rights against the other and no third party shall have any rights against either party except:

(a) the Borrower, or, in lieu of the Borrower, the Parent, will pay to the Agency the amount of all expenses which shall have been incurred by the Agency in connection with the Projects;

(b) the Borrower, or, in lieu of the Borrower, the Parent, will assume and be responsible for all contracts entered into by the Agency at the request of the Borrower in connection with the Financing Program; and

(c) the Borrower, or, in lieu of the Borrower, the Parent, will pay the out-of-pocket expenses of officials and representatives of the Agency and counsel for the Agency incurred in connection with the Financing Program and will pay counsel for the Agency, Ballard Spahr LLP, Bond Counsel for the Agency, and Bryant Miller Olive P.A., special counsel to the Agency, a reasonable retainer and legal fees for legal services related to the issuance of the Bonds or the Financing Program, whether or not the financing or refinancing actually closes.

6. The Borrower, or, in lieu of the Borrower, the Parent, shall have responsibility to arrange for the purchase of the Bonds by investors or an underwriter acceptable to the Agency and the payment of all costs of issuing the Bonds, and such Bonds shall only be offered and marketed in accordance with the applicable securities laws and such offering limitations as may be approved by the Agency.

7. The Agency shall not be obligated to pay any of the Bonds or the interest thereon from any funds of the Agency derived from any source other than the Agreement, and each Bond shall contain a statement to that effect upon its face. The Agency shall not be required to incur any expense with respect to the Projects or the Bonds unless requested to do so by the Borrower, in which event the Borrower hereby agrees to reimburse the full amount of such expense to the Agency; and the Agency may require payment to it of such amount as a prerequisite to its incurring any such expense. The Borrower, or, in lieu of the Borrower, the Parent, in accepting this proposal, hereby agrees to pay the annual fees of the Agency and agrees to indemnify and defend the Agency and its officials, employees, attorneys and agents and the members of the governing board of the Agency, and hold the Agency and its officials, employees, attorneys and agents and the members of the governing board of the Agency, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the Financing Program by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State, including, without limitation, all costs and expenses of the Agency, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

8. The Borrower, or, in lieu of the Borrower, the Parent, shall comply with all requirements and pay all costs and expenses as may be required of the Borrower or the Agency pursuant to all applicable approvals by, or any interlocal agreements between, the Agency and any applicable public agencies having jurisdiction over the Projects.

If this proposal shall be satisfactory to the Borrower and the Parent, please have the acceptance statement which follows this proposal executed by the proper officers of the Borrower and the Parent, on behalf of such entities, duly authorized and provide an executed copy to the Agency, whereupon this proposal will constitute an agreement in principle with respect to the matters herein contained.

Yours very truly,

CAPITAL TRUST AGENCY

(SEAL)

By: _____
Edward Gray, III
Executive Director

[Acceptance by Borrower and Parent Follows]

ACCEPTANCE BY BORROWER AND PARENT

The terms and conditions contained in the foregoing proposal by the governing board of the Agency are hereby accepted as obligations of the Borrower and the Parent, as of this ____ day of _____, 2016.

GMF-PORTOFINO-STRATFORD, LLC

By: _____
Richard L. Hamlet, President

GMF-PRESERVATION OF AFFORDABILITY
CORP.

By: _____
Richard L. Hamlet, President

SCHEDULE I

PROJECT DESCRIPTION

The Projects consist of the following multi-family rental housing facilities for persons of low, moderate and middle income, including related facilities, fixtures, furnishings and equipment:

<u>PROPERTY NAME/ADDRESS</u>	<u>CITY</u>	<u>COUNTY</u>	<u>STATE</u>	<u>SIZE (UNITS)</u>
Portofino Villas 2639 Granda Bay Drive Melbourne, Florida	Melbourne	Brevard	Florida	160
Stratford Landing 2616 Mission Road Tallahassee, Florida	Tallahassee	Leon	Florida	192

SCHEDULE II

DESCRIPTION OF REHABILITATIONS

Project Name	Project Location	Project Description
Stratford Landing	Tallahassee, Florida	Roof repair and replacement and exterior wood balcony repair and replacement.
Portofino Villas	Melbourne, Florida	Roof repair and replacement and exterior concrete and tile repair and replacement.