

RESOLUTION 17-11

THE GOVERNING BOARD OF

CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING

The Board of Directors of Central Valley Coalition for Affordable Housing;

HEREBY AUTHORIZES CHRISTINA ALLEY AND/OR JENNIFER BERTUCCIO TO EXECUTE DOCUMENTS ON BEHALF OF THE CENTRAL VALLEY COALITION FOR AFFORDABLE HOUSING IN REGARDS TO MERCED GATEWAY INVESTORS II, L.P., A CALIFORNIA LIMITED PARTNERSHIP.

WHEREAS, Central Valley Coalition for Affordable Housing mission is to provide affordable housing to low/moderate income families. The Central Valley Coalition for Affordable Housing is the MGP of Merced Gateway Investors II, L.P., a California Limited Partnership.

WHEREAS, the Partnership desires to receive loans from the City of Merced and various other lenders to assist with the development of Gateway Terrace II Apartments development.

WHEREAS, the Corporation will be required to provide Lender with certain indemnifications and/or guarantees with respect to Loan ("Loan Documents");

WHEREAS, the Loan Documents provide for the execution by the Corporation, for itself and it is in the best interests of the Corporation to cause the Corporation to obtain the Loans, provide certain guaranties and/or indemnifications with respect to the Loan and to execute and deliver or cause the Corporation to execute and deliver the Loan Documents on behalf of being the MGP in the partnership;

WHEREAS, the Partnership is authorized to enter into and execute, as applicable, all guaranties, agreements, documents, assignments, mortgages and understandings to accomplish the acquisition and development by the Partnership of the Project, including (but, not limited to) all necessary loan Documents, construction documents, DDA documents, loan documents and other documents to be executed in connection therewith; and

IT IS NOW RESOLVED THAT the Central Valley Coalition for Affordable Housing authorizes Christina Alley, Chief Executive Officer, and/or Jennifer Bertuccio, Secretary, (acting alone) to do or perform to cause to be done or performed, in the name of and on behalf of the Corporation and in its own behalf, or otherwise, to execute and deliver such other notices, applications, requests, demands, directions, consents, approvals, orders, undertakings, amendments, further assurances, or other instruments of communication as may be necessary or appropriate in order to cause Corporation to carry into effect the intent of the foregoing resolutions; and

IT IS FURTHER RESOLVED THAT all actions taken by Christina Alley, Chief Executive Officer, and/or Jennifer Bertuccio, Secretary, (acting alone) to carry out the intent of the foregoing resolution, and his/her execution and delivery of such instruments and documents as they believe are necessary for that purpose, are hereby approved, ratified and confirmed in all respects.

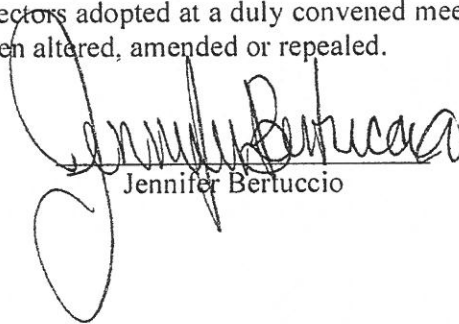
ATTACHMENT 5

PASSED AND ADOPTED THIS 27th day of April 2017, by the following vote:

AYES:6 NAYES: 0 ABSTAIN: 0 ABSENT: 1

The undersigned Jennifer Bertuccio Secretary of the Central Valley Coalition for Affordable Housing does hereby attest and certify that the foregoing is a true and full copy of a resolution of the Board of Directors adopted at a duly convened meeting on the date above-mentioned, which has not been altered, amended or repealed.

June 28, 2017



Jennifer Bertuccio