

FHFC II, INC.

Action

I. FHFC II, INC.

A. In re: Resolution 2023-009, Signature Authority

1. Background:

- a) During the ordinary course of business, situations arise wherein an authorized signature is needed by the Corporation on operational and financial documents. By a series of resolutions, the Board has previously delegated signature authority to the Executive Director, Chief Financial Officer, and Comptroller to execute these documents, and has designated certain additional Corporation staff as Assistant Secretaries of the Corporation for purposes of attesting signatures.

2. Present Situation:

- a) Draft Resolution 2023-009 ([Exhibit A](#)) reflects changes in corporate structure, specifically to update the name of Florida Housing's Executive Director.

3. Recommendation:

- a) Staff recommends that the Board adopt Resolution 2023-09, delegating signature authority and designating staff as described in the Resolution.

**FHFC II, INC.
RESOLUTION NO. 2023-009**

A RESOLUTION OF THE BOARD OF DIRECTORS OF FHFC II, INC., DELEGATING THE AUTHORITY TO EXECUTE ROUTINE DOCUMENTS; DESIGNATING AND AUTHORIZING ASSISTANT SECRETARIES TO PROVIDE ATTESTATIONS TO ROUTINE PROGRAM DOCUMENTS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, FHFC II, Inc. ("FHFC II"), a wholly-owned subsidiary of Florida Housing Finance Corporation ("Florida Housing") is authorized under the provisions of Chapter 420, Part V, Florida Statutes, to promote the public welfare by administering the governmental function of financing or refinancing housing and related facilities, to make loans to eligible borrowers and issue revenue bonds from time to time for the purpose of financing affordable housing developments; and

WHEREAS, the Board of Directors of FHFC II (the "Board") has authorized and may in the future authorize the Executive Director and other senior officers of Florida Housing to execute routine program documents on behalf of FHFC II to bind FHFC II thereby; and

WHEREAS, the Board has designated and authorized Assistant Secretaries to provide attestations and certifications to routine program documents on behalf of FHFC II.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FLORIDA HOUSING FINANCE CORPORATION AS FOLLOWS:

1. The Board hereby designates and authorizes Michael DiNapoli, Executive Director of Florida Housing, and all other successor Executive Directors; Angeliki Sellers, Chief Financial Officer; and Hugh R. Brown, General Counsel, to be responsible for programs administered by FHFC II for as long as he or she is employed in that capacity, to execute routine program documents and such other documents as, in the judgment of the Executive Director, are necessary to assure market or program continuity including but not limited to: contracts, notes, mortgages, loan closing documents, submittals, reports, amendments, checks, and such other documents as may be necessary for the operation of FHFC II.

2. The Board hereby authorizes Michael DiNapoli, Executive Director of Florida Housing, and all other successor Executive Directors; Angeliki Sellers, Chief Financial Officer; and Hugh R. Brown, General Counsel, to delegate authority to execute routine documents on behalf of FHFC II, including but not limited to: contracts, notes, mortgages, loan closing documents, submittals, reports, amendments, checks, and such other documents as may be necessary for the operation of FHFC II to the Comptroller, the Managing Director of Multifamily Programs, the Multifamily Loans/Bonds Director, the Multifamily Tax Credits Director, the Managing Director of Homeowner Programs, the Managing Director of Asset Management and Guarantee Programs, and the Managing Director of Policy/Special Programs, for as long as they are employed by Florida Housing.

3. The Board hereby designates and authorizes the General Counsel, the Managing Director of Multifamily Programs, Managing Director of Development Finance, the Multifamily Loans/Bonds Director, and the Multifamily Tax Credits Director; as Assistant Secretaries for as long as they are employed in those capacities by Florida Housing, for the purpose of providing attestations and certifications of, and only one of them needs to attest or certify, all routine program documents on behalf of FHFC II, including but not limited to: loan closing documents, submittals, reports, amendments, checks, contracts, draw requests, and such other documents as may be necessary.

4. This resolution shall replace all prior resolutions delegating authority to execute routine documents.

5. This resolution shall take effect on March 10, 2023, (the "Effective Date").

ADOPTED THIS 10th day of March, 2023.

(SEAL)

FLORIDA HOUSING FINANCE CORPORATION, a public corporation and a public body corporate and politic duly created and existing under the laws of the State of Florida

ATTEST:

Hugh R. Brown, Assistant Secretary
Florida Housing Finance Corporation, Board
of Directors

Mario Facella, Chair
Florida Housing Finance Corporation, Board
of Directors

**STATE OF FLORIDA
COUNTY OF LEON**

I hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted at a duly noticed public meeting of the Florida Housing Finance Corporation, legally called and held on the 10th day of March, 2023, at which a quorum was present, all as will appear by reference to the original Resolution incorporated in the official records of the Florida Housing Finance Corporation.

By: _____
Hugh R. Brown, General Counsel
Florida Housing Finance Corporation

**STATE OF FLORIDA
COUNTY OF LEON**

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this ____ day of March, 2023, by Hugh R. Brown, General Counsel of the Florida Housing Finance Corporation, a public corporation and a public body corporate and politic duly created and existing under the laws of the State of Florida, on behalf of the corporation. He is personally known to me.

NOTARY SEAL

Notary Public

Name typed, printed or stamped

My Commission Expires: _____