

## **BUILDING BETTER PARTNERSHIPS, INC.**

1455 Butte House Road  
Yuba City, CA 95993  
(530) 671-0220

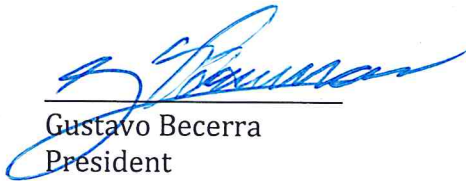
October 5, 2016

TO: Gustavo Becerra  
Martha Griesse  
Gail Allen  
Rebecca Flores  
Pattria Runge

Nevada County Board of Supervisors  
Sutter County Board of Supervisors  
Colusa County Board of Supervisors  
Yuba County Board of Supervisors  
City Council, Colusa  
City Council, Yuba City  
City Council, Live Oak  
Duane Oliveira, Legal Counsel  
Appeal Democrat  
The Union

### **NOTICE OF SPECIAL MEETING October 11, 2016**

You are hereby notified that the Building Better Partnerships, Inc. Special Board Meeting is scheduled for **Tuesday, October 11, 2016, at 3:00 PM at Regional Housing Authority of Sutter and Nevada Counties, 1455 Butte House Road, Yuba City, CA 95993.**



Gustavo Becerra  
President

# **BUILDING BETTER PARTNERSHIPS, INC.**

Special Meeting of Board of Directors

Tuesday, October 11, 2016

3:00 PM

## AGENDA

1. Call to order
2. Roll Call
  - Gustavo Becerra
  - Gail Allen
  - Martha Greise
  - Rebecca Flores
  - Pattra Runge
3. Public Participation: Members of the public shall be provided with an opportunity to address the Board of Directors on items of interest that are within the subject matter jurisdiction on the Board.
4. Approval of Board Minutes – December 17, 2015
5. Resolution 16-12, Waiver of Notice and Unanimous Consent to Action
6. Resolution 16-13, Approval of Partnership Authorizing Resolution
7. Updates
8. Director's Comments
9. Adjournment

BUILDING BETTER PARTNERSHIPS, INC.

Minutes

Special Board Meeting

December 17, 2015

1. Call to Order: Vice-President Gustavo Becerra called the meeting to order at Regional Housing Authority of Sutter and Nevada Counties, 1455 Butte House Road, Yuba City, CA 95993
2. Roll Call: Board members present were Gustavo Becerra, Rebecca Flores and Gail Allen. Board member Martha Griese was absent.
3. Public Participation: None
4. Approval of Minutes – May 13, 2015: Board Member Allen made a motion to approve the Minutes of the May 13, 2015 meeting as submitted. Board Member Flores made the second. All were in favor by voice vote.
5. Approval to Amend Bylaws: Board Member Flores made a motion to amend the Bylaws. Board member Allen made the second. All were in favor by voice vote.
6. Appointment of New Board Member: Board Member Flores made a motion to appoint Pattra Runge, Interim Director of Housing for the Regional Housing Authority of Sutter and Nevada Counties, as the new Board Member. Board Member Allen made the second. All were in favor by voice vote.
7. Election of Officers: Board Member Becerra made a motion to elect himself as President, Pattra Runge as Vice-President, Rebecca Flores as Secretary and Gail Allen as Treasurer. Board member Allen made the second. All were in favor by voice vote.
8. Updates: Board Member Flores explained a tax credit application will be submitted for Stony Creek Phase II Apartments in Williams. She shared if the tax credits are awarded staff will be notified in June.
9. Director's Comments: Board Member Becerra stated Maple Park Phase II is 80% complete and should be ready to house tenants in late March, early April.
10. Adjournment: The meeting was adjourned at 2:27 PM.

Resolution 16-12

RESOLUTION, WAIVER OF NOTICE AND  
UNANIMOUS CONSENT TO ACTION

The Board of Directors of Building Better Partnerships, Inc. ("BBP") by this writing unanimously approve the following resolutions and consent to their adoption:

WHEREAS, BBP is and is approved to be the managing general partner in Williams Senior Associates, a California Limited Partnership (the "Partnership"); and

WHEREAS, the Partnership was formed for and is authorized to acquire, develop, construct and operate a 32-unit low income housing tax credit project in Williams, California (the "Project"); and

WHEREAS, it will be necessary for the Partnership to enter into numerous documents and agreements in order to facilitate the acquisition, development, construction, and operation of the Project; and

WHEREAS, it will be necessary for BBP to execute such documents and enter into such agreements on behalf of the Partnership and may be required to guarantee items including construction completion, tax credit delivery and qualification, development deficits, construction deficits and operating deficits.

NOW THEREFORE, IT IS HEREBY RESOLVED, that Gustavo Becerra as President is hereby authorized to negotiate, execute and deliver the following documents on behalf of BBP for its own account, as a guarantor under the loan and partnership documents, and on behalf of the Partnership, as applicable:

- A developer agreement with Pacific West Communities, Inc.;
- A construction contract with Pacific West Builders, Inc.;
- Construction and/or permanent loan documents, security interests, trust deeds, financing statements, and other documents relating to securing and closing construction and/or permanent loans in connection with the transaction;
- Execution of an amended and restated partnership agreement installing Wells Fargo Affordable Housing Community Development Corporation or affiliate thereof as the limited partner of the Partnership, and any and all amendments thereto and ancillary documents required in connection with the syndication of the tax credits generated by the Project;
- Regulatory agreements, easements or documents with local government entities, utilities and any other documents necessary to facilitate the transaction.

BE IT FURTHER RESOLVED, that Gustavo Becerra as President (with or without the co-signature of any other officer of BBP) is authorized to execute and deliver on behalf of BBP for its own account, as a guarantor under the loan and partnership documents, and on behalf of the Partnership.

BE IT FURTHER RESOLVED that all acts and actions previously taken by or on behalf of BBP are hereby authorized, ratified and approved.

*(Signatures on following page)*

AYES:  
NAYS:  
ABSTAINED:  
ABSENT:

IN WITNESS WHEREOF, I, Gustavo Becerra, President of Building Better Partnerships, Inc., a California non-profit public benefit corporation, hereby set my hands on October 11, 2016.

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Gustavo Becerra, President



## RESOLUTION 16-13

### PARTNERSHIP AUTHORIZING RESOLUTION

To Whom It May Concern:

The undersigned, as general partner(s) of Williams Senior Associates, a California limited partnership ("Partnership"), jointly and severally represent to and agree that we are the only general partners of the Partnership doing business as Williams Senior Associates, a California limited partnership and that the business is not incorporated or organized as a limited liability company.

It is agreed that:

Wells Fargo Bank, N.A. or affiliate thereof and Bonneville Mortgage Company or affiliate thereof will be making construction and/or permanent loans to the Partnership and the Partnership will be required to approve, execute and deliver certain agreements, instruments, documents, guarantees, indemnities, and certificates between the borrower and Wells Fargo Bank, N.A. or affiliate thereof and Bonneville Mortgage Company or affiliate thereof in connection with securing the construction loan and/or permanent loan. The Regional Housing Authority of Sutter and Nevada Counties ("RHASNC") has made a capital loan in the amount of \$75,000 and a land loan in the amount of \$359,000. Wells Fargo Affordable Housing Community Development Corporation, its members, affiliates, successors and assigns, will contribute equity in the approximate amount of \$7,992,913.

TPC Holdings IV, LLC and Building Better Partnerships, Inc. are authorized to execute the Loan and Security Agreements and any other guarantee documents necessary to perfect the loans in favor of Wells Fargo Bank, N.A., Bonneville Mortgage Company and RHASNC.

The Partnership approves the withdrawal of the existing limited partner and the admission of Wells Fargo Affordable Housing Community Development Corporation, its members, affiliates, successors and assigns as the new limited partner on substantially the terms set forth in the letter of intent dated September 14, 2016, the execution of which is hereby ratified and affirmed, and the Partnership is authorized to execute, deliver and perform its obligations under an Amended and Restated Limited Partnership Agreement and any amendments thereto, Guaranty, Development Agreement, Property Management Agreement, and Partnership Management Agreement, as well as any other ancillary documents deemed necessary or appropriate.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned have caused this instrument to be executed on October 11, 2016.

AYES:  
NAYS:  
ABSTAINED:  
ABSENT:

**WILLIAMS SENIOR ASSOCIATES, A CALIFORNIA LIMITED PARTNERSHIP**

By: **TPC HOLDINGS IV, LLC**, an Idaho limited liability company doing business in the State of California as TPC Idaho Holdings IV, LLC

Its: Administrative General Partner

By: \_\_\_\_\_  
Name: Caleb Roope  
Its: Manager

By: **BUILDING BETTER PARTNERSHIPS, INC.**, a California nonprofit public benefit corporation

Its: Managing General Partner

By: \_\_\_\_\_  
Name: Gustavo Becerra  
Its: President