



Louisiana Housing Corporation

The following resolution was offered by Board Member Dr. Daryl V. Burckel and seconded by Board Member Matthew P. Ritchie:

RESOLUTION

A resolution accepting the proposal of Raymond James Financial, Inc. for the purchase of not exceeding Ten Million Four Hundred Thousand Dollars (\$10,400,000) of Multifamily Mortgage Revenue Refunding Bonds (Section 8 Assisted – 202 Elderly Projects) Series 2013 of Louisiana Housing Corporation in one or more series or subseries (the “Bonds”); fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; approving the form and directing the execution of the Bond Purchase Agreement of said Bonds; approving the form of the Official Statement with respect to said Bonds; and providing for other matters in connection with the foregoing.

WHEREAS, the Board of Directors (the “**Board**”) of the Louisiana Housing Corporation (the “**Corporation**”) on March 13, 2013, adopted a resolution approving and authorizing the issuance of not exceeding Twelve Million Dollars (\$12,000,000) of Multifamily Mortgage Revenue Refunding Bonds (Section 8 Assisted – 202 Elderly Projects) Series 2013 of Louisiana Housing Corporation in one or more series or subseries (the “**Refunding Bonds**”) to refund all or a portion of the outstanding Louisiana Housing Finance Agency Multifamily Mortgage Refunding Revenue Bonds (Section 8 Assisted – 202 Elderly Projects), Series 2006 in one or more sub-series (the “**Prior Bonds**”) and to deliver the Refunding Bonds pursuant to the terms of a Series Supplemental Trust Indenture; and

WHEREAS, the Corporation did meet on May 8, 2013, at 11:00 a.m., Louisiana time, for the purpose of receiving and considering the proposal of Raymond James & Associates, Inc. as purchaser (the “**Underwriter**”) and taking action with respect to the parameter sale of not exceeding Ten Million Four Hundred Thousand Dollars (\$10,400,000) of the Refunding Bonds pursuant thereto.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Louisiana Housing Corporation, acting as the governing authority of said Corporation, that:

SECTION 1. The parameter written terms submitted this day by the Underwriter for the purchase of bonds designated “Louisiana Housing Corporation Multifamily Mortgage Revenue Refunding Bonds, (Section 8 Assisted – 202 Elderly Projects) Series 2013 (Non-AMT)” in the

aggregate principal amount of not exceeding par amount of \$10,400,000, in one or more sub-series at an interest rate not exceeding 10% per annum, and for a maturity not exceeding twenty years, authorized under and pursuant to the provisions of a Series Supplemental Trust Indenture (the “**Indenture**”), by and between Whitney Bank, a state banking corporation, as trustee (the “**Trustee**”), and the Corporation be, and the same are hereby awarded to the Underwriter in accordance with the terms of the Bond Purchase Agreement referred to in Section 3 hereof. The sale and delivery of the Refunding Bonds are further conditioned upon approval by the State Bond Commission and compliance with any and all approvals and/or certifications required by the Louisiana Attorney General. The sale of the Refunding Bonds in accordance with said Bond Purchase Agreement is hereby authorized and approved. The Chairman, Vice Chairman, Interim Executive Director and/or Secretary of this Board are hereby authorized and directed for, on behalf of and in the name of the Corporation, to execute, deliver and approve such instruments, documents and certificates as may be required or necessary, convenient or appropriate to the financing described herein. The aforesaid officers are additionally authorized to approve any changes in the aforementioned documents provided such changes are in accordance with Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended (the “**Act**”) and Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the “**Refunding Act**”) and with the approval of Counsel to the Corporation or Bond Counsel.

By virtue of the Corporation’s application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission’s approval resolved and set forth herein, the Corporation resolves that it understands and agrees that such approvals are expressly conditioned upon, and the Corporation further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the “State Bond Commission Policy on Approval of Proposed Swaps, or other forms or Derivative Products Hedges, Etc.”, adopted by the Commission on July 20, 2006, as to borrowings and other matters subject to

approvals, including subsequent application and approval under said Policy of the implementation or use of any swaps or other products or enhancements covered thereby.

SECTION 2. Whitney Bank, a state banking corporation, shall be designated as Trustee and Paying Agent with respect to the Refunding Bonds.

SECTION 3. In order to accomplish the sale of the Refunding Bonds in accordance with the terms of this resolution, either the Chairperson, Vice-Chairperson, Interim Executive Director and/or Secretary, be and they are hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, the Bond Purchase Agreement in substantially the form thereof which is now before this Corporation and filed with the Secretary of this Board of Directors.

SECTION 4. The Refunding Bonds will be dated, will be in the denominations, be subject to redemption and will have all the terms set forth in the Indenture and the Bond Purchase Agreement. The Refunding Bonds shall be secured by the Trust Estate as defined in the Indenture.

SECTION 5. The Costs of Issuance schedule attached hereto as **Exhibit "A"** is approved.

SECTION 6. The contents of the Official Statement with respect to the Refunding Bonds, copies of the form of which have been placed on file with the Corporation, are hereby approved substantially in such form.

SECTION 7. The Chairperson, Vice-Chairperson, Interim Executive Director and/or Secretary, be and they are hereby approved, authorized and directed to execute and deliver or cause to be executed and delivered all documents required to be executed on behalf of the Corporation and delivered to effect delivery of the Refunding Bonds to the Purchaser or deemed by any of them necessary or advisable to implement this resolution, the Indenture or the Bond Purchase Agreement, or to facilitate the sale of the Refunding Bonds.

SECTION 8. The Chairperson, Vice-Chairperson, Interim Executive Director and/or Secretary of the Corporation shall cause to be executed for and on behalf of the Corporation the aforementioned Refunding Bonds in accordance with the Indenture, and shall effect the delivery thereof to the Purchaser in accordance with the Bond Purchase Agreement. The Secretary of the

Corporation shall receive from the Purchaser for the account of the Corporation the purchase price of the Refunding Bonds and shall deposit the same with the Trustee under the Indenture in accordance with the provisions thereof.

SECTION 9. This resolution shall take effect immediately.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Michael L. Airhart, Mayson H. Foster, Dr. Daryl V. Burckel, Larry Ferdinand, Alice Washington, Ellen M. Lee, Matthew P. Ritchie, Guy T. Williams, Jr., Malcolm Young

NAYS: None

ABSENT: Willie Spears

ABSTAIN: None

And the resolution was declared adopted on this, the 8th day of May 2013.



Chairman



Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the “**Corporation**”), do hereby certify that the foregoing four (4) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on May 8, 2013, entitled: “A resolution accepting the parameter term proposal for the purchase of not exceeding Ten Million Four Hundred Thousand Dollars (\$10,400,000) of Multifamily Mortgage Revenue Refunding Bonds (Section 8 Assisted – 202 Elderly Projects) Series 2013 of Louisiana Housing Corporation in one or more sub-series; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; approving the form and directing the execution of the Bond Purchase Agreement for said Refunding Bonds; and providing for other matters in connection with the foregoing.”

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 8th day of May 2013.



Secretary

(SEAL)

EXHIBIT "A"

Costs of Issuance

Underwriter's Fee (Raymond James)	75,906.25
Bond Counsel (Foley & Judell)	48,311.00
Bond Trustee (Whitney Bank) Acceptance Fee	12,000.00
Trustee Counsel (Jacob Capraro)	4,000.00
Louisiana State Bond Commission Fees	5,672.25
Rating Agency Fee (Moody's)	16,500.00
Official Statement Printing/Distribution	1,500.00
Financial Advisor (Government Consultants)	18,225.00
Publications	2,000.00
Underwriter's Counsel (Breazeale)	16,187.50
Other	3,665.00
Total Cost of Issuance:	\$203,967.00