AMENDED AND RESTATED RESOLUTION

A RESOLUTION OF THE JACKSONVILLE HOUSING FINANCE AUTHORITY (THE "AUTHORITY") AMENDING AND RESTATING A PRIOR RESOLUTION REGARDING THE OFFICIAL ACTION OF THE AUTHORITY RELATIVE TO THE ISSUANCE OF NOT TO EXCEED $90,000,000 TOTAL AGGREGATE PRINCIPAL AMOUNT OF ITS MULTIFAMILY HOUSING REVENUE BONDS (MILLENIA JACKSONVILLE PROJECT), SERIES 2017, FOR THE PURPOSE OF FINANCING ALL OR A PORTION OF THE COSTS RELATED TO THE ACQUISITION AND REHABILITATION OF EXISTING MULTIFAMILY RESIDENTIAL HOUSING FACILITIES FOR PERSONS OR FAMILIES OF LOW, MIDDLE OR MODERATE INCOME; AND FURTHER AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT BY AND BETWEEN THE JACKSONVILLE HOUSING FINANCE AUTHORITY AND THE MILLENNIA JACKSONVILLE FL TC LP, OR THEIR PERMITTED SUCCESSORS AND ASSIGNS; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Jacksonville Housing Finance Authority desires to adopt this Resolution (the "Resolution") amending and restating in its entirety its prior resolution adopted on August 17, 2017; and

WHEREAS, Millennia Jacksonville FL TC LP, and its permitted successors and assigns (the "Company"), has applied to the Jacksonville Housing Finance Authority (the "Authority") to: (a) issue its Multifamily Housing Revenue Bonds (Millennia Jacksonville Project), Series 2017 (the "Bonds") for the purpose of financing all or a portion of the costs related to (i) the acquisition and rehabilitation of an existing multifamily residential housing facility for persons or families of low, middle or moderate income located at 1214 Labelle Street, Jacksonville, Duval County, Florida 32205, consisting of approximately 400 units currently known as Eureka Gardens Apartments (the "Valencia Way Project"), (ii) the acquisition and rehabilitation of an existing multifamily residential housing facility for persons or families of low, middle or moderate income located at 1650 Moncrief Village North, Jacksonville, Duval County, Florida 32209, consisting of approximately 94 units currently known as Moncrief Village Apartments (the "Estuary Estates Project"), (iii) the acquisition and rehabilitation of an existing multifamily residential housing facility for persons or families of low, middle or moderate income located at 2414 Westmont Street, Jacksonville, Duval County, Florida 32207, consisting of approximately 74 units currently known as Southside Apartments (the "Oyster Pointe Project"); and (iv) the acquisition and rehabilitation of an existing multifamily residential housing facility for persons or families of low, middle or moderate income located at 4229 Moncrief Road W., Jacksonville, Duval County, Florida 32209, consisting of approximately 200 units currently known as Washington Heights Apartments (the "Charlesfort Commons Project"); and (b) loan the proceeds

of the Bonds to the Company pursuant to Chapter 159, Part IV, Florida Statutes, or such other provision or provisions of Florida law as the Authority may determine advisable (collectively, the "Act"); and

WHEREAS, the Valencia Way Project, the Estuary Estates Project, the Oyster Pointe Project and the Charlesfort Commons Project are collectively referred to herein as the "Project"; and

WHEREAS, a determination by the Authority to issue the Bonds under the Act, if so requested by the Company, in one or more issues, one or more series from time to time as designated by the Authority pursuant to a plan of finance, and at the same time or at different times, not exceeding an aggregate principal amount of $90,000,000 and to loan the proceeds thereof to the Company to finance the Project under a loan agreement or other financing agreement which will provide that payments thereunder be at least sufficient to pay the principal of and interest and redemption premium, if any, on such Bonds and such other costs in connection therewith as may be incurred by the Authority, will assist the Company and promote the purposes provided in the Act; and

WHEREAS, the Company shall be required to submit a Preliminary Agreement between the Authority and the Company relating to the issuance of the Bonds, a form of which is attached hereto as EXHIBIT A (the "Preliminary Agreement"); and

WHEREAS, in order to satisfy certain of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, the Authority held a public hearing on the proposed issuance of the Bonds on September 19, 2016 for the purposes herein stated, which hearing was scheduled at least fourteen (14) days following the publication of notice of public hearing in a newspaper of general circulation in Duval County, Florida (the "County") (a form of such notice is attached hereto as EXHIBIT B), which public hearing was conducted in a manner that provided a reasonable opportunity for persons with differing views to be heard, both orally and in writing, on both the issuance of such Bonds and the location and nature of the portion of the Project to be financed with the proceeds therefrom; and

WHEREAS, it is intended that this Resolution shall constitute official action toward the issuance of the Bonds within the meaning of the applicable United States Treasury Regulations.

NOW, THEREFORE, BE IT DETERMINED AND RESOLVED BY THE JACKSONVILLE HOUSING FINANCE AUTHORITY THAT:

SECTION 1. APPROVAL OF THE PROJECT. The acquisition and rehabilitation of the Project and the financing thereof by the Authority through the issuance of the Bonds, pursuant to the Act, will promote the health and welfare of the citizens of the County and will thereby serve the public purposes of the Act.

SECTION 2. EXECUTION AND DELIVERY OF THE PRELIMINARY AGREEMENT. The Chair or Vice Chair of the Authority is hereby authorized and directed to execute, for and on behalf of the Authority, a Preliminary Agreement providing understandings relative to the proposed issuance of the Bonds by the Authority to finance the Project in a total aggregate principal amount not to exceed the lesser of: (a) $90,000,000 or (b) the cost of the

Project, as determined by the Authority with such changes, modifications, deletions and insertions as the Chair or Vice Chair, with the advice of Authority's counsel and bond counsel, may deem necessary and appropriate. Such execution and delivery shall be conclusive evidence of the approval thereof by the Authority.

SECTION 3. AUTHORIZATION OF THE BONDS. Subject to receipt by the Authority of at least $90,000,000 of private activity bond allocation from the Division of Bond Finance, there is hereby authorized to be issued and the Authority hereby determines to issue the Bonds, if so requested by the Company and subject to the conditions set forth in the Preliminary Agreement and any subsequent resolution of the Authority related to the Bonds, in one or more issues, one or more series, at the same times or at different times in a total aggregate principal amount not to exceed $90,000,000 for the purpose of financing the Project. The Bonds shall be designated "Jacksonville Housing Finance Authority Multifamily Housing Revenue Bonds (Millennia Jacksonville Project), Series 2017," or such other designation as may be determined by the Authority. The Bonds shall not be issued unless such Bonds are in compliance with the applicable terms and conditions of the Authority's Multifamily Bond Allocation Policies and Procedures and Program Handbook (revised November 2016). The rate of interest payable on the Bonds shall not exceed the rate permitted by law.

SECTION 4. RECOMMENDATION FOR APPROVAL TO CITY COUNCIL OF THE CITY OF JACKSONVILLE, FLORIDA. The Authority hereby recommends the issuance of the Bonds and the financing of the Project for approval to the City Council of the City of Jacksonville, Florida (the "City"). The Authority hereby directs the Chair or Vice Chair, at the expense of the Company, to seek approval for the issuance of the Bonds and the financing of the Project by the City as the applicable elected representatives of the City under and pursuant to the Act and Section 147(f) of the Internal Revenue Code of 1986, as amended.

SECTION 5. GENERAL AUTHORIZATION. The Chair, the Vice Chair, the Secretary and counsel for the Authority, the Authority's financial advisor and bond counsel, are hereby further authorized to proceed, upon execution of the Preliminary Agreement, with the undertakings provided for therein on the part of the Authority and are further authorized to take such steps and actions as may be required and necessary in order to cause the Authority to issue the Bonds subject to the terms and conditions set forth herein and in the Preliminary Agreement authorized hereby.

SECTION 6. AFFIRMATIVE ACTION. This Resolution is an affirmative action of the Authority toward the issuance of the Bonds, as contemplated in the Preliminary Agreement, in accordance with the purposes of the laws of the State of Florida (the "State") and the applicable United States Treasury Regulations.

SECTION 7. APPROVAL OF NOTICE OF PUBLIC HEARING. The form of the notice of public hearing attached hereto as EXHIBIT B was previously approved by the Authority. The Authority previously authorized the public hearing required by Section 147(f) of the Code to be held by the Director of Finance, or her designee, related to the Project and the Bonds.

SECTION 8. LIMITED OBLIGATIONS. The Bonds and the interest and premium, if any, thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the City, the County, the State or any political subdivision or agency thereof but shall be payable solely from the revenues pledged therefor pursuant to, among other things, a trust indenture, a loan agreement or financing agreement and a land use restriction agreement prior to or contemporaneously with the issuance of the Bonds.

SECTION 9. LIMITED APPROVAL. The approval given herein shall not be construed as (a) an endorsement of the creditworthiness of the Company or the financial ability of the Project, (b) a recommendation to any prospective purchaser of the Bonds, (c) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (d) an approval of any necessary re-zoning applications nor for any other regulatory permits relating to the Project and the Authority shall not be construed by reason of its adoption of this Resolution to have made any such endorsement, finding or recommendation or to have waived any right of the City's or the Authority's rights or estopping the City or the Authority from asserting any rights or responsibilities it may have in that regard.

SECTION 10. SEVERABILITY. If any one or more of the covenants, agreements or provisions of this Resolution, or any of the documents attached hereto or contemplated hereby, should be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements or provisions of this Resolution.

SECTION 11. EFFECTIVE DATE. This Resolution shall become effective immediately upon its passage.

APPROVED AND ADOPTED by the Jacksonville Housing Finance Authority this 19th day of September, 2017

JACKSONVILLE HOUSING FINANCE AUTHORITY

By:_____
William I. Gulliford, III, Chair

ATTEST:

By:_____
Name:_____
Title: Assistant Secretary

APPROVED AS TO LEGAL SUFFICIENCY:

By:_____
Office of the General Counsel

EXHIBIT A

FORM OF PRELIMINARY AGREEMENT

EXHIBIT B

FORM OF NOTICE OF PUBLIC HEARING