

SUPPLEMENTAL BOND RESOLUTION

WHEREAS, the Kennesaw Development Authority (the “Issuer”) is a public body corporate and politic duly organized and validly existing under the Constitution and laws of the State of Georgia, including the Development Authorities Law of the State of Georgia (O.C.G.A. Section 36-62-1 et seq.), as amended (the “Act”), and pursuant to an activating resolution of the Mayor and Council of the City of Kennesaw, Georgia, adopted on July 5, 1995; and

WHEREAS, the Issuer was created for the purpose, inter alia, of developing and promoting for the public good and general welfare trade, commerce, industry and employment opportunities and promoting the general welfare of the State of Georgia, and the Act empowers the Issuer to issue its revenue bonds, in accordance with the applicable provisions of the Revenue Bond Law of the State of Georgia, O.C.G.A. Section 36-82-60, et seq., as amended, in order to acquire, construct, install and equip any “project” in furtherance of the public purpose for which it was created or to refund any revenue bonds previously issued for such purposes; and

WHEREAS, on July 28, 2021, the Issuer adopted a resolution (the “Original Resolution”) authorizing the issuance of (a) Kennesaw Development Authority Multifamily Housing Revenue Bonds (Walton Ridenour Apartments Project), Series 2021A (the “Series 2021A Bonds”), and (b) Kennesaw Development Authority Multifamily Housing Revenue Bonds (Walton Ridenour Apartments Project), Series 2021B (the “Series 2021B Bonds” and, together with the Series 2021A Bonds, the “Bonds”), in a combined aggregate principal amount not to exceed \$30,000,000, the proceeds of which will be loaned by the Issuer to Walton Ridenour 2, L.P., a Georgia limited partnership (the “Borrower”), in order to finance a portion of the costs of the acquisition, rehabilitation and equipping of an approximately 261-unit multifamily rental apartment complex located in the City of Kennesaw, Georgia, known as Walton Ridenour Apartments; and

WHEREAS, the Issuer now proposes to authorize the final par amounts, interest rates, maturity dates and maximum annual debt service with respect to each series of the Bonds; and

WHEREAS, the Issuer proposes to authorize the execution, delivery and performance of a Bond Purchase Agreement, to be dated its date of execution and delivery (the “Bond Purchase Agreement”), among the Issuer, Walton Ridenour 2, LP (the “Borrower”) and Wells Fargo Bank, National Association, as underwriter for the Series 2021A Bonds (the “Underwriter”), relating to the sale of the Series 2021A Bonds; and

WHEREAS, it is also necessary and proper at this time for the Issuer to approve and provide for the execution and delivery of an Official Statement pertaining to the Series 2021A Bonds (the “Official Statement”); and

WHEREAS, the Issuer proposes to authorize the execution, delivery and performance of a Bond Placement Agreement, to be dated its date of execution and delivery (the “Bond Purchase Agreement”), among the Issuer, the Borrower (the “Borrower”) and Wells Fargo Bank, National Association, as purchaser of the Series 2021B Bonds (the “2021B Purchaser”), relating to the sale of the Series 2021B Bonds; and

WHEREAS, the Issuer has previously authorized the execution, delivery and performance of a Land Use Restriction Agreement (the “Land Use Restriction Agreement”), among the Issuer, the Borrower and Regions Bank, as trustee (the “Trustee”). The Issuer now proposes to replace the Land Use Restriction Agreement with an Amended and Restated Land Use Restriction Agreement, dated as of the first of the month in which it is executed and delivered (the “Amended and Restated Land Use Restriction Agreement”), among the Issuer, the Borrower and the Trustee. The Amended and Restated Land Use Restriction Agreement will amend and restate that certain Amended and Restated Land Use Restriction Agreement, dated as of December 1, 2013, by and between Walton Ridenour, L.P., the Issuer and U.S. Bank National Association; and

NOW, THEREFORE, BE IT RESOLVED, BY THE KENNESAW DEVELOPMENT AUTHORITY, as follows:

Section 1. Authority for Bond Resolution. This Bond Resolution is adopted pursuant to the provisions of the Act.

Section 2. Authorization and Terms of Series 2021A Bonds. The issuance of \$_____ in principal amount of revenue bonds of the Issuer known as “Kennesaw Development Authority Multifamily Tax-Exempt Mortgage-backed Bonds (Walton Ridenour Apartments Project), Series 2021A (the “Series 2021A Bonds”) is hereby authorized. The Series 2021A Bonds shall bear interest from their date of issuance at a rate of ____% per annum payable in accordance with the 2021A Indenture, a form of which was previously approved by the Issuer. The Series 2021A Bonds shall mature on [October 1, 2041]. The Series 2021A Bonds shall be subject to redemption prior to maturity in accordance with the terms of the 2021A Indenture. Principal payments with respect to the Series 2021A Bonds shall be made in accordance with the terms of the 2021A Indenture.

Section 3. Authorization and Terms of Series 2021B Bonds. The issuance of \$_____ in principal amount of revenue bonds of the Issuer known as “Kennesaw Development Authority Multifamily Revenue Bonds (Walton Ridenour Apartments Project), Series 2021B (the “Series 2021B Bonds”) is hereby authorized. The Series 2021B Bonds shall bear interest from their date of issuance at a variable rate of interest equal to LIBOR + 2.05% with a LIBOR floor of 0.50%, determined and payable in accordance with the 2021B Financing Agreement, a form of which was previously approved by the Issuer. The Series 2021B Bonds shall mature on _____. The Series 2021B Bonds shall be subject to purchase and redemption prior to maturity in accordance with the terms of the 2021B Financing Agreement. Principal payments with respect to the Series 2021B Bonds shall be made in accordance with the terms of the 2021B Financing Agreement.

Section 4. Authorization of Bond Purchase Agreement. The execution, delivery and performance of the Bond Purchase Agreement by and among the Issuer, the Borrower and the Underwriter be and the same are hereby authorized. The Bond Purchase Agreement shall be in substantially the form attached hereto as Exhibit “A,” subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Issuer and the execution of the Bond Purchase Agreement by the Chairman or Vice Chairman and Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 5. Authorization of Official Statement. The execution, use and distribution of the Official Statement, dated the date of execution and delivery of the Bond Purchase Agreement, pertaining to the Series 2021A Bonds are authorized and approved, provided that the Official Statement is in substantially the same form as the Preliminary Official Statement previously approved by the Issuer.

Section 6. Authorization of Bond Placement Agreement. The execution, delivery and performance of the Bond Placement Agreement by and among the Issuer, the Borrower and the 2021B Purchaser be and the same are hereby authorized. The Bond Placement Agreement shall be in substantially the form attached hereto as Exhibit “B,” subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Issuer and the execution of the Bond Placement Agreement by the Chairman or Vice Chairman and Secretary of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 7. Authorization of Amended and Restated Land Use Restriction Agreement. The execution and delivery of the Amended and Restated Land Use Restriction Agreement, in substantially the form attached hereto as Exhibit “C,” is hereby approved, subject to such minor changes, insertions or omissions as may be approved by the Chairman or Vice Chairman of the Issuer and the execution of the Land Use Restriction Agreement by the Chairman or Vice Chairman of the Issuer as hereby authorized shall be conclusive evidence of any such approval.

Section 8. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, commissioners, directors, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Bonds and the matters described herein.

The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Issuer are hereby authorized and directed to prepare and furnish to the purchaser or purchasers, when the Bonds are issued, certified copies of all the proceedings and records of the Issuer relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Bonds as such facts appear from the books and records in the officers’ custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Issuer as to the truth of all statements contained therein.

Section 9. Actions Approved and Confirmed. All acts and doings of the officers of the Issuer which are in conformity with the purposes and intents of this Supplemental Bond Resolution and in the furtherance of the issuance of the Bonds shall be, and the same hereby are, in all respects approved and confirmed.

Section 10. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall 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 separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Bonds authorized hereunder.

Section 11. Repealing Clause. All resolutions or parts thereof of the Issuer in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 12. Effective Date. This Supplemental Bond Resolution shall take effect immediately upon its adoption.

ADOPTED this 25th day of August, 2021.

(CORPORATE SEAL)

KENNESAW DEVELOPMENT
AUTHORITY

Attest:

Chairman

Secretary

Exhibit A

[attach form of Bond Purchase Agreement]

Exhibit B

[attach form of Bond Placement Agreement]

Exhibit C

[attach form of Amended and Restated Land Use Restriction Agreement]

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Kennesaw Development Authority (the "Issuer"), DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to (a) \$ _____ Kennesaw Development Authority Multifamily Tax-Exempt Mortgage-backed Bonds (Walton Ridenour Apartments Project), Series 2021A, and (b) \$ _____ Kennesaw Development Authority Multifamily Housing Revenue Bonds (Walton Ridenour Apartments Project), Series 2021B, constitute a true and correct copy of the Supplemental Bond Resolution, adopted on August 25, 2021, by the Issuer in a meeting duly called and assembled, which was open to the public and at which a quorum was present and acting throughout, and that the original of said Bond Resolution appears of record in the Minute Book of the Issuer which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Kennesaw Development Authority
this 25th day of August, 2021.

Secretary, Kennesaw Development
Authority

(CORPORATE SEAL)