

**THE HOUSING AUTHORITY OF THE COUNTY OF KING
RESOLUTION NO. 5803**

(Vantage Point Apartments – Transfer Resolution)

A RESOLUTION of the Housing Authority of the County of King (the “Authority”) authorizing; (i) the acquisition by Northwest Affordable Communities LLC, a Washington limited liability company (the “Replacement Investor Entity”), of the investor member and special investor member interests in Vantage Point Apartments LLC, a Washington limited liability Company (the “Company”), which is the owner of the Vantage Point Apartments (the “Project”); and (ii) the President/CEO or her designee to approve, execute and deliver any and all such documents necessary to effectuate the foregoing.

WHEREAS, the Housing Authority of the County of King (the “Authority”) seeks to encourage the provision of long-term housing for low-income persons;

WHEREAS, RCW 35.82.070(2) provides that a housing authority may, among other things, “prepare, carry out, acquire, lease and operate housing projects ...;”

WHEREAS, RCW 35.82.020 defines “housing project” to include, among other things, “any work or undertaking ... to provide decent, safe and sanitary urban or rural dwellings, apartments, mobile home parks or other living accommodations for persons of low income;”

WHEREAS, RCW 35.82.070(5) provides that a housing authority may, among other things, and if certain conditions are met, “own, hold, and improve real or personal property” and “sell, lease, exchange, transfer, assign, pledge, or dispose of any real or personal property or any interest therein ...;”

WHEREAS, RCW 35.82.080(1) provides that a housing authority may, among other things, “make and execute contracts and other instruments, necessary or convenient to the exercise of the powers of the authority ...;”

WHEREAS, the Authority is the Managing Member of Vantage Point Apartments LLC (the “Company”), and RBC-Vantage Point, LLC (“RBCVP”), is the Investor Member, (“Investor Member”) of the Company, and RBC Tax Credit Manager II, Inc. (RBCTCM), is the Special Investor Member (“Special Investor Member”) of the Company and together with RBCVP, the (“Investor Members”).

WHEREAS, the Authority is the fee owner of the real property located at 17901 105th Pl SE, Renton, WA, in King County, Washington (the “Property”), and pursuant to the terms of a Lease Agreement dated June 2nd, 2014 (the “Lease”), the Company was granted a leasehold interest in that certain 77-unit apartment building and all assets thereto located on the Property commonly known as Vantage Point Apartments (collectively, the “Project”);

WHEREAS, the Project was financed in part with low-income housing tax credits (“LIHTC”);

WHEREAS, the Project has been operating as “qualified low-income housing” pursuant to Section 42 of the Internal Revenue Service Code (the “Code”) and, as such, the Company has been receiving LIHTC during the 15-year compliance period pursuant to the Code (the “Compliance Period”);

WHEREAS, the Authority desires to acquire the interests of the Investor Members in the Company (the “Investor Members Interests”);

WHEREAS, the Authority is the sole member of Northwest Affordable Communities LLC (the “Replacement Investor Member”), a Washington limited liability company of which the Authority serves as the manager, for purposes in furtherance of the Authority’s mission as may be authorized in the Operating Agreement of the Replacement Investor Member;

WHEREAS the Authority, in its own capacity, as Managing Member of the Company, and as sole member and manager of the Replacement Investor Entity, desires to effectuate the transfer of the Investor Member Interests to the Replacement Investor Entity:

WHEREAS, the Authority, in its own capacity, as Managing Member of the Company, and as sole member and manager of the Replacement Investor Entity, desires to take such steps, make such reasonable expenditures, including, but not limited to, attorneys’ fees and costs, and to ratify all steps already taken, as reasonably necessary to accomplish the foregoing.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE COUNTY OF KING, as follows:

RESOLUTIONS

RESOLVED, that the Authority as Managing Member of the Company on behalf of the Company, and as sole member and manager of the Replacement Investor Entity on behalf of the Replacement Investor Entity, is authorized, empowered and directed to take such steps that are reasonably necessary or advisable to effectuate the transfer of the Investor Member Interests in the Company to the Replacement Investor Entity, and to negotiate, execute and deliver any and all such documents as may be reasonably required by the Investor Member to effectuate the transfer, including, without limitation, an Assignment and Assumption of Investor Member Interests and Amendment to Operating Agreement, Compliance Agreement Guaranty, Post Transfer Compliance and Indemnity Agreement, and Controlling Interest Transfer Return, or other such similarly named documents (collectively, the "Transfer Documents");

RESOLVED, that any and all documents in connection with the foregoing, which are authorized to be executed by or on behalf of the Authority, in its own capacity, as Managing Member of the Company, and as sole member and manager of the Replacement Investor Entity, are authorized to be executed by the President/CEO of the Authority, or her designee.

RESOLVED, the President/CEO, or her designee, is authorized, empowered and directed to take such further action on behalf of the Authority, in its own capacity, as Managing Member of the Company on behalf of the Company, and as sole member and manager of the Replacement Investor Entity on behalf of the Replacement Investor Entity, to cause to be done all other acts and to take all further steps and actions, and to deliver all agreements, documents and instruments, and make such reasonable expenditures as the President/CEO shall deem necessary or desirable to carry out the foregoing resolutions.

RESOLVED, that all steps or actions heretofore taken and/or documents heretofore executed with respect to the foregoing by the Authority in its own capacity, as Managing Member of the Company on behalf of the Company, and as sole member and manager of the Replacement Investor Entity on behalf of the Replacement Investor Entity, as contemplated by the transactions herein are hereby ratified and affirmed.

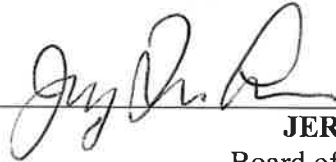
RESOLVED, that any action required by this resolution to be taken by the President/CEO of the Authority may, in the absence of such person, be taken by a duly authorized acting Executive Vice President of Real Estate and Development of the Authority, the Senior Vice President of Development and Asset Management or such other designee as the President/CEO or the Board of Commissioners may designate.

RESOLVED, any actions of the Authority or its officers or employees prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

**ADOPTED AT A REGULAR MEETING OF THE BOARD OF COMMISSIONERS
OF THE HOUSING AUTHORITY OF THE COUNTY OF KING AT AN OPEN PUBLIC
MEETING THIS 20th DAY OF OCTOBER, 2025.**

**HOUSING AUTHORITY OF THE COUNTY OF
KING**

By: _____



JERRY LEE, Chair
Board of Commissioners

ATTEST:



Robin Walls
President/CEO

[CERTIFICATE FOLLOWS ON NEXT PAGE]

CERTIFICATE

I, the undersigned, the duly chosen, qualified and acting President/CEO and Secretary-Treasurer of the Housing Authority of the County of King (the "Authority"), and keeper of the records of the Authority, CERTIFY:

1. That the foregoing Resolution No. 5750 (the "Resolution") is a true and correct copy of the resolution of the Board of Commissioners of the Authority as adopted at a regular meeting of the Authority held at the Authority's principal location on October 20, 2025 (the "Meeting"), and duly recorded in the minute books of the Authority;

2. That in accordance with RCW 42.30.080, the public was notified of the Meeting via the Authority's website and email to stakeholders;

3. That in accordance with RCW 42.30.030(2), in addition to allowing in-person attendance and participation, one or more options were provided for the public to attend and participate in the Meeting remotely through real-time telephonic, electronic, internet, or other readily available means of remote access that do not require an additional cost to access the Meeting; and

4. That Meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of the Meeting was given; that a quorum was present throughout the Meeting, and a majority of the members of the Board of Commissioners of the Authority present at the Meeting voted in the proper manner for the adoption of the Resolution; that all other requirements and proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of October, 2025.



Robin Walls

Secretary-Treasurer and President/CEO of the
Authority

