

IN THE BOARD OF COMMISSIONERS OF THE
HOUSING AND COMMUNITY SERVICES AGENCY
OF LANE COUNTY, OREGON

ORDER) IN THE MATTER OF AUTHORIZING THE EXECUTIVE DIRECTOR OR
10-11-23-1B) DEPUTY DIRECTOR TO PROCEED WITH THE ASSUMPTION OF THE 99%
) LIMITED PARTNERSHIP INTEREST OF OREGON EQUITY FUND LP IN THE
) ORCHARDS LIMITED PARTNERSHIP BY HACSA PARTNER LLC.

WHEREAS, THE HOUSING AUTHORITY AND COMMUNITY SERVICES AGENCY (HACSA) WAS DULY FORMED TO ADDRESS NEEDS IN THE COMMUNITY FOR AFFORDABLE HOUSING FOR LOW-INCOME HOUSEHOLDS; AND

WHEREAS, THE HOUSING AUTHORITY AND COMMUNITY SERVICES AGENCY (HACSA), AS GENERAL PARTNER OF ORCHARDS LIMITED PARTNERSHIP (THE "PARTNERSHIP"), TOGETHER WITH OREGON EQUITY FUND LIMITED PARTNERSHIP AS LIMITED PARTNER, CAUSED THE PARTNERSHIP TO DEVELOP THE WILLKENZIE TOWNHOUSES; AND

WHEREAS, THE LIMITED PARTNER WISHES TO ASSIGN, FOR NO CONSIDERATION, ALL ITS LIMITED PARTNERSHIP INTEREST IN THE PARTNERSHIP TO HACSA PARTNER LLC; AND

NOW IT IS THEREFORE ORDERED THAT:

(1) THAT THE EXECUTIVE DIRECTOR OR THE DEPUTY DIRECTOR IS AUTHORIZED TO EXECUTE ON BEHALF OF HACSA (IN ITS OWN CAPACITY AND/OR AS SOLE MEMBER OF HACSA PARTNER LLC) WHEREBY HACSA PARTNER LLC WOULD ACQUIRE, FOR NO MONETARY CONSIDERATION, THE LIMITED PARTNERSHIP INTEREST OF THE OREGON EQUITY FUND LIMITED PARTNERSHIP IN THE ORCHARDS LIMITED PARTNERSHIP;

(2) THAT THE EXECUTIVE DIRECTOR OR THE DEPUTY DIRECTOR IS AUTHORIZED TO EXECUTE ON BEHALF OF HACSA (IN ITS OWN CAPACITY AND/OR AS SOLE MEMBER OF HACSA PARTNER LLC) AN AMENDMENT TO THE FIRST AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF ORCHARDS LIMITED PARTNERSHIP AUTHORIZING THE WITHDRAWAL OF THE OREGON EQUITY FUND LIMITED PARTNERSHIP AS THE LIMITED PARTNER OF ORCHARDS LIMITED PARTNERSHIP;

(3) THAT THE EXECUTIVE DIRECTOR OR THE DEPUTY DIRECTOR IS AUTHORIZED TO EXECUTE ON BEHALF OF HACSA (IN ITS OWN CAPACITY AND/OR AS SOLE MEMBER OF HACSA PARTNER LLC) SUCH DOCUMENTS AS MAY BE NECESSARY TO EFFECT AN ASSUMPTION BY HACSA PARTNER LLC OF THE INTERESTS OF THE OREGON EQUITY FUND LIMITED PARTNERSHIP AS THE LIMITED PARTNER OF ORCHARDS LIMITED PARTNERSHIP;

(4) THAT THE EXECUTIVE DIRECTOR OR THE DEPUTY DIRECTOR IS AUTHORIZED TO EXECUTE ON BEHALF OF HACSA (IN ITS OWN CAPACITY AND/OR AS SOLE MEMBER OF HACSA PARTNER LLC) SUCH DOCUMENTS AS MAY BE APPROPRIATE OR NECESSARY TO EFFECTUATE THE TRANSFER OF THE INTERESTS OF THE OREGON EQUITY FUND LIMITED PARTNERSHIP TO HACSA PARTNER LLC;

(5) THAT, AT SUCH TIME AND ON SUCH TERMS AS THE EXECUTIVE DIRECTOR SHALL DETERMINE, THE EXECUTIVE DIRECTOR OR THE DEPUTY DIRECTOR IS AUTHORIZED TO EXECUTE ON BEHALF OF HACSA (IN ITS OWN CAPACITY AND/OR AS SOLE MEMBER OF HACSA PARTNER LLC) SUCH DOCUMENTS AS MAY BE NECESSARY OR APPROPRIATE TO (i) CONVEY THE REAL AND PERSONAL ASSETS OF ORCHARDS LIMITED PARTNERSHIP TO HACSA; (ii) ASSUME THE LEASES AND OTHER CONTRACTS HELD IN THE NAME OF THE PARTNERSHIP; AND (iii) ASSUME SUCH OTHER OBLIGATIONS OF ORCHARDS LIMITED PARTNERSHIP AS REASONABLY MAY BE REQUIRED TO PERMIT THE FOREGOING.

DATED THIS 23rd DAY OF November, 2010


CHAIR, HACSA BOARD OF COMMISSIONERS

10/28/10
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IN THE MATTER OF AUTHORIZING THE EXECUTIVE DIRECTOR OR DEPUTY DIRECTOR TO PROCEED WITH THE ASSUMPTION OF THE 99% LIMITED PARTNERSHIP INTEREST OF OREGON EQUITY FUND LP IN THE ORCHARDS LIMITED PARTNERSHIP BY HACSA PARTNER LLC