RESOLUTIONS OF THE BOARD OF DIRECTORS OF

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ COMMUNITY FOUNDATION**

**AUTHORIZING TERM LOAN AGREEMENT**

WHEREAS, the Board of Directors of the Nonprofit A is seeking funding for XXXX activities; and

WHEREAS, Nonprofit Ahas requested funds in the form of an [unsecured/secured] loan from the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Community Foundation (“Foundation”); and

WHEREAS, the Foundation has determined that the XXXX activities have a significant public purpose and are consistent with the charitable mission and exempt purpose of the Foundation; and

WHEREAS, the Foundation has offered a XXXXX loan ($XXX,XXX) to Nonprofit A*,* as a program-related investment, i.e. a mission-driven investment that is not subject to the normal prudent investment standards for foundations and foundation boards of directors, including standards set forth in UPMIFA, and that satisfies the following three requirements:

* The primary purpose of the investment must be to accomplish an exempt purpose
* The production of income or the appreciation of property may not be a significant purpose of the investment, and
* No electioneering and only limited lobbying purposes may be served by the investment; and

WHEREAS, for legal purposes, program-related investments are considered to be more akin to grants, which can be made purely to further a charitable purpose, without regard to any return on investment; the requested loan will nonetheless be subject to certain terms and conditions and the execution of loan documentation; and

WHEREAS, the proceeds of the loan from the Foundation will support Nonprofit A’s activities under substantially the terms, conditions, and provisions as defined by the attached (memorandum, term sheet, project descriptions, etc); and

WHEREAS, the Board has reviewed the terms of the loan in the attached documents; and

THEREFORE BE IT RESOLVED, that the Board of Directors hereby authorizes the Foundation to make the loan to Nonprofit A (“the PRI Loan”) in the amount of XXXX dollars ($XXX,XXX) from the Foundation;

AND BE IT FURTHER RESOLVED, that the Foundation President/Executive Director and their designees be and hereby are authorized to negotiate, execute, and deliver on behalf of the Foundation such agreements, certificates and other documents (collectively, the “Financing Documents”) as may be required or requested by the Foundation in connection with the making of the PRI Loan and any transactions contemplated thereby;

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, do hereby certify that I am the   
  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Community Foundation,a STATE nonprofit corporation, and that the foregoing is a true copy of resolutions duly adopted by the Board of Directors of said corporation in accordance with the law and the articles of incorporation on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, which resolutions are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have set my hand hereto in my official capacity on the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_.

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