

**MINUTES OF MEETING  
OF THE  
BOARD OF COMMISSIONERS**

**May 16, 2024**

A Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, May 16, 2024, at 1:00 p.m. The meeting was held at the main office of the Corporation, 44 Washington Street, Providence, RI 02903, Conference Boardroom and via telephone conference call.

Carol Ventura, Executive Director, opened the meeting and introduced Carl Rotella, Director of Information Technology, who summarized the parameters of the meeting.

Mr. Rotella stated that (i) this meeting would be recorded and available for review on the RIHousing website within 3-5 business days after the meeting and (ii) except for specific RIHousing staff participating telephonically in the meeting, all callers would be muted during the meeting. Mr. Rotella also asked that to prevent any feedback or background noise, telephone participants to please mute their telephone if not speaking. Additionally, Mr. Rotella announced that if during the meeting anyone had technical difficulties with audio or accessing the call, they should call (401) 457-1240.

Corinne Myers, General Counsel, then provided additional guidance for the meeting. Ms. Myers stated that the meeting was being held in hybrid fashion with all members of the Board of Commissioners appearing in person and specific RIHousing staff participating via teleconference. Members of the public were invited to access the meeting in person or via teleconference according to their preference. Furthermore, members of the public could visit the RIHousing website to view the agenda and information on the actions being taken and in the event the teleconference was interrupted, staff would stop the meeting until audio was restored.

Ms. Myers stated that Chairman Pryor would preside over the meeting and requested that any Commissioner or staff wishing to comment state their name prior to speaking and telephone participants to mute their phone when not speaking. She then invited Chairman Pryor to call the meeting to order.

A quorum being present, Chairman Pryor introduced himself and officially called the meeting to order at approximately 1:07 p.m. The Chairman then invited Ms. Ventura to proceed with the roll call of Commissioners in attendance.

Ms. Ventura conducted a roll call vote of Commissioners participating in the meeting. Commissioners participating were: Stefan Pryor; James Diossa, General Treasurer; Jonathan Womer, Director of the Department of Administration; Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation; Steve McAllister and Kevin Orth. Maria Barry was absent.

RIHousing staff participating were: Carol Ventura, Executive Director; Kara Lachapelle, Chief Financial Officer; James Comer, Deputy Executive Director; Christine Hunsinger, Chief Strategy & Innovation Officer; Brett Pelletier, Chief Administrative Officer; Anne Berman, Director of Real Estate Development; Michael DiChiaro; Director of Leased Housing and Rental Services; Elizabeth Bioteau, Director Strategic Initiatives & Partnerships; Amy Rainone, Director Government Relations and Policy; Corinne Myers, General Counsel; and Carl Rotella, Director of Information Technology.

Steven Richard, Counsel to the Corporation, Robert Craven, Designee for General Treasurer Diossa, and Deborah Flannery, Deputy Secretary of the Department of Housing were also present as were members of the public.

Governor Daniel J. McKee was also in attendance.

### **Approval of Minutes of Board Meeting held on April 18, 2024**

Chairman Pryor asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on April 18, 2024. A motion was duly made by Commissioner McAllister and seconded by Commissioner Diossa.

There being no comments or discussion, Corinne Myers, General Counsel of RIHousing, conducted a voice vote of the Commissioners.

The Commissioners voted to unanimously approve the minutes.

Ms. Myers then officially stated for the record that the following was adopted:

VOTED: That the minutes of the Board Meeting held on April 18, 2024, hereby are approved.

### **Chairman's Remarks**

Chairman Pryor welcomed everyone and mentioned that he was extremely honored that Governor McKee was present to offer some remarks. He then invited Governor McKee to say a few words.

### **Governor's Remarks**

Governor McKee began by thanking Ms. Ventura, Chairman Pryor, and the Board of Commissioners for the invitation to offer a few words at the meeting. He mentioned that the meeting reflects the work that is being done to further the mission of affordable housing. He thanked Ms. Ventura and staff for diligently working to address the affordable housing issue in Rhode Island.

The Governor also expressed his appreciation to Chairman Pryor for his leadership both as Chair of RIHousing's Board of Commissioners and as Secretary of the Department Housing.

The Governor stated that the board agenda and the package details the investment for an additional 1000 units for housing. The Governor was pleased to share that the funds that were contributed by his administration have resulted in the development of more than 1000 housing units. Of the \$102 million recommended for approval, \$63 million is generated from the State Fiscal Recovery Fund (SFRF). He thanked the Congressional delegation for securing those funds and the General Assembly, Speaker Sherkarchi and President Ruggiero for approving the State's budget request for housing matters.

The third Consolidated Funding Round leveraged combined resources from RIHousing and the Department of Housing to address the housing production and preservation needs of the state as effectively as possible. From the combined funding rounds including the SFRF funds, 2600 units are being funded of which 2000 are earmarked for affordable housing. The funding extends across Rhode

Island from Aquidneck Island to the northern end of the State and the city. Governor McKee emphasized that the investment by RIHousing and the Department of Housing is going to vastly improve the lives of residents.

Governor McKee also took a moment to recognize the numerous developers whose projects were recently approved or will be approved at the meeting. When you consider the expertise in the room from all involved, the impact in increasing inventory in Rhode Island is momentous.

Finally, Governor McKee thanked everyone for their participation, commitment and the work that is being produced. The Governor said he looks forward to seeing the progress on each of the projects undertaken and the impact they will have on Rhode Island families. However, more still needs to be done. This summer there will be additional opportunities available across several funding streams with another funding round proposed.

The Governor then said that Chairman Pryor would provide additional details on the funding streams. He stressed that his administration is committed to continuing the momentum started.

In closing he thanked everyone for their consideration.

Chairman Pryor stated that he was grateful that Governor McKee took time out of his schedule to address the Board. He expressed his appreciation for the work that he is doing to ensure that housing resources are available. Chairman Pryor stressed that along with Ms. Ventura, he pledges to be good agents of the financing to ensure that the funding is being effectively distributed.

The Chairman remarked that the most recent round financing 1600 units in the pipeline is progressing well. 40% of projects are under construction and 30% are in the closing stage.

The cumulative number of units being financed from the three (3) funding rounds is 2600. Moreover, the agenda for the meeting recommends a further 1000 units for production and preservation purposes. Chairman Pryor underscored that it's a significant contribution.

Chairman Pryor then recognized the developers and expressed his appreciation for their efforts. He said that he and Ms. Ventura are proud of all that the developers are doing. Chairman Pryor also noted that it's been an interwoven process across departments. He thanked Deborah Flannery, Deputy Secretary of Housing, Hannah Moore, Assistant Secretary of Housing, Anne Berman, and the entire team for working in an integrated manner to prioritize funding options.

More needs to be done, and the challenges are substantial. There will be an additional mini funding round expected to be released in the summer utilizing funds that have not yet been deployed. That round will include Housing Production Funds, Housing Production Funds with ELI, Emergency Rental Assistance dollars and remaining Middle Income funding. That \$10 million round will be released soon.

Finally, Chairman Pryor thanked his fellow Commissioners for the work they do on top of their daily responsibilities. He also recognized Commissioner Orth as Chair of the Credit Committee. Chairman Pryor acknowledged the amount of work that is involved as Chair of the Credit Committee and thanked Commissioner Orth for his time and dedication.

### **Executive Director's Remarks**

Carol Ventura, Executive Director, greeted everyone, and said that she was deferring her report.

Ms. Ventura thanked Governor Daniel J. McKee for taking time out of his schedule to attend the Board Meeting to acknowledge the actions presented for more than \$102 million that will support hundreds of housing units across the state. She also expressed her appreciation to the partners and developers for the incredible work they perform. Ms. Ventura said that they are celebrating the awards being made that day, however that also includes the numerous jobs those awards generate.

In closing she thanked the Governor for his leadership.

The Governor thanked Ms. Ventura and mentioned that the work being done in Rhode Island is also being recognized nationally. He commended everyone across the board for furthering the goals set by the 2030 state plan.

The Governor left at this point of the meeting.

**Firm Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Financing for Rosebrook Commons (Middletown)**

Chairman Pryor asked Anne Berman, Director of Real Estate Development to give the presentation.

Ms. Berman began by recognizing of Derek Mesolella, from the Mesolella Development Corp who was present at the meeting.

Ms. Berman then said the request was for firm approval of the reservation of up to \$1,088,685 of 2023 9% Low-Income Housing Tax Credits (“LIHTC”), as well as firm approval of (i) a RIHousing taxable leasehold first mortgage loan in an amount not to exceed \$3,700,000; (ii) a HOME Investment Partnerships Program loan of \$1,000,000 (the “HOME Loan”), (iii) a Development of Affordable Housing 2 Program loan of \$8,456,500 (the “DAH-2 Loan”), and (iv) a Middle Income Program loan of \$1,112,538 (the “MI Loan”) for Rosebrook Commons (the “Development”), a 64-unit affordable housing development to be located in Middletown, Rhode Island. Mesolella Development Corp. is the developer (the “Developer”). The Development received preliminary approval from the Board of Commissioners on May 18, 2023 (“Preliminary Approval”).

Rosebrook Commons is a proposed mixed-income, mixed-use development located at 1747 West Main Road in Middletown that will be developed in two phases. Phase I, the subject of this RFA, consists of two buildings comprised of 64 residential units and 21,050 square feet of commercial space on the ground floor. Of the 64 units, 51 will be LIHTC units, and the remaining 13 units are slated as middle income units with rents up to 100% of area median income (“AMI”). The unit sizes vary from one bedroom to three bedrooms. Of the 51 LIHTC units, 13 will be affordable to households with incomes below 30% of AMI and 38 will be affordable to households with incomes below 60% of AMI. The Developer was previously awarded HPF-ELI funds to provide operating support for the 30% AMI units.

After the presentation, Chairman Pryor asked for a motion and a second for Firm Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Financing for Rosebrook Commons (Middletown).

A motion was duly made by Commissioner Womer and seconded by Commissioner Diossa.

There being no comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the resolution.

Ms. Myers then officially announced that the following resolution was adopted:

**Resolution of the Board of Commissioners  
Of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** staff for RIHousing has determined that Mesolella Development Corp. (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** on May 18, 2023, the RIHousing Board of Commissioners granted preliminary approval of a reservation of low-income housing tax credits available in calendar year 2023 (“LIHTC”), and preliminary approval of permanent financing;

**Whereas,** since preliminary approval the request for permanent financing from the Applicant listed below has increased to the following:

| <b>Applicant</b>            | <b>Development</b> | <b>9% LIHTC</b> | <b>RIHousing 1<sup>st</sup> Mortgage</b> |
|-----------------------------|--------------------|-----------------|--|
| Mesolella Development Corp. | Rosebrook Commons  | \$1,088,685     | \$3,700,000                              |

| <b>HOME Loan</b> | <b>DAH-2 Loan</b> | <b>MI Loan</b> |
|------------------|-------------------|----------------|
| \$1,000,000      | \$8,456,500       | \$1,112,538    |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

(1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;

(2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;

(4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,088,685 of allocated 2023 LIHTC be reserved for the Applicant or an affiliated entity (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the Borrower complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$3,700,000 for a taxable first mortgage loan to the Borrower for rental housing to be located in Middletown, Rhode Island and known as Rosebrook Commons.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$8,456,500 for a Development of Affordable Housing 2 Program loan to the Borrower for rental housing to be located in Middletown, Rhode Island and known as Rosebrook Commons.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$1,000,000 for a HOME Investment Partnerships Program loan to the Borrower for rental housing to be located in Middletown, Rhode Island and known as Rosebrook Commons.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$1,112,538 for a Middle Income Program loan to the Borrower for rental housing to be located in Middletown, Rhode Island and known as Rosebrook Commons.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing, including an award of Priority Projects Fund funding, in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Availability of financing for the commercial component of the Development in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of plans and specifications by RIHousing, as well as related construction documentation;
- Approval by RIHousing of all management related issues including the marketing and tenant selection plans;
- Execution and delivery by the Applicant of a Construction Completion Guaranty in form and substance satisfactory to RIHousing and any lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing;
- Simultaneous closing of a construction loan or loans for both the residential and commercial portions of the Development;
- Approval of proposed condominium documents including allocation of common space and operating costs of the two units;
- FHA Risk-Sharing Program approval from the U.S. Department of Housing and Urban Development for a minimum of 50% of the first mortgage loan; and
- Completion of all items required for closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Firm Approval of Tax-Exempt Financing for Reynolds Farm Senior Housing II (North Kingstown)**

Chairman Pryor stated that Anne Berman, would present the request. She also acknowledged Milton Baxter from Valley Affordable Housing who was at the meeting.

Ms. Berman then said that the request was for firm approval of: (i) a RIHousing tax-exempt construction loan in an amount not to exceed \$8,750,000; (ii) a taxable permanent loan in an amount

not to exceed \$625,000; (iii) a Development of Affordable Housing – 2 (“DAH-2”) Loan in an amount not to exceed \$7,860,000; (iv) a Housing Trust Fund (“HTF”) Loan in an amount not to exceed \$1,340,000; and (v) a HOME Investment Partnerships Program (“HOME”) Loan in an amount not to exceed \$1,000,000 for Reynolds Farm Senior Housing II (hereinafter referred to as the “Development”). Valley Affordable Housing Corp. is the developer (“VAH” or the “Developer”) of this Development and received preliminary approval from the Board of Commissioners in May 2023 (“Preliminary Approval”).

The Development involves the new construction of 40 affordable age-restricted units in North Kingstown, Rhode Island. The Development is the second phase of a planned two-phase project which will create 80 new construction units. The development and construction of the initial 40 units of affordable senior housing was completed in the Spring of 2021. This Development will include a combination of 31 one-bedroom units and 9 two-bedroom units. Eleven units will be restricted to households with incomes at or below 30% of area median income (“AMI”) and the remaining units will be restricted to households with incomes at or below 60% of AMI. There are several community spaces, including one specifically designated for providing social services to the residents. All the units are designed with universal access in mind, and the project includes 12 one-bedroom and 4 two-bedroom barrier-free ADA units.

After the presentation, Chairman Pryor asked for a motion and a second for Firm Approval of Tax-Exempt Financing for Reynolds Farm Senior Housing II (North Kingstown).

A motion was duly made by Commissioner Diossa and seconded by Commissioner Oth.

There being no questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the resolution.

Ms. Myers then officially announced that the following resolution was adopted:

**Resolution of the Board of Commissioners  
Of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide housing for low and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** RIHousing intends to issue tax-exempt bonds for financing qualified housing developments throughout the state;

**Whereas,** RIHousing is authorized to issue tax exempt bonds at an economically acceptable rate to promote the acquisition, rehabilitation or preservation of affordable housing;

**Whereas,** said bonds shall have a term not to exceed 36 months and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary;

**Whereas,** On May 18, 2023, the RIHousing Board of Commissioners granted preliminary approval of mortgage financing to Valley Affordable Housing Corp. (the “Applicant”) to acquire and/or develop the development as set forth below (the “Development”):

| <u>Development</u>                      | <u>Applicant</u>                       | <u>Tax-Exempt Bonds</u> | <u>RIHousing 1st Mortgage</u> |
|---|--|-------------------------|-------------------------------|
| <b>Reynolds Farm Seniors Housing II</b> | <b>Valley Affordable Housing Corp.</b> | <b>\$8,750,000</b>      | <b>\$625,000</b>              |
| <u>DAH-2 Loan</u>                       | <u>HOME Loan</u>                       | <u>HTF Loan</u>         |                               |
| <b>\$7,860,000</b>                      | <b>\$1,000,000</b>                     | <b>\$1,340,000</b>      |                               |

**Whereas,** staff has reviewed the submission and determined that the Development may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds:

- (1) that there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;
- (2) that private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) that the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;
- (4) that the proposed housing development to be assisted pursuant to the provisions of this chapter will be of public use and will provide a public benefit; and
- (5) that the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing Enabling Act, Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that RIHousing hereby declares firm commitment of tax-exempt mortgage financing in an amount not to exceed \$8,750,000 to the Applicant or an affiliated entity of the Applicant (the “Borrower”) for rental housing known as Reynolds Farm Senior Housing II in North Kingstown to be financed, in part, by tax-exempt bonds.

**Resolved,** that RIHousing hereby declares that this firm commitment of financing for the Borrower constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$8,750,000 in mortgage funds for demolition and new construction of the Development, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves a permanent taxable loan to the Borrower in an amount not to exceed \$625,000 for the rental housing to be located in North Kingstown and known as Reynolds Farm Senior Housing II.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves a Development of Affordable Housing – 2 (“DAH-2”) loan to the Borrower in an amount not to exceed \$7,860,000 for the rental housing to be located in North Kingstown and known as Reynolds Farm Senior Housing II.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves a HOME Investment Partnerships Program loan to the Borrower in an amount not to exceed \$1,000,000 for rental housing to be located in North Kingstown and known as Reynolds Farm Senior Housing II.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves a Housing Trust Fund loan to the Borrower in an amount not to exceed \$1,340,000 for rental housing to be located in North Kingstown and known as Reynolds Farm Senior Housing II.

**Resolved,** That the foregoing resolutions are subject to the following conditions:

- Syndication equity from the allocation of low-income housing tax credits in an amount sufficient to achieve project feasibility;
- Final approval of plans and specifications by RIHousing, as well as related construction contract documentation;
- Approval by RIHousing of management documentation;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;

- Execution and delivery by the developer of a Construction Completion Guaranty in form and substance satisfactory to lender and RIHousing;
- Approval by bond underwriter and bond counsel that the loans will satisfy all required bond provisions for the bond issue;
- Closing of a construction loan with RIHousing in an amount sufficient to achieve project feasibility; and
- Completion of all items required for closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Firm Approval of Financing for Ade Bethune House (Portsmouth)**

Chairman Pryor once again noted that Anne Berman would give the presentation. Ms. Berman mentioned that Christian Belden, from Church Community Housing was present at the meeting.

Ms. Berman then explained that the request was firm approval of: (i) a RIHousing tax-exempt financing in an amount not to exceed \$13,600,000, of which \$2,930,000 will remain as permanent debt; (ii) a Capital Magnet Fund loan equal to \$200,000 (the “CMF Loan”); (iii) a Development of Affordable Housing - 2 loan equal to \$7,021,481 (the “DAH-2 Loan”); (iv) a HOME Investment Partnerships Program loan equal to \$1,000,000 (the “HOME Loan”); and (v) a Housing Trust Fund loan equal to \$1,000,000 (the “HTF Loan”) for Ade Bethune House (hereinafter referred to as the “Development”). Church Community Housing Corporation is the developer (the “Developer” or “CCHC”). The Development received preliminary approval for financing from the Board of Commissioners on May 18, 2023, and March 28, 2024 (“Preliminary Approval”).

Ade Bethune House is a new construction project located at 110 Bristol Ferry Road in Portsmouth that consists of a single building with 54 units of affordable, age-restricted housing and a new Senior Center. The new housing and Senior Center will share amenities. The Developer has proposed 6 one-bedroom units for households with incomes at or below 30% of Area Median Income (“AMI”), and the Developer was previously awarded HPF-ELI funds to provide operating support for these 30% AMI units. The remaining 34 one-bedroom and 14 two-bedroom units are utilizing income averaging and will serve incomes at or below 80% of AMI. The Developer will enter into a 99-year ground lease with the Town of Portsmouth, as Lessor.

Following the presentation, Chairman Pryor asked for a motion and a second for Firm Approval of Financing for Ade Bethune House (Portsmouth).

A motion was duly made by Commissioner Womer and seconded by Commissioner Diossa.

There being no questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was adopted:

**Resolution of the Board of Commissioners**

**Of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** RIHousing intends to issue tax-exempt bonds for the purpose of financing qualified housing developments throughout the state;

**Whereas,** RIHousing is authorized to issue tax exempt bonds at an economically acceptable rate to promote the acquisition, rehabilitation or preservation of affordable housing;

**Whereas,** in May 18, 2023, the RIHousing Board of Commissioners granted preliminary approval of mortgage financing to Church Community Housing Corporation (“Applicant”) listed below to acquire and/or rehabilitate the development as set forth below (the “Development”):

| <u>Development</u> | <u>Applicant</u>                     | <u>Tax-Exempt Bonds</u> | <u>CMF Loan</u> |
|--------------------|--------------------------------------|-------------------------|-----------------|
| Ade Bethune House  | Church Community Housing Corporation | \$13,600,000            | \$200,000       |

| <u>DAH-2 Loan</u> | <u>HOME Loan</u> | <u>HTF Loan</u> |
|-------------------|------------------|-----------------|
| \$7,021,481       | \$1,000,000      | \$1,000,000     |

**Whereas,** said bonds shall have a term not to exceed 40 years and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary; and

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that subject to the special conditions listed below, RIHousing hereby declares firm commitment for tax-exempt mortgage financing for Ade Bethune House LP or an affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed

\$13,600,000 for rental housing known as Ade Bethune House located in Portsmouth to be financed in part with tax-exempt bonds.

**Resolved,** that RIHousing hereby declares that this firm commitment of financing for the Borrower constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$13,600,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby grants firm approval for a Development of Affordable Housing – 2 loan to Borrower in an amount not to exceed \$7,021,481 for rental housing known as Ade Bethune House located in Portsmouth, RI.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby grants firm approval for a Capital Magnet Fund loan to Borrower in an amount not to exceed \$200,000 for rental housing known as Ade Bethune House located in Portsmouth, RI.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby grants firm approval for a HOME Investment Partnerships Fund loan to Borrower in an amount not to exceed \$1,000,000 for rental housing known as Ade Bethune House located in Portsmouth, RI.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby grants firm approval for a Housing Trust Fund loan to Borrower in an amount not to exceed \$1,000,000 for rental housing known as Ade Bethune House located in Portsmouth, RI.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Syndication equity from the allocation of low-income housing tax credits in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of plans and specifications by RIHousing, as well as related construction contract documentation;
- Final approval from DEM on the revised plans related to the new septic system;
- Final ALTA survey;
- Approval by RIHousing of management documentation;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;
- Execution and delivery by the developer of a Construction Completion Guaranty in form and substance satisfactory to lender and RIHousing;

- Approval by bond underwriter and bond counsel that the loans will satisfy all required bond provisions for the bond issue;
- Closing of a construction loan with RIHousing in an amount sufficient to achieve project feasibility; and
- Completion of all items required for closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, the Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Center City Apartments 9% (East Providence)**

Chairman Pryor asked Ms. Berman to give the presentation. Ms. Berman introduced Jen Hawkins, Executive Director of ONE Neighborhood Builders and Lisa Guillette, Executive Director of Foster Forward. She congratulated them on the effective collaboration on the project.

Next, Ms. Berman stated that the request was for firm approval of 2024 and/or 2025 9% Low-Income Housing Tax Credits (“LIHTC”) in an amount not to exceed \$1,625,000 and preliminary approval of (i) a RIHousing taxable first mortgage loan in an amount not to exceed \$4,000,000; (ii) a Capital Magnet Fund (“CMF”) Loan in an amount not to exceed \$999,000; (iii) a HOME-American Rescue Plan Program (“HOME-ARP”) Loan in an amount not to exceed \$2,000,000; (iv) a Development of Affordable Housing 2 Program (“DAH-2”) Loan in an amount not to exceed \$2,006,861; and (v) Community Revitalization Program (“CRP”) funding in an amount not to exceed \$993,139 for Center City Apartments 9%, a 95-unit affordable housing development to be located in East Providence, Rhode Island (the “Development”). The developer of Center City Apartments is Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“ONE Neighborhood Builders” or the “Developer”).

The Developer has partnered with Foster Forward, Family Service of Rhode Island, and Crossroads of Rhode Island, a partnership known as the Taunton Avenue Collaborative (the “Collaborative”). The Collaborative intends to develop a three-acre blighted site located at 330, 350 and 354 Taunton Avenue into 144 new affordable apartments in two new construction buildings and an existing building which would require extensive renovations. The allocation of 9% LIHTC will result in 95 new units at 330 and 350 Taunton Avenue, consisting of 41 newly constructed units and 54 rehabilitated units in the existing building. The remaining 49 units envisioned by the Collaborative are part of a standalone building and will be simultaneously developed in a tax-exempt bond/4% LIHTC transaction which is the subject of a separate RFA.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Center City Apartments 9% (East Providence).

A motion was duly made by Commissioner Orth and seconded by Commissioner McAllister.

There being questions, or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners voted to approve the motion with five (5) votes in favor, Commissioners Diossa recusing and zero (0) nay votes.

Ms. Myers then announced that the following resolution was adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** staff for RIHousing has determined that Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** the Applicant has submitted an application to RIHousing for the reservation of low-income housing tax credits (“LIHTC”) available in calendar year 2024 and / or 2025 as follows:

| <b>Applicant</b>   | <b>Development</b>     | <b>9% LIHTC</b> | <b>Taxable Loan</b> | <b>CMF Loan</b> |
|--|------------------------|-----------------|---------------------|-----------------|
| Olneyville Housing Corporation d/b/a ONE Neighborhood Builders | Center City Apartments | \$1,625,000     | \$4,000,000         | \$999,000       |

| <b>DAH-2 Loan</b> | <b>CRP Funds</b> | <b>HOME-ARP Loan</b> |
|-------------------|------------------|----------------------|
| \$2,006,861       | \$993,139        | \$2,000,000          |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies

for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

(1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;

(2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;

(4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,625,000 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity of the Applicant (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the applicant complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$4,000,000 for a taxable permanent loan to the Borrower for rental housing known as Center City Apartments to be located in East Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$999,000 of Capital Magnet Fund funding to the Borrower for rental housing known as Center City Apartments to be located in East Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$2,000,000 of HOME-American Rescue Plan Program funding to the Borrower for rental housing known as Center City Apartments to be located in East Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$2,006,861 for a Development of Affordable Housing – 2 loan to the Borrower for rental housing known as Center City Apartments to be located in East Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of \$993,139 of Community Revitalization Program funding to the Borrower for rental housing known as Center City Apartments to be located in East Providence, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Final appraisal and market study acceptable to RIHousing prepared by an independent appraiser demonstrating that the first mortgage loan does not exceed 90% of the as-stabilized value of the Development and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- The simultaneous closing of Center City Apartments 9% and 4%;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility, including Priority Projects Fund funding, or the availability of alternative equity satisfactory to RIHousing;
- Approval from East Providence verifying real estate tax assessment at no more than 8% of gross potential income;
- A taxable construction loan from an acceptable lender in an amount sufficient to achieve project feasibility;
- Execution and delivery by the Borrower of a construction completion guaranty in in form and substance satisfactory to RIHousing and any lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Approval of the proposed operating budget for the development, including a detailed secondary budget outlining the provision of supportive services;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower's application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing;
- Satisfactory and timely performance in accordance with the schedule established by RIHousing staff, and
- Completion of all items required for firm commitment and closing in

accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Preliminary Approval of Financing for Center City Apartments 4% (East Providence)**

Chairman Pryor said that Ms. Berman would also present the request for Center City Apartments 4%.

Ms. Berman stated that the request was for preliminary approval of a RIHousing tax-exempt construction loan in an amount not to exceed \$11,600,000, with \$2,300,000 remaining as permanent first mortgage financing, for Center City Apartments 4% in East Providence (the “Development”). Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (the “Developer”) is the developer.

The Developer has partnered with Foster Forward, Family Service of Rhode Island, and Crossroads Rhode Island, a partnership known as the Taunton Avenue Collaborative (the “Collaborative”). The Collaborative intends to develop a three-acre blighted site located at 330, 350 and 354 Taunton Avenue in East Providence into 144 new affordable apartments in two new construction buildings and an existing building which would require extensive renovations. The development which is subject of this proposal will result in 49 new units at 354 Taunton Avenue. This Development will be developed simultaneously with the 95 units being developed at 330 and 350 Taunton Avenue utilizing a 9% allocation, making the entire project a hybrid transaction.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Preliminary Approval of Financing for Center City Apartments 4% (East Providence).

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral.

There being comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners voted to approve the motion with five (5) votes in favor, Commissioners Diossa recusing and zero (0) nay votes.

Ms. Myers then announced that the following resolution was adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** RIHousing intends to issue tax-exempt bonds for financing qualified housing developments throughout the state;

**Whereas,** said bonds shall have a term not to exceed 40 years and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary;

**Whereas,** Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“Applicant”) has presented an application to RIHousing requesting mortgage financing to acquire and/or rehabilitate the development as set forth below (the “Development”):

| <u>Development</u>        | <u>Applicant</u>   | <u>Tax-Exempt Bonds</u> |
|---------------------------|--|-------------------------|
| Center City Apartments 4% | Olneyville Housing Corporation d/b/a ONE Neighborhood Builders | \$11,600,000            |

**Whereas,** staff has reviewed the submission and determined that the Development may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines, and policies; and

**Whereas,** RIHousing finds that:

- (1) That there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;
- (2) That private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) That the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;
- (4) That the proposed housing development to be assisted will be of public use and will provide a public benefit; and
- (5) That the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that subject to the special conditions listed below, RIHousing hereby declares preliminary commitment for tax-exempt mortgage financing for the Applicant or

other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$11,600,000 for rental housing known as Center City Apartments 4% located in East Providence, Rhode Island to be financed, in part, by tax-exempt bonds.

**Resolved,** that RIHousing hereby declares that this preliminary commitment of financing for the Applicant constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$11,600,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

**Resolved,** that the foregoing resolutions are subject to the following conditions:

- Syndication equity from the sale of low-income housing tax credits in an amount sufficient to achieve project feasibility;
- The simultaneous closing of Center City Apartments 9% and 4%;
- Availability of subordinate financing, including funds from the Rhode Island Department of Housing, in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of plans and specifications by RIHousing, as well as related construction documentation;
- Approval by RIHousing of all management related issues including the marketing and tenant selection plans;
- Execution and delivery by the Applicant of a Construction Completion Guaranty in form and substance satisfactory to RIHousing and any lender;
- Approval by the bond underwriter and bond counsel confirming the loans satisfy all required bond provisions for the bond issue;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower’s application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;
- FHA Risk-Sharing Program approval from the U.S. Department of Housing and Urban Development for a minimum of 50% of the first mortgage loan;
- Completion of all items required for closing in accordance with normal underwriting and processing requirements; and
- Closing by December 31, 2024, and complete expenditure of RIHousing financing by December 31, 2026.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Omni Newark Apartments (Providence)**

Chairman Pryor asked Ms. Berman to give the presentation. Ms. Berman welcomed and recognized Sharon Morris, Executive Director of Omni Development.

Ms. Berman stated that the request was for firm for approval for approval of 2024 and/or 2025 9% Low-Income Housing Tax Credits (“LIHTC”) in an amount not to exceed \$1,338,582 and preliminary approval of: (i) a RIHousing taxable permanent first mortgage in an amount not to exceed \$1,725,000; (ii) a HOME Investment Partnerships Program loan of \$1,000,000 (the “HOME Loan”); (iii) a Middle Income Program loan of \$985,000 (the “MI Loan”); (iv) a Community Revitalization Program grant in an amount not to exceed \$1,251,861 (the “CRP Grant”); and (v) a Capital Magnet Fund loan in an amount not to exceed \$775,000 (the “CMF Loan”) to Omni Newark (the “Development”), a 52-unit affordable housing development in Providence, Rhode Island. Omni Development Corporation is the developer (the “Developer”).

This project is the new construction of 52 units at 11 Newark Street in Providence. This is a 5-story elevator building with four floors of residential units above a ground floor consisting of covered parking and community/commercial space. The Development will consist of 32 one-bedroom and 20 two-bedroom units. 41 of the units will be LIHTC units affordable to households with incomes at or below 60% of area median income (“AMI”) and 11 will be non-LIHTC units and targeted to residents at or below 80% of AMI. The Providence Housing Authority has awarded eight project-based vouchers to the Development. In addition, the Developer has applied for RIHousing HPF-ELI subsidies for three units, which is the subject of a separate Request for Action.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Omni Newark Apartments (Providence).

A motion was duly made by Commissioner Diossa and seconded by Commissioner Womer.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** staff for RIHousing has determined that Omni Development Corporation (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** the Applicant has submitted an application to RIHousing for the reservation of low-income housing tax credits (“LIHTC”) available in calendar year 2024 as follows:

| <b>Applicant</b>             | <b>Development</b> | <b>9% LIHTC</b> | <b>RIHousing 1<sup>st</sup> Mortgage</b> |
|------------------------------|--------------------|-----------------|--|
| Omni Development Corporation | Omni Newark        | \$1,338,582     | \$1,725,000                              |

| <b>HOME Loan</b> | <b>MI Loan</b> | <b>CRP Grant</b> | <b>CMF Loan</b> |
|------------------|----------------|------------------|-----------------|
| \$1,000,000      | \$985,000      | \$1,251,861      | \$775,000       |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

- (1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;
- (2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;
- (4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and
- (5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided

for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,338,582 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity of the Applicant (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the applicant complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,725,000 for a taxable first mortgage to the Borrower for rental housing known as Omni Newark to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of \$1,000,000 for a HOME Investment Partnerships Program loan to the Borrower for rental housing known as Omni Newark to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$985,000 for a Middle Income Program loan to the Borrower for rental housing known as Omni Newark to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,251,861 for a Community Revitalization Program grant to the Borrower for rental housing known as Omni Newark to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$775,000 for a Capital Magnet Fund loan to the Borrower for rental housing known as Omni Newark to be located in Providence, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Final appraisal and market study acceptable to RIHousing prepared by an independent appraiser demonstrating that the first mortgage loan does not exceed 90% of the as-stabilized value of the Development and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;

- Availability of subordinate financing, including Priority Project Fund funding, in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Approval from the City of Providence verifying real estate tax assessment at no more than 8% of gross potential income;
- A taxable construction loan from an acceptable lender in an amount sufficient to achieve project feasibility;
- Execution and delivery by the Borrower of a construction completion guaranty in in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Approval of the proposed operating budget for the development;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower's application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing;
- Satisfactory and timely performance in accordance with the schedule established by RIHousing staff, and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Parcel 9 Phase II (Providence)**

Chairman Pryor noted that Ms. Berman would present the request. Ms. Berman began by noting that Rebecca Schofield from Pennrose LLC was present at the meeting.

Ms. Berman then said that the request was for firm approval of 2024 and/or 2025 9% Low-Income Housing Tax Credits ("LIHTC") in an amount not to exceed \$1,000,000 as well as preliminary approval for (i) a Development of Affordable Housing 2 Program ("DAH-2") Loan in an amount not to exceed \$8,178,940; (ii) a HOME Investment Partnerships Program ("HOME") Loan in an amount not to exceed \$1,000,000; (iii) a Housing Trust Fund ("HTF") Loan in an amount not to exceed \$1,210,934; (iv) a Housing Production Fund ("HPF") Loan in an amount not exceed \$2,286,306; and (v) an Acquisition and Revitalization Program ("ARP") Loan in an amount not to exceed \$1,750,000 for Parcel 9 Phase II (the "Development" or "Phase II"), a 61-unit rental housing development in Providence, Rhode Island. The developer of Parcel 9 Phase II is Pennrose, LLC (the "Developer").

Parcel 9 Phase II is a new construction, mixed-income development on a currently vacant parcel at the edge of the Fox Point neighborhood in Providence. Phase I is currently under construction and will create 66 units and a Head Start center. Phase II, which is the subject of this RFA, will complete

the planned two-phase development. This infill parcel is part of a I-195 Redevelopment District, and redevelopment of the parcel will support the District Commission’s economic development goals for the former 195 Interstate land.

Phase II will create 61 new units, providing 13 units at 30% of area median income (“AMI”), two units at 50% of AMI, 21 units at 60% of AMI, 13 units at 100% of AMI, and 12 units that will exceed 120% of AMI. The Development includes a mix of bedroom sizes ranging from efficiency to three-bedroom units. To help subsidize the 30% AMI units, the Developer has applied for HPF-ELI assistance from RIHousing, which is intended to bridge the gap between a resident’s ability to pay 30% of their gross household income toward rent and the established 50% LIHTC rent. The Developer was also awarded eight project-based vouchers from the Providence Housing Authority. In addition, the Developer has partnered with Operation Stand Down to provide services for qualified veterans living at the Development.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for Parcel 9 Phase II (Providence).

A motion was duly made by Commissioner McAllister and seconded by Commissioner Womer.

There being no questions Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** staff for RIHousing has determined that Pennrose, LLC (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** the Applicant has submitted an application to RIHousing for the reservation of low-income housing tax credits (“LIHTC”) available in calendar year 2024 and/or 2025 as follows:

| <b>Applicant</b> | <b>Development</b> | <b>9% LIHTC</b> | <b>HOME Loan</b> | <b>DAH-2 Loan</b> |
|------------------|--------------------|-----------------|------------------|-------------------|
| Pennrose, LLC    | Parcel 9 Phase II  | \$1,000,000     | \$1,000,000      | \$8,178,940       |

| <b>HPF Loan</b> | <b>ARP Loan</b> | <b>HTF Loan</b> |
|-----------------|-----------------|-----------------|
| \$2,286,306     | \$1,750,000     | \$1,210,934     |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

- (1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;
- (2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;
- (4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and
- (5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,000,000 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity of the Applicant (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate

Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the applicant complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$8,178,940 for a Development of Affordable Housing - 2 loan to the Borrower for rental housing known as Parcel 9 Phase II to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$2,286,306 for a Housing Production Fund loan to the Borrower for rental housing known as Parcel 9 Phase II to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,000,000 of HOME Investment Partnerships Program funding to the Borrower for rental housing known as Parcel 9 Phase II to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,210,934 of Housing Trust Fund funding to the Borrower for rental housing known as Parcel 9 Phase II to be located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,750,000 of Acquisition and Revitalization Program funding to the Borrower for rental housing known as Parcel 9 Phase II to be located in Providence, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Final appraisals and market studies acceptable to RIHousing prepared by an independent appraiser demonstrating that the first mortgage loans do not exceed 90% of the as-stabilized value of the Development phases and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Approval from the City of Providence verifying real estate tax assessment at no more than 8% of gross potential income;
- A taxable construction and permanent loan from lender acceptable to RIHousing in all respects in an amount sufficient to achieve project feasibility;
- Execution and delivery by the Borrower of a construction completion guaranty in in form and substance satisfactory to RIHousing and any lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;

- Approval of the proposed operating budget for the development;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower's application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing;
- Satisfactory and timely performance in accordance with the schedule established by RIHousing staff, and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for 321 Knight Street (Providence)**

Chairman Pryor asked Ms. Berman to give the presentation. Ms. Berman recognized and congratulated Carla DeStefano, Executive Director of SWAP, on the project.

Ms. Berman stated that the request was for firm approval of 2024 and/or 2025 9% Low-Income Housing Tax Credits ("LIHTC") in an amount not to exceed \$1,290,000 and preliminary approval of: (i) RIHousing taxable permanent first mortgage financing in an amount not to exceed \$1,100,000; (ii) an Acquisition Revitalization Program loan in an amount not to exceed \$1,465,953 (the "ARP Loan"); (iii) a Capital Magnet Fund loan in an amount not to exceed \$500,000 (the "CMF Loan"); (iv) a HOME Investment Partnerships Program loan in an amount not to exceed \$1,000,000 (the "HOME Loan"); and (v) a Community Revitalization Program grant in an amount not to exceed \$2,000,000 (the "CRP Grant") for 321 Knight Street (the "Development"), a 41-unit affordable housing development located in Providence. The developer is S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY), (the "Developer").

321 Knight Street is located at the currently blighted, highly visible corner of Westminster and Knight Streets in Providence. The Development is proposed as a podium-style, elevator building with parking, community, and commercial space on the ground level and 41 units on the four floors above. The project will provide homes for larger families and individuals with disabilities. Nine (9) of the one-bedroom units will be prioritized for clients of West Bay RI, which provides support to people with intellectual and developmental disabilities. All local approvals are in place, and the Developer plans to develop this as a 100% affordable development with rents ranging from 30% to 80% of area median income ("AMI").

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for 321 Knight Street (Providence).

A motion was duly made by Commissioner Diossa and seconded by Commissioner Designee Cabral.

There being no questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** staff for RIHousing has determined that S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY) (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** the Applicant has submitted an application to RIHousing for the reservation of low-income housing tax credits (“LIHTC”) available in calendar year 2024 as follows:

| <b>Applicant</b>  | <b>Development</b>   | <b>9% LIHTC</b> | <b>RIHousing<br/>1<sup>st</sup> Mortgage</b> |
|---|----------------------|-----------------|--|
| S.W.A.P., INC.<br>(STOP WASTING<br>ABANDONED<br>PROPERTY) | 321 Knight<br>Street | \$1,290,000     | \$1,100,000                                  |

| <b>ARP<br/>Loan</b> | <b>CMF Loan</b> | <b>HOME Loan</b> | <b>CRP Grant</b> |
|---------------------|-----------------|------------------|------------------|
| \$1,465,953         | \$500,000       | \$1,000,000      | \$2,000,000      |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

(1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;

(2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;

(4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,290,000 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity of the Applicant (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the applicant complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,100,000 for a taxable first mortgage to the Borrower for rental housing known as 321 Knight Street located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of \$1,465,953 for an Acquisition Revitalization Program loan to the Borrower for rental housing known as 321 Knight Street located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$500,000 for a Capital Magnet Fund loan to the Borrower for rental housing known as 321 Knight Street located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,000,000 for a HOME Investment Partnerships Program loan to the Borrower for rental housing known as 321 Knight Street located in Providence, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$2,000,000 for a Community Revitalization Program grant to the Borrower for rental housing known as 321 Knight Street located in Providence, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Final appraisal and market study acceptable to RIHousing prepared by an independent appraiser demonstrating that the first mortgage loans do not exceed 90% of the as-stabilized value of the Development phases and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing, including Priority Projects Fund funding, in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Approval from the City of Providence verifying real estate tax assessment at no more than 8% of gross potential income;
- A taxable construction loan from an acceptable lender in an amount sufficient to achieve project feasibility;
- Execution and delivery by the Borrower of a construction completion guaranty in in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Approval of the proposed operating budget for the development;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower's application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing;
- Satisfactory and timely performance in accordance with the schedule established by RIHousing staff, and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Revised Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for The Villages at Manville (Lincoln).**

Chairman Pryor once again invited Anne Berman to give the presentation. Ms. Berman announced that Steve Kominski of Dakota Properties was in attendance.

Ms. Berman stated that the request was for firm for approval a reservation of 2024 and/or 2025 9% Low-Income Housing Tax Credits (“LIHTC”) in an amount not to exceed \$1,344,000 and preliminary approval of (i) RIHousing taxable first mortgage financing in an amount not to exceed \$3,720,000; (ii) a HOME Investments Partnerships Program loan in an amount not to exceed \$1,900,000 (the “HOME Loan”); (iii) a Housing Trust Fund loan in an amount not to exceed \$1,174,331 (the “HTF Loan”); (iv) a Rhode Island Rebounds Production Fund loan in an amount not to exceed \$305,669 (the “RIRPF Loan”); (v) a Development of Affordable Housing-2 Program loan in an amount not to exceed \$5,839,148 (the “DAH-2 Loan”); and (vi) a Middle Income Program loan in an amount not to exceed \$214,730 (the “MI Loan”) for The Villages at Manville in Lincoln, Rhode Island (hereinafter referred to as the “Development”). Dakota Partners, Inc. is the developer (the “Developer”). The Development initially received preliminary approval for financing from the Board of Commissioners in June 2022 (“Initial Preliminary Approval”) as well as additional funding awards in 2023; however, this RFA seeks approval of a revised reservation of LIHTC and revised preliminary approval of financing.

The Development is anticipated to contain 72 apartments located in two buildings. This is a mixed-income project with eight units affordable to households with incomes at or below 30% of area median income (“AMI”), one unit affordable to a household with an income at or below 50% of AMI, 48 units affordable to households with incomes at or below 60% of AMI, and 15 units affordable to households with incomes at or below 80% of AMI.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Revised Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Preliminary Approval of Financing for The Villages at Manville (Lincoln).

A motion was duly made by Commissioner Orth and seconded by Commissioner McAllister.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units, which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

**Whereas,** RIHousing has been designated the administrator of the Program in the State of Rhode Island;

**Whereas,** Dakota Partners, Inc. (“Applicant”) was previously allocated 9% low-income housing tax credits (“LIHTC”) in 2022 and has requested a rescission and reallocation of LIHTC;

**Whereas,** staff for RIHousing has determined that Applicant is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

**Whereas,** RIHousing intends to provide taxable loan funds for the purpose of financing qualified housing developments throughout the state;

**Whereas,** in June 2022, the RIHousing Board of Commissioners granted preliminary approval of taxable first mortgage financing to Applicant to acquire and/or rehabilitate the affordable housing to be known as The Villages at Manville (the “Development”);

**Whereas,** the Applicant has submitted an application to RIHousing for the reservation of LIHTC available in calendar year 2024 and is requesting revised preliminary approval of taxable first mortgage financing for the Development as set forth below:

| <b>Applicant</b>      | <b>Development</b>       | <b>9% LIHTC</b> | <b>RIHousing 1<sup>st</sup> Mortgage</b> | <b>HOME Loan</b> |
|-----------------------|--------------------------|-----------------|--|------------------|
| Dakota Partners, Inc. | The Villages at Manville | \$1,344,000     | \$3,720,000                              | \$1,900,000      |

| <b>HTF Loan</b> | <b>DAH-2 Loan</b> | <b>RIRPF Loan</b> | <b>MI Loan</b> |
|-----------------|-------------------|-------------------|----------------|
| \$1,174,331     | \$5,839,148       | \$305,669         | \$214,730      |

**Whereas,** the RIHousing Board of Commissioners and staff have reviewed the submission of Dakota Partners, Inc. for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds that:

(1) there exists a shortage of decent, safe, and sanitary housing at rents or prices which persons and families of low- or moderate-income can afford within the general housing market area to be served by the proposed housing development;

(2) private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low- and moderate-income can afford or to

provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low- and moderate-income and that those sponsors are financially responsible;

(4) the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that up to \$1,344,000 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity of the Applicant (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the applicant complies with the requirements of the Act and the RIHousing Regulations.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby declares revised preliminary commitment for first mortgage financing for the Borrower in an amount not to exceed \$3,720,000 for rental housing known as The Villages at Manville located in Lincoln, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves revised preliminary commitment of a HOME Investment Partnerships Program loan to the Borrower in an amount not to exceed \$1,900,000 for rental housing known as The Villages at Manville to be located in Lincoln, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves revised preliminary commitment of a Housing Trust Fund loan to the Borrower in an amount not to exceed \$1,174,331 for rental housing known as The Villages at Manville to be located in Lincoln, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves revised preliminary commitment of a Development of Affordable Housing – 2 (“DAH-2”) loan to the Borrower in an amount not to exceed \$5,839,148 for rental housing known as The Villages at Manville to be located in Lincoln, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves revised preliminary commitment of a Rhode Island Rebounds Production Fund loan to the

Borrower in an amount not to exceed \$305,669 for rental housing known as The Villages at Manville to be located in Lincoln, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves revised preliminary commitment of a Middle Income Program loan to the Borrower in an amount not to exceed \$214,730 for rental housing known as The Villages at Manville to be located in Lincoln, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following special conditions:

- Final appraisal and market study acceptable to RIHousing prepared by an independent appraiser demonstrating that the first mortgage loans do not exceed 90% of the as-stabilized value of the Development phases and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Approval from the Town of Lincoln verifying real estate tax assessment at no more than 8% of gross potential income;
- A taxable construction loan from an acceptable lender in an amount sufficient to achieve project feasibility;
- Execution and delivery by the Borrower of a construction completion guaranty in in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Approval of the proposed operating budget for the development;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Confirmation by RIHousing that the final development budget, schedule, and unit configuration presented for firm approval are consistent with Borrower's application submission for 2024 LIHTC;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing; and
- Completion of all items required for firm commitment within 60 days of this approval and closing within 120 days of this approval in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, be and hereby are empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

### **Preliminary Approval of Financing for Park Holm V (Newport)**

Chairman Pryor acknowledged Ms. Berman who gave the presentation. Ms. Berman stated that Rhonda Mitchell, Executive Director of Newport Housing Authority was present. She applauded Ms. Mitchell on the accomplishment of moving into the fifth phase of the project.

Ms. Berman then stated that the request was for firm for preliminary approval of (i) a RIHousing tax-exempt construction loan in an amount not to exceed \$12,300,000 with \$2,313,000 remaining as a tax-exempt permanent first mortgage; (ii) HOME Investment Partnerships Program (“HOME”) funds in an amount not to exceed \$1,000,000; (iii) a Capital Magnet Fund (“CMF”) Loan in an amount not to exceed \$999,000; and (iv) Housing Trust Fund (“HTF”) funding in an amount not to exceed \$1,789,066 for Park Holm V (the “Development”). The Housing Authority of the City of Newport, Rhode Island (the “Developer”) is the developer.

Park Holm V is the fifth phase of a planned five-phase redevelopment of an existing 262-unit public housing development located in the City of Newport’s North End. This proposed phase involves the demolition of 20 units contained in 7 buildings and the new construction of 45 units in three buildings. The buildings are currently occupied, and residents will be relocated during construction. This last phase will complete the one for one replacement of the existing 262 public housing units, which is a requirement of the QAP, and moreover create one additional unit.

The 45 units in the Development will consist of 12 one-bedroom units, 27 two-bedroom units, two three-bedroom units, and four four-bedroom units. Area median income (“AMI”) will range from 30-60%. There will be 38 units with Project-Based Section 8 vouchers, and 7 units will have an Annual Contributions Contract subsidy. In addition, the RIHousing Board of Commissioners approved a Public Housing Authority Fund (“PHA Fund”) Loan in an amount not to exceed \$6,750,000 for the Development in November 2023. Phase V will incorporate all new site landscaping and infrastructure, including new parking areas, new interior streets, and walking paths. Existing overhead utilities will be relocated underground. The units will be constructed to Tier II Energy Star standards.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Preliminary Approval of Financing for Park Holm V (Newport).

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral.

There being no discussion, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

**Whereas,** RIHousing intends to issue tax-exempt bonds for financing qualified housing developments throughout the state;

**Whereas,** said bonds shall have a term not to exceed 35 years and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary;

**Whereas,** RIHousing is also authorized to issue tax exempt bonds at an economically acceptable rate to promote the acquisition, rehabilitation, or preservation of affordable housing;

**Whereas,** the Housing Authority of the City of Newport, Rhode Island (“Applicant”) has presented an application to RIHousing requesting mortgage financing to acquire and/or rehabilitate the development as set forth below (the “Development”):

| <u>Development</u> | <u>Applicant</u>                                       | <u>Mortgage</u> |
|--------------------|--|-----------------|
| Park Holm V        | Housing Authority of the City of Newport, Rhode Island | \$12,300,000    |

| <u>HOME Loan</u> | <u>HTF Loan</u> | <u>CMF Loan</u> |
|------------------|-----------------|-----------------|
| \$1,000,000      | \$1,786,066     | \$999,000       |

**Whereas,** staff has reviewed the submission and determined that the Development may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines, and policies; and

**Whereas,** RIHousing finds that:

- (1) That there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;
- (2) That private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) That the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;
- (4) That the proposed housing development to be assisted will be of public use and will provide a public benefit; and
- (5) That the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that subject to the special conditions listed below, RIHousing hereby declares preliminary commitment for tax exempt mortgage financing for the Applicant or other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$12,300,000 for rental housing known as Park Holm V located in Newport, Rhode Island to be financed, in part, by tax-exempt bonds.

**Resolved,** that RIHousing hereby declares that this preliminary commitment of financing for the Borrower constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$12,300,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of \$1,000,000 of HOME Investment Partnerships Program funding to the Borrower for rental housing known as Park Holm V to be located in Newport, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$999,000 for a Capital Magnet Fund Loan to the Borrower for rental housing known as Park Holm V to be located in Newport, Rhode Island.

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves preliminary commitment of up to \$1,786,066 of Housing Trust Fund funding to the Borrower for rental housing known as Park Holm V to be located in Newport, Rhode Island.

**Resolved,** that the foregoing resolutions are subject to the following conditions:

- Syndication equity from the sale of low-income housing tax credits in an amount sufficient to achieve project feasibility;
- Final HUD approval of the mixed financing proposal, including demolition and construction of new tax credit units within the existing Park Holm neighborhood;
- Approval of relocation plan;
- Final approval of Project Based Voucher contract and Public Housing Authority ACC rents;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of plans and specifications by RIHousing, as well as related construction documentation;

- Approval by RIHousing of all management related issues including the marketing and tenant selection plans;
- Execution and delivery by the Applicant of a Construction Completion Guaranty in form and substance satisfactory to RIHousing and any lender;
- Approval by the bond underwriter and bond counsel confirming the loans satisfy all required bond provisions for the bond issue;
- A construction loan with Citizens Bank, N.A. in an amount sufficient to achieve project feasibility;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;
- FHA Risk-Sharing Program approval from the U.S. Department of Housing and Urban Development for a minimum of 50% of the first mortgage loan; and
- Completion of all items required for closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

### **Approval of Middle Income Loan Program Funding Awards**

Chairman Pryor asked Ms. Berman to give the presentation.

Ms. Berman began by noting that representative from each of the projects were present at the meeting.

Continuing, Ms. Berman said that the Middle Income Loan Program (the “MI Program”) is funded with State and Local Fiscal Recovery Funds (“SFRF”) appropriated to the United States Department of Treasury (“Treasury”) through the American Rescue Plan Act of 2021 for the production of affordable housing for households with incomes between 80% and 120% of area median income (“AMI”). RIHousing was authorized by the State of Rhode Island to implement and administer the MI Program using approximately \$20,000,000 in funds for the new production of affordable housing for both rental and homeownership opportunities. As of April 2024, accounting for two MI Program awards approved by the RIHousing Board of Commissioners in March 2024 to fill financing gaps for certain projects, there is approximately \$12,750,000 in MI Program funding available for award.

In November 2023, RIHousing issued a Request for Proposals (“RFP”) for MI Program funds from qualified applicants as part of a consolidated funding round. In response, RIHousing received 24 proposals requesting approximately \$24,130,000 in MI Program funds. All applications were reviewed by Development Division staff in accordance with the published Program Review Criteria to evaluate whether the applications contained the following required MI Program threshold criteria.

RIHousing staff recommends approval of funding for eight proposals in the amount of \$11,344,730. The recommended awards are described in Attachment A, and all such MI Program awards are contingent upon the applicant’s ability to secure additional committed funding and close by December 31, 2024, or sooner, as outlined in attachment A. The MI Program awards will directly fund 147 units restricted for households with incomes between 80% and 100% of AMI. Including affordable and market rate units, these eight developments will create 591 units of housing.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Middle Income Loan Program Funding Awards.

A motion was duly made by Commissioner Diossa and seconded by Commissioner McAllister.

Commissioner McAllister commented that the Warwick City Council is truly excited about the GoodHomes Warwick project. He noted that the 238 multi-family units are a welcome addition to the city. He congratulated staff and all the applicants on the awards.

There being no additional comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

WHEREAS, The State of Rhode Island has established the Middle Income Loan Program (the “MI Program”) using State and Local Fiscal Recovery Funds appropriated to the United States Department of Treasury under the American Rescue Plan Act of 2021 to provide funding for the development of new multifamily rental and homeownership units for households with incomes between 80% and 120% of Area Median Income;

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the State of Rhode Island to administer the MI Program, including the award of MI Program funds to projects that develop newly created non-LIHTC multifamily units and homeownership opportunities;

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the threshold requirements of the MI Program;

WHEREAS, staff of RIHousing have reviewed each of the eligible applications submitted and recommend that MI Program funds be committed to the proposals listed in Attachment A; and

WHEREAS, RIHousing staff have reviewed the submissions and determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$11,344,730 in MI Program funds in compliance with the MI Program guidelines, subject to certain conditions and the receipt of other sources of funds, for the proposals reviewed by staff, as set forth in Attachment A; and

RESOLVED, that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolution.

**Attachment A**  
**Summary of Recommendations**

Recommendations include:

**Omni Newark** - Omni Newark, which is being developed by Omni Development Corporation, is the new development of 52 units at 11 Newark Street, Providence. This is a 5-story elevator building, with four floors of residential units above a ground floor consisting of covered parking and community/commercial space. The development will consist of 32 one-bedroom and 20 two-bedroom units. 41 of the units will be LIHTC units affordable to households with incomes at or below 60% of area median income (“AMI”) and 11 will be non-LIHTC units and targeted to residents at or below 80% of AMI. The Providence Housing Authority has awarded eight project-based vouchers to the development, and a RIHousing HPF-ELI subsidy for three (3) units is the subject of a separate RFA. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$985,000 MI Program award is contingent upon completion of standard underwriting and closing by December 31, 2024.

| Sources                  | Preliminary         |                  |
|--------------------------|---------------------|------------------|
|                          | Amount              | Per Unit         |
| RIH First Mortgage       | \$1,725,000         | \$33,173         |
| Priority Projects Fund   | \$1,300,000         | \$25,000         |
| HOME                     | \$1,000,000         | \$19,231         |
| Middle Income Program    | \$985,000           | \$18,942         |
| Community Revitalization | \$1,251,861         | \$24,074         |
| Capital Magnet Fund      | \$775,000           | \$14,904         |
| LIHTC Proceeds           | \$12,047,399        | \$231,681        |
| Deferred Development Fee | \$183,359           | \$3,526          |
| Providence Housing Trust | \$750,000           | \$14,423         |
| <b>Total Sources</b>     | <b>\$20,017,619</b> | <b>\$384,954</b> |

| Uses                               | Amount              |                  |
|------------------------------------|---------------------|------------------|
|                                    | Amount              | Per Unit         |
| Construction                       | \$14,950,000        | \$287,500        |
| Contingency                        | \$1,046,500         | \$20,125         |
| Soft Costs                         | \$1,549,595         | \$29,800         |
| Financing                          | \$1,004,093         | \$19,309         |
| Developer Fee                      | \$1,081,080         | \$20,790         |
| Operating Reserve                  | \$313,409           | \$6,027          |
| Replacement Reserve Year 1 Deposit | \$16,900            | \$325            |
| Other Reserves                     | \$56,041            | \$1,078          |
| <b>Total Uses</b>                  | <b>\$20,017,619</b> | <b>\$384,954</b> |

**The Villages at Manville** - The Villages at Manville, which is being developed by Dakota Partners, Inc., is anticipated to contain 72 apartments located in two buildings in Lincoln. This is a mixed-income project with eight units at 30% AMI, one unit at 50% AMI, 48 units at 60% AMI, and 15 units

at 80% AMI. This development is simultaneously being recommended for a revised allocation of 9% LIHTC as well as the revised preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific revised preliminary approval for this development, this \$214,730 MI Program award is contingent upon completion of standard underwriting within 3 months of this award and closing within 5 months of this award.

| Sources                  | Preliminary (May 2023 round) |                  | Delta       | Current Request     |                  |
|--------------------------|------------------------------|------------------|-------------|---------------------|------------------|
|                          | Amount                       | Per Unit         |             | Amount              | Per Unit         |
| RIH First Mortgage       | \$3,485,000                  | \$48,403         | \$235,000   | \$3,720,000         | \$51,667         |
| HOME                     | \$1,900,000                  | \$26,389         | \$0         | \$1,900,000         | \$26,389         |
| Housing Trust Fund       | \$1,174,331                  | \$16,310         | \$0         | \$1,174,331         | \$16,310         |
| Rhode Island Rebounds    | \$305,669                    | \$4,245          | \$0         | \$305,669           | \$4,245          |
| DAH-2                    | \$1,728,817                  | \$24,011         | \$0         | \$1,728,817         | \$24,011         |
| DAH-2                    | \$0                          | \$0              | \$4,110,331 | \$4,110,331         | \$57,088         |
| Town                     | \$221,185                    | \$3,072          | \$0         | \$221,185           | \$3,072          |
| Middle Income Program    | \$0                          | \$0              | \$214,730   | \$214,730           | \$2,982          |
| LIHTC Proceeds           | \$10,827,917                 | \$150,388        | \$1,266,752 | \$12,094,669        | \$167,982        |
| Deferred Development Fee | \$576,843                    | \$8,012          | (\$176,721) | \$400,122           | \$5,557          |
| <b>Total Sources</b>     | <b>\$20,219,762</b>          | <b>\$280,830</b> | \$5,650,092 | <b>\$25,869,854</b> | <b>\$359,304</b> |

| Uses                               | Amount              |                  | Delta       | Amount              |                  |
|------------------------------------|---------------------|------------------|-------------|---------------------|------------------|
|                                    | Amount              | Per Unit         |             | Amount              | Per Unit         |
| Construction                       | \$13,762,299        | \$191,143        | \$4,357,013 | \$18,119,312        | \$251,657        |
| Contingency                        | \$688,115           | \$9,557          | \$717,851   | \$1,405,966         | \$19,527         |
| Acquisition                        | \$555,000           | \$7,708          | \$70,000    | \$625,000           | \$8,681          |
| Soft Costs                         | \$1,684,345         | \$23,394         | \$149,640   | \$1,833,985         | \$25,472         |
| Financing                          | \$1,601,202         | \$22,239         | \$303,959   | \$1,905,161         | \$26,461         |
| Developer Fee                      | \$1,360,000         | \$18,889         | \$0         | \$1,360,000         | \$18,889         |
| Operating Reserve                  | \$481,676           | \$6,690          | \$39,540    | \$521,216           | \$7,239          |
| Replacement Reserve Year 1 Deposit | \$23,400            | \$325            | \$5,400     | \$28,800            | \$400            |
| Other Reserves                     | \$63,725            | \$885            | \$6,690     | \$70,415            | \$978            |
| <b>Total Uses</b>                  | <b>\$20,219,762</b> | <b>\$280,830</b> | \$5,650,092 | <b>\$25,869,854</b> | <b>\$359,304</b> |

**1624 Lonsdale** - 1624 Lonsdale Avenue or Lonsdale Memorial Lofts, which is being development by Lonsdale Valley JV, LLC, a joint venture between Valley Affordable Housing Corp. and Lonsdale Memorial Holdings, LLC, is a proposed residential re-development in Lincoln consisting of the conversion of the former Lincoln Memorial School into 26 new affordable apartments at 80% of AMI. The project will consist of two studio units, 20 one-bedroom units, and four three-bedroom units. All units will be restricted for households with incomes at or below 80% of AMI. This Development is simultaneously being recommended for an Acquisition and Revitalization Program award. This \$2,230,000 MI Program award is contingent upon completion of standard underwriting and closing by December 31, 2024.

| Sources                                 | Preliminary        |                  |
|---|--------------------|------------------|
|   | Amount             | Per Unit         |
| First Mortgage                          | \$2,014,937        | \$77,498         |
| Acquisition Revialization Program (ARP) | \$2,000,000        | \$76,923         |
| Middle Income Program                   | \$2,230,000        | \$85,769         |
| Building Homes Rhode Island             | \$490,165          | \$18,853         |
| Town of Lincoln Grant                   | \$120,000          | \$4,615          |
| General Partner Capital                 | \$748,310          | \$28,781         |
| <b>Total Sources</b>                    | <b>\$7,603,412</b> | <b>\$292,439</b> |
|   |                    |                  |
|   |                    |                  |
| Uses                                    | Amount             | Per Unit         |
| Construction                            | \$5,584,963        | \$214,806        |
| Contingency                             | \$400,000          | \$15,385         |
| Soft Costs                              | \$715,089          | \$27,503         |
| Financing                               | \$120,000          | \$4,615          |
| Developer Fee                           | \$540,540          | \$20,790         |
| Operating Reserve                       | \$180,000          | \$6,923          |
| Other Reserves                          | \$62,820           | \$2,416          |
| <b>Total Uses</b>                       | <b>\$7,603,412</b> | <b>\$292,439</b> |

**GoodHomes Warwick** – GoodHomes Warwick, which is being developed by GoodHomes Communities LLC, is the conversion of the former Sheraton Hotel at 1850 Post Road in Warwick into a robust multifamily community featuring 238 units ranging from 80% to 120% of AMI. The project will consist of 211 studios and 27 one-bedroom units. While the majority of units will have rents at or below 100% of AMI, only the one-bedroom units meet the size requirements of the MI Program. The \$2,295,000 MI Program award is contingent upon completion of standard underwriting and closing by December 31, 2024.

| Sources                 | Preliminary         |                |
|-------------------------|---------------------|----------------|
|                         | Amount              | Per Unit       |
| Thorofare Capital       | \$11,494,000        | 48,294         |
| Middle Income Program   | \$2,295,000         | 9,643          |
| General Partner Capital | \$10,812,131        | 45,429         |
| <b>Total Sources</b>    | <b>\$24,601,131</b> | <b>103,366</b> |

| Uses              | Preliminary         |                  |
|-------------------|---------------------|------------------|
|                   | Amount              | Per Unit         |
| Construction      | \$11,648,740        | \$48,944         |
| Contingency       | \$1,125,000         | \$4,727          |
| Acquisition       | \$7,518,390         | \$31,590         |
| Soft Costs        | \$1,732,088         | \$7,278          |
| Financing         | \$1,000,000         | \$4,202          |
| Developer Fee     | \$576,913           | \$2,424          |
| Other Reserves    | \$1,000,000         | \$4,202          |
| <b>Total Uses</b> | <b>\$24,601,131</b> | <b>\$103,366</b> |

**Clearview Apartments** – Clearview Apartments, which is being developed by Jitender Behl and Kyle Seyboth, is a proposed 31-unit development located at 387 Broad Street in Central Falls. All plans, permits, and parking variances have been approved, and construction is approximately 70% complete. The project is currently funded with partner equity, and the original plan was to create all market rate units; however, the developer is now proposing to make 19 of the units affordable to households at 80% of AMI. This \$1,485,000 MI Program award is contingent upon completion of standard underwriting within 4 months of this award and closing within 6 months of this award.

| Sources                   | Preliminary        |                  |
|---------------------------|--------------------|------------------|
|                           | Amount             | Per Unit         |
| Third Party Senior Lender | \$3,196,000        | \$103,097        |
| Middle Income Program     | \$1,485,000        | \$47,903         |
| General Partner Capital   | \$1,510,500        | \$48,726         |
| <b>Total Sources</b>      | <b>\$6,191,500</b> | <b>\$199,726</b> |

| Uses                               | Preliminary        |                  |
|------------------------------------|--------------------|------------------|
|                                    | Amount             | Per Unit         |
| Construction                       | \$4,844,500        | \$156,274        |
| Acquisition                        | \$550,000          | \$17,742         |
| Soft Costs                         | \$215,000          | \$6,935          |
| Financing                          | \$60,000           | \$1,935          |
| Developer Fee                      | \$200,000          | \$6,452          |
| Operating Reserve                  | \$220,000          | \$7,097          |
| Replacement Reserve Year 1 Deposit | \$62,000           | \$2,000          |
| Other Reserves                     | \$40,000           | \$1,290          |
| <b>Total Uses</b>                  | <b>\$6,191,500</b> | <b>\$199,726</b> |

**Postal Apartments** - Postal Apartments, which is being developed by Postal Kitchen, LLC, is the proposed conversion of a 1949 post office in Providence into 12 residential units. Four of the units

will be leased at 80% of AMI and the remaining eight units will be leased at market rate. The development will also include 2,000 square feet of retail/restaurant space at the confluence of Olneyville Square. This \$390,000 MI Program award is contingent upon the developer filling the remainder of their capital stack within 120 days of this award and completion of standard underwriting and closing by December 31, 2024.

| Sources                            | Preliminary        |                  |
|------------------------------------|--------------------|------------------|
|                                    | Amount             | Per Unit         |
| First Mortgage                     | \$957,329          | 79,777           |
| Middle Income Program              | \$390,000          | 32,500           |
| General Partner Capital            | \$685,000          | 57,083           |
| Gap/Other equity                   | \$300,000          | 25,000           |
| <b>Total Sources</b>               | <b>\$2,332,329</b> | <b>194,361</b>   |
|                                    |                    |                  |
|                                    |                    |                  |
| Uses                               | Amount             | Per Unit         |
| Construction                       | \$1,246,590        | \$103,883        |
| Contingency                        | \$124,659          | \$10,388         |
| Acquisition                        | \$325,000          | \$27,083         |
| Soft Costs                         | \$400,180          | \$33,348         |
| Financing                          | \$65,000           | \$5,417          |
| Operating Reserve                  | \$100,000          | \$8,333          |
| Lease Up Reserve                   | \$10,000           | \$833            |
| Replacement Reserve Year 1 Deposit | \$3,900            | \$325            |
| Other Reserves                     | \$57,000           | \$4,750          |
| <b>Total Uses</b>                  | <b>\$2,332,329</b> | <b>\$194,361</b> |

**Old County Village** – Old County Village, which is being developed by Atlantic-N.E. Property Management, LLC, is a 79-unit condominium development in Smithfield. The developer was previously awarded Homeownership Investment Fund funding for five affordable homeownership units and has requested additional funding for the remaining 15 affordable four-bedroom homeownership units in this phase. The 15 units will be restricted to households with incomes at or below 100% of AMI. The developer has site control, zoning approvals, and 100% architectural plans. This \$1,425,000 MI Program award is contingent upon completion of standard underwriting within 6 months of this award and closing by December 31, 2024.

| <b>Sources</b>                   | <b>Amount</b>      | <b>Per unit</b>  |
|----------------------------------|--------------------|------------------|
|                                  |                    |                  |
| Construction Loan/Sales Proceeds | \$4,500,000        | \$300,000        |
| Middle Income Funds              | \$1,425,000        | \$95,000         |
| Developer Equity                 | \$75,979           | \$5,065          |
|                                  |                    |                  |
| <b>Total Sources</b>             | <b>\$6,000,979</b> | <b>\$400,065</b> |
|                                  |                    |                  |
| <b>Uses</b>                      | <b>Amount</b>      | <b>Per unit</b>  |
|                                  |                    |                  |
| Construction                     | \$5,217,529        | \$347,835        |
| Contingency                      | \$391,315          | \$26,088         |
| Soft Costs                       | \$392,135          | \$26,142         |
|                                  |                    |                  |
| <b>Total Uses</b>                | <b>\$6,000,979</b> | <b>\$400,065</b> |

**Dexter Street Commons** - Dexter Street Commons, which is being developed by Leland Peyser, is a new construction mixed-use development at the former Conant Thread site in Pawtucket. The development will include 150 rental units and 7,000 square feet of ground floor retail space. The site is located within walking distance of the new Pawtucket Central Falls train station making it a desirable site for Transit Oriented Development. The proposed project will include various amenities including a rooftop deck, concierge services, an onsite restaurant, and retail amenities. There will be 43 studios, 98 one-bedroom units, and 9 two-bedroom units. 30 units will be deed-restricted under the MI Program; however, based on the current pro forma, all the units in the development are anticipated to be affordable to households with incomes at or below 120% of AMI. The permitting approvals are nearly complete, and the bulk of the funding commitments are in place. Equity is being provided by the sponsors, including Healthy Neighborhoods Equity Fund II LP, which is a partnership between Massachusetts Housing Investment Corporation and the Conservation Law Foundation. The proposed sources and uses chart below includes a placeholder for the final gap financing needed to complete the capital stack.

| Sources                            | Proposed Sources and Uses |                |
|------------------------------------|---------------------------|----------------|
|                                    | Amount                    | Per Unit       |
| Bristol County Savings Bank        | \$25,361,285              | 169,075        |
| TOD Fund                           | \$3,898,830               | 25,992         |
| Middle Income Program              | \$2,320,000               | 15,467         |
| RI Rebuild                         | \$1,800,000               | 12,000         |
| (TC/Rebate Bridge)                 | \$1,000,000               | 6,667          |
| Seller Loan                        | \$95,000                  | 633            |
| Commerce Corp - TBD                | \$6,901,170               | 46,008         |
| General Partner Capital            | \$10,314,358              | 68,762         |
| Brownfields & Infrastructure Grant | \$850,000                 | 5,667          |
| <b>Total Sources</b>               | <b>\$52,540,643</b>       | <b>350,271</b> |

| Uses              | Proposed Sources and Uses |                  |
|-------------------|---------------------------|------------------|
|                   | Amount                    | Per Unit         |
| Construction      | \$38,969,259              | \$259,795        |
| Contingency       | \$2,654,578               | \$17,697         |
| Acquisition       | \$2,403,750               | \$16,025         |
| Soft Costs        | \$3,213,922               | \$21,426         |
| Financing         | \$3,637,189               | \$24,248         |
| Developer Fee     | \$1,661,945               | \$11,080         |
| <b>Total Uses</b> | <b>\$52,540,643</b>       | <b>\$350,271</b> |

## Middle Income Award Summary

| Development   | Non-MI<br>below 80%<br>AMI | 80% AMI | 100% AMI | 120%AMI | Market<br>Rate |
|---|----------------------------|---------|----------|---------|----------------|
| Omni Newark   | 41                         | 11      | 0        | 0       | 0              |
| The Villages at Manville  | 57                         | 15      | 0        | 0       | 0              |
| 1624 Lonsdale   | 0                          | 26      | 0        | 0       | 0              |
| Good Homes Warwick  | 0                          | 27      | 0        | 0       | 206            |
| Clear View Apartments   | 0                          | 19      | 0        | 0       | 12             |
| Postal Apartments   | 0                          | 4       | 0        | 0       | 8              |
| Old County Village  | 0                          | 0       | 15       | 0       | 0              |
| Dexter Commons  | 0                          | 39      | 62       | 49      | 0              |
| Totals  | 98                         | 141     | 77       | 49      | 226            |
| <b>Total Units</b>  | <b>591</b>                 |         |          |         |                |
| <b>Total MI Units</b>   | <b>218</b>                 |         |          |         |                |
| <b>Total deed-restricted MI units</b>   | <b>147</b>                 |         |          |         |                |
| We note that the majority of units at Good Homes are 80% - 100% AMI units however they are smaller than allowable under the MI Program and are therefore listed as Market Rate units;<br>We note that only 20% of the Dexter St units will be deed restricted |                            |         |          |         |                |

### Approval of Capital Magnet Fund Awards

Ms. Berman gave an overview of the request.

Ms. Berman stated that RIHousing received four awards of Capital Magnet Fund (“CMF”) funding from the Community Development Financial Institutions Fund, an arm of the U.S. Department of Treasury. The 2021 CMF Grant award was \$12,000,000 and was received in June 2022. An Assistance Agreement was executed in December 2022. Pursuant to program requirements, the 2021 CMF Grant Award must be fully committed by December 2027. As of January 2024, there is approximately \$8,560,000 in CMF funding available.

In November 2023, RIHousing issued a Request for Proposals (“RFP”) for CMF funds from qualified applicants as part of a consolidated application for a number of funding sources. In response, RIHousing received 14 proposals requesting \$11,593,000 in CMF funding. After an initial review of the applications, Development Division staff requested clarifying information from applicants regarding apparent deficiencies.

Those applications that passed threshold were further reviewed by Development Division staff in accordance with the program criteria to evaluate whether the applications met the required CMF priorities for awards.

Development Division staff met with senior RIHousing staff to review the applications based on the threshold and scoring criteria. Proposals submitted in response to the consolidated RFP that did not initially apply for CMF funding, but were otherwise eligible and met the threshold criteria, were reviewed as well. As a result of that combined review, six (6) CMF proposals seeking program

resources in the amount of \$5,271,000 are being recommended for approval at this time. The recommended developments are described in attachment A and, collectively, they will help build or preserve 415 units, 401 of which will be CMF-assisted.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Capital Magnet Fund Awards.

A motion was duly made by Commissioner Orth and seconded by Commissioner McAllister.

There being no comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners voted to approve the motion with five (5) votes in favor, Commissioners Diossa recusing and zero (0) nay votes.

Ms. Myers then announced that the following resolution was adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has entered into an agreement with the U.S. Department of Treasury Community Development Financial Institutions Fund to administer a FY 2021 Capital Magnet Fund Award (“CMF”);

**Whereas,** RIHousing is authorized to make investments of CMF proceeds to promote the acquisition, rehabilitation, creation or preservation of affordable housing;

**Whereas,** the applicants listed in Attachment A have submitted applications which meet the requirements of the CMF Program;

**Whereas,** staff of RIHousing have reviewed each of the eligible applications submitted and recommend that CMF resources be preliminarily reserved to the proposals listed in Attachment A;

**Whereas,** staff of RIHousing have determined that the recommended proposals may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

**Whereas,** RIHousing finds:

(1) that there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;

(2) that private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing

for residential housing for occupancy by those persons or families;

(3) that the housing sponsors undertaking the proposed housing developments in this state will supply well-planned, well-designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;

(4) that the proposed housing developments to be assisted will be of public use and will provide a public benefit; and

(5) that the proposed housing developments will be undertaken, and the housing sponsors regulated pursuant to the authority and within the restrictions provided for by the Rhode Island Housing and Mortgage Finance Corporation Act, Chapter 55 of Title 42 of the Rhode Island General Laws.

**NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED,** that RIHousing is authorized to commit up to \$5,271,000 in CMF proceeds in compliance with CMF program guidelines, subject to certain conditions and the receipt of other sources of funds, for the projects set forth in Attachment A.

**RESOLVED,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolution.

**Attachment A**

**Summary of Recommendations**

**Recommendations include:**

**Center City Apartments 9%** - The Developer, Olneyville Housing Corporation d/b/a ONE Neighborhood Builders, has partnered with Foster Forward, Family Service of Rhode Island, and Crossroads Rhode Island, a partnership known as the Taunton Avenue Collaborative (the “Collaborative”), to develop a three-acre blighted site located at 330, 350 and 354 Taunton Avenue into 144 new affordable apartments in two new construction buildings and an existing building which would require extensive renovations. The initial phase, which is the subject of this award, will develop 95 units at 330 and 350 Taunton Avenue consisting of 41 newly constructed units and 54 rehabilitated units. This development is simultaneously being recommended for an allocation of 9% low-income housing tax credits (“LIHTC”) as well as the preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$999,000 CMF award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**Omni Newark** - Omni Newark, which is being developed by Omni Development Corporation, is the new development of 52 units at 11 Newark Street, Providence. This is a 5-story elevator building, with four floors of residential units above a ground floor consisting of covered parking and community/commercial space. The development will consist of 32 one-bedroom and 20 two-bedroom units. 41 of the units will be LIHTC units affordable to households with incomes at or below

60% of area median income (“AMI”) and 11 will be non-LIHTC units and targeted to residents at or below 80% of AMI. The Providence Housing Authority has awarded eight project-based vouchers to the development. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$775,000 CMF award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**321 Knight Street** - 321 Knight Street, which is being developed by S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY), is located at the currently blighted, highly visible corner of Westminster and Knight Streets in Providence. The development is proposed as a podium-style, elevator building with parking, community, and commercial space on the ground level and 41 units on the four floors above. The development will provide homes for larger families and individuals with disabilities. Nine (9) of the one-bedroom units will be prioritized for clients of West Bay RI, which provides support to people with intellectual and developmental disabilities. All local approvals are in place, and the developer plans to develop this as a 100% affordable development with rents ranging from 30% to 80% of AMI. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$500,000 CMF award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**Park Holm V** – Park Holm V, which is being developed by the Housing Authority of the City of Newport, Rhode Island, is the final phase in the redevelopment of the former Park Holm public housing development in Newport. The 45 units in the development will consist of 12 one-bedroom units, 27 two-bedroom units, two three-bedroom units, and four four-bedroom units. Area median income (“AMI”) will range from 30-60%. There will be 38 units with Project-Based Section 8 vouchers, and 7 units will have an Annual Contributions Contract subsidy. Phase V will incorporate all new site landscaping and infrastructure, including new parking areas, new interior streets, and walking paths. Existing overhead utilities will be relocated underground. The units will be constructed to Tier II Energy Star standards. This development is simultaneously being recommended for an allocation of tax-exempt bonds as well as the preliminary commitment of additional RIHousing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$999,000 CMF award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**Lockwood Plaza Phase II** - Lockwood Plaza Phase II, which is being developed by WinnCompanies LLC, consists of a six-story apartment building with 101 one- and two-bedroom, flat-style units. Phase II proposes to complete the renovation of the master site by rehabbing the six-story midrise building. In addition to the site’s 104 rental units, Lockwood Plaza Phase II will include a community room and kitchen, management offices, laundry facilities, and 131 surface parking spaces. This is a 100% affordable community with rents at 50% and 60% of AMI. This \$999,000 CMF award constitutes partial funding for the project contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**Newport Heights Phase I** - Newport Heights Phase I, which is being developed by Trinity Financial, Inc., is the proposed recapitalization of 81 units originally developed as a LIHTC transaction in 2001. This proposed transaction will utilize a RAD conversion of the existing ACC rents, and the developer has received a Commitment to Enter into a Housing Assistance Payments (CHAP) from HUD for

the conversion. 67 of the units are affordable to households below 60% of AMI and the balance are unrestricted. This \$999,000 CMF award constitutes partial funding for the project contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

**Summary of CMF Awards:**

| Development               | CMF Award Amount       | 30%-50% AMI Units      | 60% AMI Units | 80% AMI Units | Market Rate Units |
|---------------------------|------------------------|------------------------|---------------|---------------|-------------------|
| Center City Apartments 9% | \$ 999,000.00          | 31                     | 31            | 33            | 0                 |
| Omni Newark               | \$ 775,000.00          | 11                     | 30            | 11            | 0                 |
| 321 Knight Street         | \$ 500,000.00          | 9                      | 32            | 0             | 0                 |
| Park Holm V               | \$ 999,000.00          | 20                     | 25            | 0             | 0                 |
| Lockwood Plaza Phase II   | \$ 999,000.00          | 47                     | 54            | 0             | 0                 |
| Newport Heights Phase I   | \$ 999,000.00          | 27                     | 40            | 0             | 14                |
| <b>Totals</b>             | <b>\$ 5,271,000.00</b> | <b>145</b>             | <b>212</b>    | <b>44</b>     | <b>14</b>         |
|                           |                        |                        |               |               |                   |
|                           |                        | <b>Total Units</b>     | 415           |               |                   |
|                           |                        | <b>Total CMF Units</b> | 401           |               |                   |

**Approval of Acquisition and Revitalization Program (ARP) Funding Awards**

Chairman Pryor mentioned that Anne Berman would report on the ARP Funding Awards.

Representatives from the awardees were present at the meeting.

Ms. Berman said that on March 2, 2021, the voters of the State of Rhode Island passed a state bond referendum authorizing the issuance of \$65,000,000 in bonds to increase the availability of affordable housing and support community revitalization through the redevelopment of existing structures, new construction, and property acquisition. RIHousing was authorized by the Executive Office of Commerce (“Commerce”) to implement and administer a program using \$15,000,000 of these funds for the improvement of properties that are blighted or in need of revitalization. The program is known formally as the Acquisition and Revitalization Program (“ARP”).

ARP’s purpose is to stabilize neighborhoods and communities by strategically targeting foreclosed and/or blighted residential and commercial properties and vacant lots in need of redevelopment. Encouraging redevelopment of vacant, foreclosed and/or blighted properties will revitalize neighborhoods and communities, stabilize the housing market, and improve local economies. The funding is available to non-profit and for-profit developers, municipalities and public housing authorities.

Pursuant to ARP Summary Guidelines established by RIHousing (“Guidelines”), ARP funding is available statewide, however, 75% of the funding is set aside for urban communities. The Guidelines restrict the income of households that will occupy the redeveloped residential or mixed-use properties to 120% of area median income (“AMI”). In addition, the Guidelines prioritize redevelopment of commercial properties and vacant lots located in low- and moderate-income census tracts or that serve low- and moderate-income households.

Pursuant to their review, RIHousing staff is recommending funding for one commercial proposal and three residential projects, as described in attachment A, in the amount of \$7,215,953. The proposed awards are contingent upon completion of standard underwriting within 9 months of awards and closing within 12 months of awards. These ARP awards will directly fund six commercial units and 116 residential units.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Acquisition and Revitalization Program (ARP) Funding Awards.

A motion was duly made by Commissioner Womer and seconded by Commissioner McAllister.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

WHEREAS, the voters of the State of Rhode Island passed a state bond referendum authorizing the issuance of \$65,000,000 in bonds to increase the availability of affordable housing and support community revitalization through the redevelopment of existing structures, new construction, and property acquisition (the “Bond Funds”);

WHEREAS, the State of Rhode Island authorized the Executive Office of Commerce (“Commerce”) to utilize \$15,000,000 of the Bond Funds to develop and implement a program for the improvement of properties that are blighted or in need of revitalization (the “Acquisition and Revitalization Program” or “ARP”);

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by Commerce to administer ARP, including the award of ARP funds to projects that assist in addressing urban revitalization and blight remediation;

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the threshold requirements of ARP;

WHEREAS, staff of RIHousing have reviewed each of the eligible applications submitted and recommend that ARP funds be committed to the proposals listed in Attachment A; and

WHEREAS, RIHousing staff has reviewed the submissions and determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$7,215,953 in ARP funds for the recommended projects listed in Attachment A, each such award to be contingent on compliance with ARP guidelines and subject to the receipt of other sources of funds and certain conditions, as set forth below:

- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

RESOLVED, that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

**Attachment A  
Summary of Recommendations**

ARP Funds Recommended for Approval \$7,215,953

Distribution of Recommended Funds

|                      |             |
|----------------------|-------------|
| Residential Projects | \$5,215,953 |
| Commercial Projects  | \$2,000,000 |

Recommendations include:

**Hope & Main West End Kitchens** - Hope & Main West End Kitchens, being developed by Hope & Main, is a 20,000 square foot campus comprised of two adjacent properties, 945 and 949 Westminster Street, that share a party wall. The site will provide six shared-use kitchens and infrastructure for specialized food production, including baking, meal preparation, catering and commissary and consumer packaged goods. The site will provide opportunities for businesses that are ready to transition out of the highly successful Hope & Main building in Warren but cannot find affordable production space for build-out or lease. Development of this site is anticipated to require a phased approach. ARP funding is being recommended to fund the costs of stabilization and code updates for the 945 Westminster property, including envelope upgrades, ADA compliance, fire alarm, roof and masonry upgrades, and utility stub-ins. This \$2,000,000 ARP award is contingent upon completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

| Sources              | Amount              |
|----------------------|---------------------|
|                      |                     |
| ARP                  | \$2,000,000         |
| MHIC Loans           | \$4,878,431         |
| Other                | \$5,528,660         |
|                      |                     |
| <b>Total Sources</b> | <b>\$12,407,091</b> |
|                      |                     |
| Uses                 | Amount              |
|                      |                     |
| Acquisition          | \$2,610,000         |
| Construction         | \$6,626,517         |
| FFE                  | \$265,000           |
| Soft Costs           | \$2,905,574         |
|                      |                     |

|                   |                     |
|-------------------|---------------------|
| <b>Total Uses</b> | <b>\$12,407,091</b> |
|-------------------|---------------------|

**321 Knight Street** - 321 Knight Street, which is being developed by S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY), is located at the currently blighted, highly visible corner of Westminster and Knight Streets in Providence. The development is proposed as a podium-style, elevator building with parking, community, and commercial space on the ground level and 41 units on the four floors above. The development will provide homes for larger families and individuals with disabilities. Nine (9) of the one-bedroom units will be prioritized for clients of West Bay RI, which provides support to people with intellectual and developmental disabilities. All local approvals are in place, and the developer plans to develop this as a 100% affordable development with rents ranging from 30% to 80% of AMI. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RI Housing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$1,465,953 ARP award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

| <b>Sources</b>                          | <b>Preliminary</b>  |                  |
|---|---------------------|------------------|
|   | <b>Amount</b>       | <b>Per Unit</b>  |
| RIH First Mortgage                      | \$1,100,000         | \$26,829         |
| Bank RI - Commercial                    | \$200,000           | \$4,878          |
| Acquisition Revialization Program (ARP) | \$1,465,953         | \$35,755         |
| Capital Magnet Fund                     | \$500,000           | \$12,195         |
| Community Revitalization                | \$2,000,000         | \$48,780         |
| HOME                                    | \$1,000,000         | \$24,390         |
| Building Homes Rhode Island             | \$490,000           | \$11,951         |
| Priority Projects Fund                  | \$1,276,639         | \$31,138         |
| LIHTC Proceeds                          | \$11,608,843        | \$283,143        |
| Deferred Development Fee                | \$55,164            | \$1,345          |
| Providence Housing Trust Fund           | \$900,000           | \$21,951         |
| <b>Total Sources</b>                    | <b>\$20,596,599</b> | <b>\$502,356</b> |

| <b>Uses</b>                        | <b>Preliminary</b>  |                  |
|------------------------------------|---------------------|------------------|
|                                    | <b>Amount</b>       | <b>Per Unit</b>  |
| Construction                       | \$14,790,000        | \$360,732        |
| Contingency                        | \$739,500           | \$18,037         |
| Acquisition                        | \$1,275,000         | \$31,098         |
| Soft Costs                         | \$1,514,845         | \$36,947         |
| Financing                          | \$1,085,700         | \$26,480         |
| Developer Fee                      | \$873,180           | \$21,297         |
| Operating Reserve                  | \$252,450           | \$6,157          |
| Replacement Reserve Year 1 Deposit | \$13,325            | \$325            |
| Other Reserves                     | \$52,599            | \$1,283          |
| <b>Total Uses</b>                  | <b>\$20,596,599</b> | <b>\$502,356</b> |

**Parcel 9 Phase II** - Parcel 9 Phase II, which is being developed by Pennrose, LLC, is a new construction, mixed-income development on a currently vacant parcel at the edge of the Fox Point neighborhood in Providence. Phase II will create 61 new units, providing 13 units at 30% of area

median income (“AMI”), two units at 50% of AMI, 21 units at 60% of AMI, 13 units at 100% of AMI, and 12 units that will exceed 120% of AMI. The development includes a mix of bedroom sizes ranging from efficiency to three-bedroom units. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RI Housing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$1,750,000 ARP award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

| Sources                                 | Preliminary         |                  |
|---|---------------------|------------------|
|   | Amount              | Per Unit         |
| First Mortgage                          | \$2,820,429         | 46,237           |
| DAH-2                                   | \$8,178,940         | 134,081          |
| Priority Projects Fund                  | \$1,307,926         | 21,441           |
| Building Homes Rhode Island             | \$962,253           | 15,775           |
| HOME                                    | \$1,000,000         | 16,393           |
| Housing Trust Fund                      | \$1,210,934         | 19,851           |
| Housing Production Fund                 | \$2,286,306         | 37,480           |
| Acquisition Revialization Program (ARP) | \$1,750,000         | 28,689           |
| ERA2                                    | \$1,700,000         | 27,869           |
| LIHTC Proceeds                          | \$8,999,100         | 147,526          |
| Deferred Development Fee                | \$348,260           | 5,709            |
| City HOME                               | \$400,000           | 6,557            |
| <b>Total Sources</b>                    | <b>\$30,964,148</b> | <b>507,609</b>   |
|   |                     |                  |
|   |                     |                  |
| Uses                                    | Amount              | Per Unit         |
| Construction                            | \$22,874,866        | \$374,998        |
| Contingency                             | \$1,715,615         | \$28,125         |
| Acquisition                             | \$115,276           | \$1,890          |
| Soft Costs                              | \$2,761,713         | \$45,274         |
| Financing                               | \$1,063,500         | \$17,434         |
| Developer Fee                           | \$1,288,980         | \$21,131         |
| Operating Reserve                       | \$481,119           | \$7,887          |
| Lease Up Reserve                        | \$107,745           | \$1,766          |
| Replacement Reserve Year 1 Deposit      | \$24,400            | \$400            |
| Other Reserves                          | \$530,934           | \$8,704          |
| <b>Total Uses</b>                       | <b>\$30,964,148</b> | <b>\$507,609</b> |

**1624 Lonsdale** - 1624 Lonsdale Avenue or Lonsdale Memorial Lofts, which is being development by Lonsdale Valley JV, LLC, a joint venture between Valley Affordable Housing Corp. and Lonsdale Memorial Holdings, LLC, is a proposed residential re-development in Lincoln consisting of the conversion of the former Lincoln Memorial School into 26 new affordable apartments at 80% of AMI. The project will consist of two studio units, 20 one-bedroom units, and four three-bedroom units. All units will be restricted for households with incomes at or below 80% of AMI. This development is simultaneously being recommended for a Middle Income Program award. This

\$2,000,000 ARP award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award.

| Sources                               | Preliminary        |                  |
|---------------------------------------|--------------------|------------------|
|                                       | Amount             | Per Unit         |
| First Mortgage                        | \$2,014,937        | \$77,498         |
| Acquisition Revaluation Program (ARP) | \$2,000,000        | \$76,923         |
| Middle Income Program                 | \$2,230,000        | \$85,769         |
| Building Homes Rhode Island           | \$490,165          | \$18,853         |
| Town of Lincoln Grant                 | \$120,000          | \$4,615          |
| General Partner Capital               | \$748,310          | \$28,781         |
| <b>Total Sources</b>                  | <b>\$7,603,412</b> | <b>\$292,439</b> |
|                                       |                    |                  |
|                                       |                    |                  |
| Uses                                  | Amount             | Per Unit         |
| Construction                          | \$5,584,963        | \$214,806        |
| Contingency                           | \$400,000          | \$15,385         |
| Soft Costs                            | \$715,089          | \$27,503         |
| Financing                             | \$120,000          | \$4,615          |
| Developer Fee                         | \$540,540          | \$20,790         |
| Operating Reserve                     | \$180,000          | \$6,923          |
| Other Reserves                        | \$62,820           | \$2,416          |
| <b>Total Uses</b>                     | <b>\$7,603,412</b> | <b>\$292,439</b> |

Commissioner Diossa left at approximately 2:10 p.m. and Commissioner Designee Robert Craven took over for the Treasurer.

### **Approval of Housing Production Fund (HPF) Funding Awards**

Ms. Berman also gave the presentation for the Housing Production Funding Awards.

Ms. Berman stated that the Housing Production Fund (“HPF”) was established by the State of Rhode Island General Assembly in June 2021 by amendment to Rhode Island General Laws Section 42-128, known as the Housing Resources Act of 1998, to provide funding for the planning, production, and preservation of affordable housing. RIHousing was authorized by the General Assembly to implement and administer a program using \$10,000,000 of these funds to provide grants or loans for the development of new affordable housing and the preservation of existing affordable units.

Due to rescissions and returned funds, there is \$4,504,881 of HPF funds available to reallocate. In November 2023, RIHousing issued a Request for Proposals (“RFP”) announcing a consolidated funding round. In response, RIHousing received 77 proposals requesting approximately \$231,500,000 for various housing development and preservation projects. All applications were reviewed by Development staff in accordance with the Program Review Criteria to evaluate whether the applications contained the required HPF threshold criteria for awards.

Development staff met with senior RIHousing staff to review the applications based on the threshold and scoring criteria. As a result of that combined review, two proposals seeking program resources in

the amount of \$4,504,881 are being recommended for HPF approval. The recommended developments are described in attachment A, and they will help build 73 units, collectively; 45 of which will be HPF-assisted.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Housing Production Fund (HPF) Funding Awards.

A motion was duly made by Commissioner McAllister and seconded by Commissioner Orth.

Ms. Ventura expressed her appreciation to staff and partners for their work and dedication to moving the mission of affordable housing forward.

There being no other comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

WHEREAS, the State of Rhode Island General Assembly passed a state budget bill authorizing the issuance of \$10,000,000 to support both the development of new affordable housing and the preservation of existing affordable units (the “HPF Funds”);

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the Rhode Island General Assembly to administer the Housing Production Fund (“HPF”), including the award of HPF funds to projects that assist in the development of new affordable housing and the preservation of existing affordable units;

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the threshold requirements of HPF;

WHEREAS, staff of RIHousing have reviewed each of the eligible applications submitted and recommend that HPF funds be committed to the proposals listed in Attachment A; and

WHEREAS, RIHousing staff have reviewed the submissions and determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$4,504,881 in HPF funds, in compliance with HPF guidelines and subject to certain conditions and the receipt of other sources of funds for the proposals reviewed by staff, as set forth in Attachment A.

RESOLVED, that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolution.

**Attachment A**  
**Summary of Recommendations**

Recommendations include:

**Parcel 9 Phase II** - Parcel 9 Phase II, which is being developed by Pennrose, LLC, is a new construction, mixed-income development on a currently vacant parcel at the edge of the Fox Point neighborhood in Providence. Phase II will create 61 new units, providing 13 units at 30% of area median income (“AMI”), two units at 50% of AMI, 21 units at 60% of AMI, 13 units at 100% of AMI, and 12 units that will exceed 120% of AMI. This development is simultaneously being recommended for an allocation of 9% LIHTC as well as the preliminary commitment of additional RI Housing funding sources. In addition to any other conditions in the project-specific preliminary approval for this development, this \$2,286,306 HPF award is contingent on completion of standard underwriting within 9 months of this award and closing within 12 months of this award as well as the reimbursement of HPF funds from the Frenchtown Road project as further outlined in that development’s revised firm commitment from March 2023.

| Sources                                 | Preliminary         |                  |
|---|---------------------|------------------|
|   | Amount              | Per Unit         |
| First Mortgage                          | \$2,820,429         | 46,237           |
| DAH-2                                   | \$8,178,940         | 134,081          |
| Priority Projects Fund                  | \$1,307,926         | 21,441           |
| Building Homes Rhode Island             | \$962,253           | 15,775           |
| HOME                                    | \$1,000,000         | 16,393           |
| Housing Trust Fund                      | \$1,210,934         | 19,851           |
| Housing Production Fund                 | \$2,286,306         | 37,480           |
| Acquisition Revialization Program (ARP) | \$1,750,000         | 28,689           |
| ERA2                                    | \$1,700,000         | 27,869           |
| LIHTC Proceeds                          | \$8,999,100         | 147,526          |
| Deferred Development Fee                | \$348,260           | 5,709            |
| City HOME                               | \$400,000           | 6,557            |
| <b>Total Sources</b>                    | <b>\$30,964,148</b> | <b>507,609</b>   |
|   |                     |                  |
|   |                     |                  |
| Uses                                    | Amount              | Per Unit         |
| Construction                            | \$22,874,866        | \$374,998        |
| Contingency                             | \$1,715,615         | \$28,125         |
| Acquisition                             | \$115,276           | \$1,890          |
| Soft Costs                              | \$2,761,713         | \$45,274         |
| Financing                               | \$1,063,500         | \$17,434         |
| Developer Fee                           | \$1,288,980         | \$21,131         |
| Operating Reserve                       | \$481,119           | \$7,887          |
| Lease Up Reserve                        | \$107,745           | \$1,766          |
| Replacement Reserve Year 1 Deposit      | \$24,400            | \$400            |
| Other Reserves                          | \$530,934           | \$8,704          |
| <b>Total Uses</b>                       | <b>\$30,964,148</b> | <b>\$507,609</b> |

**23 Central Street** – 23 Central Street, which is being developed by Pawtucket Central Falls Development Corporation (“PCFDC”), is the new construction of 12 affordable rental units ranging

from 30% AMI – 80% AMI on two blighted properties in Central Falls. The property is in a “Designated Redevelopment Area 1” for the City. Solar is planned for this project to reduce energy costs for the residents. The 30% AMI units will be for three adults who have aged out of foster care and may be experiencing homelessness. Foster Forward has committed operating subsidies for those three units and will also provide supportive services. 23 Central Street is adjacent to the new construction PCFDC is undertaking as part of a recently approved 9% LIHTC transaction. This development is simultaneously being recommended for an award of Acquisition Revitalization Program (“ARP”) funds. In addition to any other conditions in the RFA requesting approval of such ARP award, this \$2,218,575 HPF award is contingent on completion of the capital stack, including firm commitment of first mortgage financing, as well as completion of standard underwriting within 6 months of this award and closing within 9 months of this award.

| Sources                                | Preliminary        |                  |
|--|--------------------|------------------|
|  | Amount             | Per Unit         |
| RIH First Mortgage                     | \$380,000          | 31,667           |
| Acquisition Revialization Program (AR) | \$1,000,000        | 83,333           |
| Housing Production Fund                | \$2,218,575        | 184,881          |
| Priority Projects Fund                 | \$1,200,000        | 100,000          |
| <b>Total Sources</b>                   | <b>\$4,798,575</b> | <b>399,881</b>   |
|  |                    |                  |
|  |                    |                  |
| Uses                                   | Amount             | Per Unit         |
| Construction                           | \$3,565,000        | \$297,083        |
| Contingency                            | \$190,006          | \$15,834         |
| Acquisition                            | \$300,000          | \$25,000         |
| Soft Costs                             | \$231,900          | \$19,325         |
| Financing                              | \$40,000           | \$3,333          |
| Developer Fee                          | \$403,213          | \$33,601         |
| Operating Reserve                      | \$64,556           | \$5,380          |
| Replacement Reserve Year 1 Deposit     | \$3,900            | \$325            |
| <b>Total Uses</b>                      | <b>\$4,798,575</b> | <b>\$399,881</b> |

Note: the RIH First Mortgage included in the above chart is subject to RIHousing approval.

### Summary

| Development            | 0%-60% AMI | 80% AMI | Market Rate |
|------------------------|------------|---------|-------------|
| Parcel 9 Phase II      | 36         | 0       | 25          |
| 23 Central Street      | 3          | 6       | 3           |
| Totals                 | 39         | 6       | 28          |
| <b>Total Units</b>     | <b>73</b>  |         |             |
| <b>Total HPF Units</b> | <b>45</b>  |         |             |

### Approval of Housing Production Fund Extremely Low-Income Operating Reserve (HPF-ELI) Awards

Chairman Pryor introduced Michael DiChiaro, Director of Leased Housing and Rental Services who presented the request.

Mr. DiChiaro stated that the Housing Production Fund (“HPF”) was established by the State of Rhode Island General Assembly in June 2021 by amendment to Rhode Island General Laws Section 42-128, known as the Housing Resources Act of 1998, to provide funding for the planning, production, and preservation of affordable housing. RIHousing was authorized by the General Assembly to administer HPF program funds for a range of housing production initiatives. The enabling legislation for the HPF specifically establishes a priority for households either exiting homelessness or earning not more than thirty percent (30%) of area median income (“AMI”).

In conjunction with the Rhode Island Housing Resources Commission Coordinating Committee, RIHousing has established program guidelines for the Housing Production Fund - Extremely Low-Income Operating Reserve (“HPF-ELI”) Program to support units serving households earning 30% AMI or below; and the General Assembly has appropriated \$10,000,000 for this purpose. Under the HPF-ELI Program, funds will be awarded to capitalize a project operating reserve to ensure that developers can create and preserve affordable rental housing for families and individuals with very low income, including those who are homeless or at risk of being homeless. These funds will bridge the gap between residents’ ability to pay 30% of their gross household income toward rent and the established 50% Low-Income Housing Tax Credit rents for the applicable unit size. As of April 2024, there is approximately \$3,780,840 of HPF-ELI funding available to award.

Of the 18 proposals received, staff recommends funding for the five HPF-ELI proposals described in attachment A. The HPF-ELI awards total \$3,780,840 and will support 54 newly created 30% AMI residential units. Since four of the transactions receiving HPF-ELI funds are to be funded with low-income housing tax credits (“LIHTC”), the HPF-ELI subsidy is sized to last 15 years. This 15-year term coincides with the initial compliance period of the LIHTC program. The last project is sized for a 5-year term as there is currently not enough funding for a full 10-year term.

Chairman Pryor thanked Mr. DiChiaro and asked for a motion and a second for Approval of Housing Production Fund Extremely Low-Income Operating Reserve (HPF-ELI) Awards.

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Craven.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

WHEREAS, Pursuant to title 42, chapter 128, section 2.1 of the Rhode Island General Laws, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the Rhode Island General Assembly to administer a Housing Production Fund (“HPF”) to assist in the development of new affordable housing and the preservation of existing affordable units, with priority given to households

exiting homelessness or earning not more than thirty percent (30%) of area median income;

WHEREAS, the State of Rhode Island General Assembly passed a state budget bill authorizing the appropriation of \$10,000,000 to support HPF housing production initiatives for extremely low-income families and individuals (the “HPF-ELI Funds”);

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the requirements set forth in HPF-ELI program guidelines duly established by RIHousing with the collaboration of the Rhode Island Housing Resources Commission Coordinating Committee;

WHEREAS, staff of RIHousing have reviewed each of the eligible applications and recommend that HPF-ELI Funds be committed to the proposals listed in Attachment A; and

WHEREAS, RIHousing staff have determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$3,780,840 in HPF-ELI Funds in compliance with HPF-ELI program guidelines and subject to certain conditions, as set forth in Attachment A.

RESOLVED, that the Executive Director, Deputy Executive Director, Director of Leased Housing and Rental Services, and Director of Real Estate Development, each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolution.

### **Attachment A Summary of Recommendations**

**Omni Newark** - Omni Newark, which is being developed by Omni Development Corporation, is the new development of 52 units at 11 Newark Street, Providence. This is a 5-story elevator building, with four floors of residential units above a ground floor consisting of covered parking and community/commercial space. The development will consist of 32 one-bedroom and 20 two-bedroom units. 41 of the units will be LIHTC units affordable to households with incomes at or below 60% of area median income (“AMI”) and 11 will be non-LIHTC units and targeted to residents at or below 80% of AMI. The Providence Housing Authority has awarded eight project-based vouchers to the development. This development is simultaneously being recommended for an allocation of 9% LIHTC, and there are three units restricted for households with incomes at or below 30% of AMI. Staff is recommending HPF-ELI funding for support of three units for 15 years, which computes to an award of \$243,287.

**321 Knight Street** - 321 Knight Street, which is being developed by S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY), is located at the currently blighted, highly visible corner of Westminster and Knight Streets in Providence. The development is proposed as a podium-style, elevator building

with parking, community, and commercial space on the ground level and 41 units on the four floors above. The development will provide homes for larger families and individuals with disabilities. Nine (9) of the one-bedroom units will be prioritized for clients of West Bay RI, which provides support to people with intellectual and developmental disabilities. All local approvals are in place, and the developer plans to develop this as a 100% affordable development with rents ranging from 30% to 80% of AMI. This development is simultaneously being recommended for an allocation of 9% LIHTC, and there are nine units restricted for households with incomes at or below 30% of AMI. Staff is recommending HPF-ELI funding for support of nine units for 15 years, which computes to an award of \$729,862.

**Center City Apartments 9%** - The Developer, Olneyville Housing Corporation d/b/a ONE Neighborhood Builders, has partnered with Foster Forward, Family Service of Rhode Island, and Crossroads Rhode Island, a partnership known as the Taunton Avenue Collaborative (the “Collaborative”), to develop a three-acre blighted site located at 330, 350 and 354 Taunton Avenue into 144 new affordable apartments in two new construction buildings and an existing building which would require extensive renovations. The initial phase, which is the subject of this award, will develop 95 units at 330 and 350 Taunton Avenue consisting of 41 newly constructed units and 54 rehabilitated units. This development is simultaneously being recommended for an allocation of 9% LIHTC, and there are 10 units restricted for households with incomes at or below 30% of AMI. Staff is recommending HPF-ELI funding for support of nine units for 15 years, which computes to an award of \$859,742.

**Parcel 9 Phase II** - Parcel 9 Phase II, which is being developed by Pennrose, LLC, is a new construction, mixed-income development on a currently vacant parcel at the edge of the Fox Point neighborhood in Providence. Phase II will create 61 new units, providing 13 units at 30% of area median income (“AMI”), two units at 50% of AMI, 21 units at 60% of AMI, 13 units at 100% of AMI, and 12 units that will exceed 120% of AMI. The development includes a mix of bedroom sizes ranging from efficiency to three-bedroom units. This development is simultaneously being recommended for an allocation of 9% LIHTC, and there are 13 units restricted for households with incomes at or below 30% of AMI. Staff is recommending HPF-ELI funding for support of 13 units for 15 years, which computes to an award of \$1,535,963.

**Crossroads Health and Housing** - Crossroads Health and Housing, which is being developed by Crossroads Rhode Island, is the proposed demolition of the existing structure at 371 Pine Street in Providence and the subsequent new construction of a five-story, mixed-use building on the site. The ground floor will feature common space for residents, offices for Crossroads Rhode Island leasing and social service staff, and 2,500 square feet of commercial space which will be leased to community partners with an emphasis on health and wellness. The upper four floors will have a mix of 16 efficiencies and 19 one-bedroom apartments. All apartments will meet ADA type A requirements and will provide residents with their own kitchen and bathroom. The development is designed to address both housing and healthcare needs of people experiencing homelessness. All units will be restricted for households with incomes at or below 30% of AMI. Staff is recommending HPF-ELI funding for support of 19 units for 5 years, which computes to an award of \$411,986.

### **Approval of Transfer of Physical Assets (TPA) for Adelaide Apartments (Providence)**

Chairman Pryor asked Ms. Berman to present the recommendation.

Ms. Berman began by noting that the request was administrative. She then said that the request was for approval of the transfer of the limited partnership interest in Adelaide Apartments (the “Development”), a 36-unit housing development located in Providence.

The owner of the Development is Adelaide Avenue Limited Partnership (the “Limited Partnership”). The current general partner of the Limited Partnership is Adelaide Avenue Development Corp. (the “General Partner”), which holds a .01% interest. Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“ONE|NB” or the “Transferee”) is a special limited partner of the Limited Partnership which holds a .01% interest. The current investor limited partner of the Limited Partnership is Housing Outreach Fund IX LP (the “Transferor”), which hold a 99.98% interest in the Limited Partnership. The Transferor intends to withdraw and transfer their partnership interest to ONE|NB, giving ONE|NB a 99.99% interest. The General Partner is wholly owned by ONE|NB.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Transfer of Physical Assets (TPA) for Adelaide Apartments (Providence).

A motion was duly made by Commissioner Orth and seconded by Commissioner Designee Cabral.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to unanimously approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** under Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) Rules Relative to Multifamily Loan Programs, Proposed Prepayments or Transfers, 825-RICR-30-00-3 (as amended from time to time, the “TPA Regulations”), project owners must obtain RIHousing’s approval and comply with RIHousing’s administrative procedures for the transfer of physical assets before conveying, assigning or transferring any ownership interest in a multifamily housing project;

**Whereas,** Adelaide Avenue Development Corp. seeks approval of the transfer of the limited partnership interest in Adelaide Avenue Limited Partnership, the owner of Adelaide Apartments (the “Development”), from Housing Outreach Fund IX LP to Olneyville Housing Corporation d/b/a ONE Neighborhood Builders; and

**Whereas,** staff has reviewed this request under the TPA Regulations and determined that the proposed transaction complies with the regulatory requirements.

NOW, THEREFORE, IT IS HEREBY:

**Resolved,** that the transfer of the limited partnership interest in the Development from Housing Outreach Fund IX LP to Olneyville Housing Corporation d/b/a ONE Neighborhood Builders be, and hereby is, approved, subject to the following terms and conditions:

1. Receipt by RIHousing of all application materials required in Phases 2 and 3 of the TPA Regulations (see §3.4 of the TPA Regulations) except for such

requirements as may be waived or modified by the Executive Director, consistent with the nature of this transaction and protection of the interests of RIHousing;

2. Confirmation that all entities involved in the ownership and management of the Development are in good standing with the Rhode Island Secretary of State;
3. Receipt by RIHousing of the transfer Processing Fee, as defined in §3.4 of the TPA Regulations; and
4. Satisfaction of any additional requirements that the Executive Director believes to be necessary or advisable to protect the interests of RIHousing with respect to the Development.

**Resolved,** that the Executive Director, the Deputy Executive Director, or the Director of Real Estate Development, each acting singly, be and hereby are authorized to execute and deliver on behalf of RIHousing all documents necessary or advisable to consummate such transfer and to take such further actions as he or she shall deem necessary or advisable in connection therewith.

**Approval of Developer for 700 Victory Highway, West Greenwich (Women’s Development Corporation)**

Chairman Pryor announced that James Comer, Deputy Executive Director would give the presentation.

Mr. Comer detailed that the request was for approval to designate Women’s Development Corporation as developer for the acquisition and development of 700 Victory Highway, West Greenwich, Rhode Island (the “Development”).

The Development consists of 59 undeveloped acres of land on Victory Highway (Route 102) approximately one mile north of Exit 14B on Interstate 95 South in West Greenwich. Site electricity is serviced by Rhode Island Energy, and there is no natural gas service in the area. The site is not serviced by public water or public sewer. There is an existing operational wellhead on site, expansion of which will need approval from the RI Department of Health. The Development is situated next to the Blueberry Heights Mobile Home Park (“BBH”) which includes 29 mobile homes. BBH receives its domestic water from the wellhead on the Property. A new water line from the wellhead to BBH was installed in 2013, runs along the Route 102 edge of the Property, and is protected by an easement.

This parcel was acquired in 2002 by the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) Land Bank for \$400,000 and has been held in the Land Bank since that time pending unsuccessful attempts to develop the site by a previous sponsor.

RIHousing received three responses to the RFP from the following entities: Neighborworks Blackstone River Valley, a joint venture between Francis X. Spinella and STAND Corporation, and Women’s Development Corporation (“WDC”). A committee comprised of the Deputy Executive Director, Chief Administrative Officer, and Director of Real Estate Development of RIHousing (the “Selection Committee”) analyzed the RFP responses against the evaluation criteria. The three proposals were competitively ranked according to factors outlined in the RFP. The Selection

Committee interviewed each proposed developer to gain further insight into details of their development plan, and the proposals were also shared with a group of Town Councilors and Town Staff from West Greenwich for their feedback. While the Town feedback was not a determinative factor in the selection, RIHousing staff felt it important to discuss, given the decades of difficulty developing the site. The Selection Committee unanimously approved WDC as the selected developer for the Development.

Chairman Pryor thanked Mr. Comer and asked for a motion and a second for Approval of Developer for 700 Victory Highway, West Greenwich (Women’s Development Corporation).

A motion was duly made by Commissioner Designee Craven and seconded by Commissioner Womer.

There being no discussion, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**Whereas,** in 2002, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) acquired a 59-acre parcel located in West Greenwich (“the “Development”) via its Land Bank;

**Whereas,** RIHousing issued a Request for Proposals (“RFP”) seeking a developer for the acquisition and development of the Development;

**Whereas,** in response to the RFP, RIHousing received three proposals to develop the Development;

**Whereas,** RIHousing staff has completed a thorough evaluation of the three proposals submitted for the Development; and

**Whereas,** the Selection Committee has determined that Women’s Development Corporation (the “Developer”) submitted the proposal that best meets the goals of RIHousing in accordance with the criteria set forth in the RFP.

**NOW, THEREFORE, IT IS HEREBY:**

**Resolved,** that RIHousing does hereby approve and designate Women’s Development Corporation as the developer for the acquisition and development of 700 Victory Highway located in West Greenwich, Rhode Island.

**Resolved,** that the foregoing resolution is subject to the following conditions:

- Women’s Development Corporation’s satisfaction, in the sole judgment of RIHousing, of all terms and conditions set forth in the RFP;

- Submission of an initial funding application for resources necessary for the development of the Development to the applicable funding entity, with preliminary approval of funding received, within nine months of this approval;
- Closing on real estate and all financing relative to the Development within 12 months of this approval;
- RIHousing approval of all development team members;
- RIHousing approval of the construction budget, scope of work, and construction contractor;
- RIHousing approval of the operating budget for the Development; and
- Agreement by the Developer to purchase the Development for no less than the amount in Developer’s initial proposal.

**Resolved,** that the Executive Director, Deputy Executive Director and the Director of Real Estate Development, each acting singly, be, and each hereby is, authorized to take any and all actions, including specifically the authority to execute a development agreement, as well as execute any and all documents, instruments and other agreements and to take such further actions as he or she deems necessary to carry out the above resolution.

**Approval of Engagement of Consultant for 2024 Continuum of Care Program Competition (Housing Innovations LLC)**

Chairman Pryor introduced Elizabeth Bioteau, Director Strategic Initiatives & Partnerships who outlined the proposal.

Ms. Bioteau stated that the request was for approval to engage Housing Innovations LLC to develop an application for the 2024 Continuum of Care (“CoC”) competition, a grant program of the U.S. Department of Housing and Urban Development (“HUD”). RIHousing serves as the collaborative applicant on behalf of the Rhode Island Continuum of Care (“RiCoC”).

CoC grants provide funding on a competitive basis to support rental assistance and supportive services projects for the benefit of persons experiencing homelessness. The RiCoC is required to apply for CoC funding annually. For the second time, the RiCoC will need to renew its Youth Homelessness Demonstration Program (“YHDP”) funding during the CoC competition as well. The RiCoC anticipates that multiple supplemental notices of CoC funding will be made available, and this firm would be prepared to support the RiCoC’s application in that event as well.

Housing Innovations LLC will commence work in May or June 2024 and complete the relevant elements to allow for submission of the RiCoC’s application at least two business days before HUD’s deadline. The precise deadline is unknown until the competition is issued by HUD, but the deadline is anticipated to be during the Fall of 2024. The training elements of this scope of work are anticipated to continue after the HUD deadline and the firm will support RIHousing with related training and technical support through March 2025.

RIHousing issued a Request for Proposals (“RFP”) for a qualified firm to develop an application for the 2024 Continuum of Care (“CoC”) competition on February 28, 2024. The RFP was posted on the RIHousing website, the State of RI Division of Purchasing website, social media, and sent to

RIHousing's RFP notification list via an email announcement. RIHousing received 1 proposal in response to the RFP from 1 qualified firm, Housing Innovations LLC.

A committee consisting of RIHousing staff from the Executive division conducted a review of the proposal in accordance with the ranking criteria set forth in the RFP. The committee is recommending approval of the firm Housing Innovations LLC.

Following the presentation, Chairman Pryor thanked Ms. Bioteau and asked for a motion and a second for Approval of Engagement of a Consultant for the 2024 Continuum of Care Program Competition (Housing Innovations LLC).

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Craven.

There being no questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. Myers then announced that the following resolution was unanimously adopted:

**Resolution of the Board of Commissioners  
of Rhode Island Housing and Mortgage Finance Corporation**

**WHEREAS:** Rhode Island Housing and Mortgage Finance Corporation's ("RIHousing") enabling act provides it with all the power and authority to make and execute contracts necessary to exercise the powers and functions provided to it under the act (R.I. Gen. Laws §42-55-5(6)); and

**WHEREAS:** RIHousing serves as the collaborative applicant on behalf of the Rhode Island Continuum of Care ("RICoC"); and

**WHEREAS:** Staff of RIHousing has identified a need for a qualified firm to develop an application for the 2024 Continuum of Care ("CoC") competition; and

**WHEREAS:** RIHousing has solicited proposals pursuant to an open competitive process for vendors to develop an application for the 2024 Continuum of Care ("CoC") competition and who are able to substantially meet the requirements associated with this set of functions; and

**WHEREAS:** RIHousing received one (1) proposal eligible for selection from Housing Innovations LLC, which was determined by staff, pursuant to the criteria set forth in the Request for Proposals, to be satisfactory and approved by the Chief Purchasing Officer pursuant to the agency's Purchasing Policies.

**NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED:** that RIHousing be, and hereby is authorized to enter into a contract with Housing Innovations LLC subject to any administrative adjustments as the Executive Director determines to be in the best interests of RIHousing, to develop an application for the 2024 Continuum of Care ("CoC") competitive funding opportunity; and

**RESOLVED:** that such engagement shall be for a one (1) year term for a cost not to exceed \$28,000; and

**RESOLVED:** that the Executive Director, the Deputy Executive Director, and the Chief Strategy & Innovation Officer, each acting singly, be and hereby are authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate the terms and fees of the engagement as they may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as they deem necessary to carry out the foregoing and to take such further actions as they deem necessary to carry out the foregoing resolution.

In closing, Chairman Pryor mentioned that the total amount awarded at the meeting was over \$102 million. The awards approved showcase the progress that is being made in advancing affordable housing in Rhode Island. He thanked staff, board members, the Department of Housing, and partners for the incredible amount of work involved in moving the hefty number of applications forward. Moreover, it was an informative and inclusive process. The Chairman applauded everyone on their efforts.

Chairman Pryor also recognized Ms. Ventura, Mr. Comer, Ms. Berman, the Board of Commissioners and Commissioner Orth particularly for the remarkable work performed. He shared that a significant amount has been accomplished, but there's more to undertake.

There being no further business to discuss, Chairman Pryor requested a motion to adjourn the Board of Commissioners meeting. A motion was duly made by Commissioner McAllister and seconded by Commissioner Orth to adjourn the meeting.

Corinne Myers, General Counsel then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to adjourn the meeting.

Ms. Myers then announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 2:26 p.m.

Chairman Pryor then thanked everyone for participating in the Board meeting.

Respectfully submitted,

Carol Ventura  
Secretary and Executive Director