

**MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF
RHODE ISLAND HOUSING DEVELOPMENT CORPORATION**

A Meeting of the Board of Directors of the Rhode Island Housing Development Corporation (“RIHDC” or “Corporation”) was held on Thursday, May 15, 2025, at 10:00 a.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, stated that this was an in-person meeting of the Rhode Island Housing Development Corporation. As an additional means of promoting public participation, the meeting was also made available via live teleconference. Ms. Ventura then outlined the parameters of the meeting.

Ms. Ventura stated that (i) this meeting would be recorded and available for review on the Rhode Island Housing and Mortgage Finance Corporation (“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. Ms. Ventura also asked that, to prevent any feedback or background noise, participants to please mute their telephones if not speaking. Additionally, Ms. Ventura announced that if during the meeting anyone had technical difficulties with audio or accessing the call, they should call (401) 429-1430.

Corinne Myers, General Counsel, then provided additional guidance for the meeting. Ms. Myers stated that members of the public were invited to access the meeting in person or via teleconference according to their preference. Additionally, 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 also stated that Chairwoman Goddard would preside over the meeting and requested that any Director or staff wishing to comment state their name prior to speaking and to mute the telephone if not speaking. She then invited Chairwoman Goddard to call the meeting to order.

A quorum being present, Chairwoman Goddard introduced herself and officially called the meeting to order at approximately 10:38 a.m. Chairwoman Goddard then invited Ms. Ventura to proceed with the roll call of the Board of Directors.

Ms. Ventura then conducted a roll call of the RIHDC Board of Directors. Directors participating were: Deborah Goddard, Secretary of the Department of Housing; Rebecca Webber, Designee for Jonathan Womer, Director of the Department of Administration; Robert Craven, Designee for James Diossa, General Treasurer; and Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation. Kevin Orth, Maria Barry, and Stephen P. McAllister were absent.

RIHousing staff participating were: Carol Ventura, Executive Director; James Comer, Deputy Executive Director; Anne Berman Director of Real Estate Development; Benjamin Frost, President of Proactive Development; Kara Lachapelle, Chief Financial Officer; Christine Hunsinger, Chief Strategy and Innovation Officer; Brett Pelletier, Chief Administrative Officer; Corinne Myers, General Counsel; and Val Lingasami, Assistant Director of Information Technology.

Members of the public were also present.

Approval of Minutes of the Rhode Island Housing Development Corporation Meeting Held February 20, 2025

Chairwoman Goddard asked for a motion and a second for the approval of the minutes of the Rhode Island Housing Development Corporation meeting held on February 20, 2025. A motion was duly made by Director Designee Webber and seconded by Director Designee Cabral.

There being no discussion, Chairwoman Goddard conducted a voice vote of the Directors eligible to vote. The Directors voted to approve the motion with three (3) votes in favor, zero (0) nay votes and Chairwoman Goodard abstaining.

The following was adopted:

VOTED: That the minutes of the Rhode Island Housing Development Corporation meeting held on February 20, 2025, are hereby approved.

Approval of Proactive Development Guidelines

Chairwoman Goddard introduced Benjamin Frost, President of Proactive Development, who presented the request.

Mr. Frost began by reminding the Directors that the guidelines were on the agenda for the February meeting; however, they were pulled from the agenda for a revision and examination of the income targeting provision.

Mr. Frost then summarized a document from the RIDC package stating that in the FY 2024 annual budget, Article 1, Section 1, the General Assembly appropriated \$1.4 million of American Rescue Plan Act State Fiscal Recovery Funds (“SFRF”) for the purposes of “Proactive Housing Development.” These funds were appropriated to the Department of Housing to establish a Proactive Development Program (“PDP”) operating within the Rhode Island Housing Development Corporation (“RIHDC”), a non-profit subsidiary of the RIHousing.

Proactive Development Guidelines were initially drafted in April 2024 and later reviewed by the RIHDC’s Proactive Development Committee at its meeting on September 19, 2024. After further discussion, the section addressing “Target Population/Areas” has been modified to maximize flexibility within the existing legal authority of RIHousing and RIHDC. Mr. Fost highlighted number 3, Target Population/Areas of the attachment, where new language was drafted to be more flexible but is consistent with the 501 (3) purpose of the DIDC Corporation and RIHousing statutes.

Following the presentation, Chairwoman Goddard asked for a motion and a second for Approval of Proactive Development Guidelines.

The motion was made by Director Designee Webber and seconded by Director Designee Cabral.

Director Designee Webber asked how the program aligns with the Department of Housing’s 2030 Plan. Chairwoman Goddard said the alignment wasn’t intentional but happened naturally, and Ms. Ventura added that the goal is to jump-start housing development statewide.

There being no further discussion, Chairwoman Goddard then conducted a voice vote of the Directors eligible to vote. The Directors unanimously voted to approve the motion.

The following resolution was unanimously adopted:

**Resolution of the Board of Directors of the
Rhode Island Housing Development Corporation**

WHEREAS: the General Assembly appropriated \$1.4 million of American Rescue Plan Act State Fiscal Recovery Funds (SFRF) in the FY 2024 annual budget in Article 1, Section 1 for the purposes of “Proactive Housing Development”; and

WHEREAS: the Rhode Island Housing Development Corporation (“RIHDC”) has been designated as the administrator of the Proactive Development Program;

WHEREAS: pursuant to its Bylaws and resolution dated January 11, 2024 the RIHDC Board of Directors has established a Proactive Development Committee (the “Committee”) and defined and described Proactive Development Activities; and

WHEREAS: said resolutions anticipate that the Committee and the President of Proactive Development will carry out their responsibilities within further Proactive Development Guidelines adopted by the RIHDC Board of Directors.

NOW, THEREFORE, upon affirmative vote of the RIHDC Board of Directors, RIHDC hereby takes the following action:

RESOLVED: That the RIHDC does hereby adopt the Proactive Development Guidelines attached hereto as Attachment B; and

RESOLVED: That the Executive Director of the RIHDC and the President of Proactive Development, each acting singly, are authorized to take such further action and execute such documents, agreements, and instruments as they deem necessary to carry out the foregoing resolutions.

**Attachment B
Proactive Development Guidelines**

1. Overview	<p>Proactive Development is a task delegated to the Rhode Island Housing Development Corporation, a subsidiary entity of Rhode Island Housing. This effort is principally concerned with increasing the production of housing in Rhode Island.</p>
	<p>The focus of Proactive Development is undertaking tasks to build a pipeline of affordable housing project for development, ensure qualified projects move through the development process expeditiously and remove and remove barriers to efficient housing production.</p>
2. Program Goals	<p>The goal of Proactive Development is to promote the production of affordable housing throughout Rhode Island and ease the challenges developers may encounter due to constricted supply of property, municipal permitting and zoning, scarcity of funding, and/or high costs of predevelopment activities.</p>
3. Target Population/Areas	<p>The program will support rental and homeownership projects statewide. Activities must be consistent with the charitable purpose of the Rhode Island Housing Development Corporation and within the authority conferred by Rhode Island Housing’s enabling legislation.</p>
4. Areas of Focus	<ul style="list-style-type: none"> • working collaboratively with municipalities, the Housing Department, other state departments and agencies, as well as developers and other housing-related professionals; • identifying potential sites and opportunities for housing development; • providing the assistance necessary to move projects forward and accelerate the pace of housing production; • undertaking business development activity – supporting and attracting residential developers; • performing due diligence in assessing real estate for use as affordable housing; • identifying and helping address potential barriers to development; • providing technical assistance and support to help streamline the permitting and approval process; and
5. Program Allocation	<p>\$1,400,000</p>

6. Principal Activities

1. In cooperation with other governmental agencies, non-governmental agencies, developers of housing, and the public, assess and identify barriers to housing production in Rhode Island.
2. Identify and screen properties in Rhode Island for housing potential.
3. Develop or support the development of site plans, including engineering, surveying, architectural, and financial planning, and models with respect to properties supporting housing.
4. Make recommendations and assist in the facilitation and navigation of zoning, planning, and permitting processes for housing projects.
5. Assist cities and towns in advancing the location and development of housing in their jurisdictions.
6. Build developer capacity and attract developers for development of housing in Rhode Island.
7. Assist in increasing pre-development activities and sites for housing development in Rhode Island.
8. Support efforts to identify and secure funding sources and opportunities for leasing, acquisition, development, construction, financing, public and private ownership, and management of housing.
9. Facilitate and implement the financing, assembly, acquisition, leasing, permitting and development of properties for housing, including but not limited to retaining of staff or consultants with respect thereto, in accordance with funding budgeted by the Rhode Island Housing Development Corporation for such purposes and to the extent consistent with budgets or guidelines approved by the Board of the Rhode Island Housing Development Corporation.

Approval of Consultants for Housing Development Technical Assistance

Mr. Frost presented the request.

Recapping a document from the RIDC packet, Mr. Frost said at its meeting in February 2025, the Corporation's Board of Directors ("Board") approved the PDP budget, including approximately \$650,000 for consultants. The purpose of the allocation was to support a grant program for developers and municipalities to pay for housing development technical assistance, such as pre-development activity for engineering, architectural, brown filed assessment, title work, or anything that a project requires to move forward.

In March 2025, the Corporation issued a Request for Qualifications (RFQ) for firms capable of providing the technical assistance activities below for program grantees. The RFQ notice was posted on the RIHousing website and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Individual firms were also contacted directly.

A selection committee comprised of staff from RIHousing (the "Review Team") reviewed the responses in accordance with the criteria set forth in the RFP and determined whether respondents were qualified to perform the required services. Based on this review, the Review Team determined that one consultant did not meet the criteria for providing services. The Review Team proposes to include thirteen (13) firms on its roster for the Housing Development Technical Assistance Program.

In closing, Mr. Frost said that the Review Team recommends that the Board approve authorizing the creation of a roster of qualified providers for the Housing Development Technical Assistance Program.

Following the presentation and questions, Chairwoman Goddard asked for a motion and a second for Approval of Consultants for Housing Development Technical Assistance.

The motion was made by Director Designee Webber and seconded by Director Designee Cabral.

Chairwoman Goddard then conducted a voice vote of the Directors eligible to vote. The Directors unanimously voted to approve the motion.

The following resolution was unanimously adopted:

Resolution of the Board of Directors of the Rhode Island Housing Development Corporation

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

WHEREAS: The Articles of Incorporation of the Rhode Island Housing Development Corporation ("RIHDC"), a non-profit affiliate of RIHousing, state that "[t]he Corporation shall have all those powers granted to Rhode Island Housing Mortgage

and Finance Corporation under Rhode Island law, which are not inconsistent with the requirements for maintaining the Corporation's tax exempt status under Section 501(c)(3) of the [Internal Revenue Code of 1986, as amended]"; and

WHEREAS: RIHDC's Board of Directors ("Board") has adopted a budget including approximately \$650,000 for consultants, the purpose of which is to support a Housing Development Technical Assistance grant program for developers and municipalities; and

WHEREAS: RIHDC has determined that it is in its best interests to create a roster of approved firms to provide, as needed, technical assistance directly to developers and municipalities; and

WHEREAS: RIHDC issued a Request for Qualifications ("RFQ") for qualified firms; and

WHEREAS: A selection team comprised of RIHousing staff reviewed the proposals and evaluated them in accordance with the criteria outlined in the RFQ.

NOW THEREFORE, IT IS HEREBY:

RESOLVED: that RIHDC be and hereby is authorized to establish the following roster of firms pre-qualified to provide services to grantees under the Proactive Development Housing Development Technical Assistance Program, as such services were described in the RFQ and consistent with the qualifications submitted in response thereto:

Barbara Sokoloff Associates
BETA Group, Inc.
Camoin Associates
Co-Everything LLC
Conley Law Associates
HR&A Advisors, Inc.
JMGoldson LLC
Kite Architects, Inc.
Libra Planners
MassCan Capital, LLC
Primary Projects, PLLC
Weston & Sampson Engineers,
Inc

RESOLVED: that RIHDC may contract directly with these consultants utilizing Housing Development Technical Assistance Program funds for projects that are consistent with the objectives of the Program by obtaining quotes and other pertinent information from the list of preapproved consultants as projects arise. Such contracts will be subject to the requirements of RIHousing procurement policies, such that contracts valued in excess of \$20,000 will require Board approval.

RESOLVED: that the Executive Director of RIHDC and the President of Proactive Development, each acting singly, are authorized to take such further actions and execute such agreements, instruments, and documents as they deem necessary to carry out the foregoing resolutions.

Approval of Terms for Housing Development Technical Assistance Grants

Chairwoman Goddard once again invited Benjamin Frost, President of Proactive Development, to give the presentation.

Mr. Frost summarized a document from the RIDC package stating that this was the last item for approval of the term sheet for the technical assistance grants. The term sheet identifies the purpose of the grants and the amounts of the grants up to \$75,000. Approximately \$650,000 is earmarked for the program. Staff will be issuing an RFP for the grants to launch the program.

The Corporation is establishing the Housing Development Technical Assistance Program based on terms included in this request. Grantees will choose from among a list of pre-approved consultants or identify a different consultant as part of their application, subject to qualification. Recommendations for grant decisions will be brought to the Board's Proactive Development Committee.

Finally, Mr. Frost stated staff recommends that the Board approve authorizing the establishment of the Housing Development Technical Assistance Program, in the form presented at the meeting.

Following the presentation and questions, Chairwoman Goddard asked for a motion and a second for Approval of Terms for Housing Development Technical Assistance Grants.

The motion was made by Director Designee Craven and seconded by Chairwoman Goddard.

There being no questions or comments, Chairwoman Goddard then conducted a voice vote of the Directors eligible to vote. The Directors unanimously voted to approve the motion.

The following resolution was unanimously adopted:

Resolution of the Board of Directors of the Rhode Island Housing Development Corporation

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

WHEREAS: The Articles of Incorporation of the Rhode Island Housing Development Corporation (“RIHDC”), a non-profit affiliate of RIHousing, state that “[t]he Corporation shall have all those powers granted to Rhode Island Housing Mortgage and Finance Corporation under Rhode Island law, which are not inconsistent with the requirements for maintaining the Corporation’s tax exempt status under Section 501(c)(3) of the [Internal Revenue Code of 1986, as amended]”; and

WHEREAS: RIHDC’s Board of Directors (“Board”) has adopted a budget including approximately \$650,000 for consultants, the purpose of which is to support a Housing Development Technical Assistance grant program for developers and municipalities; and

WHEREAS: RIHDC has determined that it is in its best interests to create a Housing Development Technical Assistance Program to provide predevelopment technical assistance to eligible developers and municipalities; and

WHEREAS: RIHDC will issue a Request for Proposals to solicit grant applications from eligible entities; and

WHEREAS: Grant recommendations will be brought to the Board’s Proactive Development Committee for approval.

NOW THEREFORE, IT IS HEREBY:

RESOLVED: that RIHDC be and hereby is authorized to establish the Housing Development Technical Assistance Program according to the terms identified in Attachment B; and

RESOLVED: that the Proactive Development Committee is authorized to approve individual awards consistent with the terms set forth in Attachment B; and

RESOLVED: that the Executive Director of RIHDC and the President of Proactive Development, each acting singly, may take such actions and execute such agreements and instruments as they may deem necessary to carry out the foregoing resolutions.

ATTACHMENT B

RHODE ISLAND HOUSING DEVELOPMENT CORPORATION

HOUSING DEVELOPMENT TECHNICAL ASSISTANCE PROGRAM

Program Purpose:	Facilitate and accelerate affordable and mixed-income housing development by providing municipalities and developers with site-specific predevelopment assistance.
Total Funding Available:	Approximately \$650,000
Maximum Funding Award:	\$75,000
Eligible Applicants:	Municipalities and developers with proposed development projects for affordable or mixed-income housing. Site ownership or long-term control (e.g., 99-year lease) by the applicant is required.
Eligible Activities:	<p>Predevelopment activities including but not limited to: Environmental assessments, surveys, title work, soil testing, architectural work, infrastructure assessment and design, site plan preparation, and cost estimation.</p> <p>Permitting strategy development and implementation activities including but not limited to: Assessment of current zoning and permitting requirements, assistance submitting and obtaining required federal, state, or municipal approvals.</p> <p>Financial Feasibility Analysis activities including but not limited to: Conducting market analysis, developing project proformas, exploring financing options.</p> <p>Other project development activities identified through the application process that are relevant and appropriate but are not included above.</p>
Other Program Requirements:	<p>Program funds may not be used to reimburse consultants for costs incurred prior to the award of funds or for work that the grantee has already contracted with a consultant to complete.</p> <p>Program funds may not be used to reimburse municipalities for municipal staff work associated with proposed activities.</p> <p>Award-funded project activities must be completed within 18 months of the date of the award. Grantees may request one</p>

	extension of up to six (6) months to account for delays caused by extenuating circumstances.
Program Priorities:	<p>Priority will be given to projects and activities that clearly align with at least one of the program’s focus areas, specifically:</p> <ol style="list-style-type: none"> 1. Helping to revive stalled projects; 2. Facilitating development of public lands; 3. Land banking and predevelopment risk abatement; and 4. Providing assistance to developers that received Site Acquisition Program and Predevelopment funding from RI Housing sourced from the American Rescue Plan Act State Fiscal Recovery Fund (SFRF), including public housing authorities, for-profit and nonprofit developers, and municipalities.
Application Process:	<p>RI Housing Development Corporation will publish an RFP soliciting applications for the program. Projects will be selected based on their alignment with program priorities. Given the limited resources, only one project will be approved per entity (whether a municipality or a developer). Grantees must select one of the consultants from the approved pool of Proactive Development consultants or submit the qualifications of their non-pool consultant for review and approval. Subsequently approved consultants will be added to the pool list.</p> <p>Grantees must ensure that their consultants will carry out the eligible activities and Grantees must provide the Development Corporation with a formal scope of work, budget, and timeline from their consultants. The Development Corporation reserves the right to reduce the scope of work if necessary to accommodate the limited funding available. The Development Corporation will contract with the Grantees and reimburse them for their payments due to their consultants for costs for eligible activities that are part of a scope of work approved by the Development Corporation. Consultants may subcontract to other entities for some elements of their scope of work as necessary with the written approval from the Development Corporation.</p>
Payment Structure:	Payments will be made to Grantees upon presentation to the Development Corporation of an itemized consultant invoice demonstrating that the invoiced work was done pursuant to the project’s scope of work.

There being no further business to discuss, Chairwoman Goddard asked for a motion to adjourn the Rhode Island Housing Development Corporation meeting. A motion was duly made by Director Designee Craven and seconded by Chairwoman Goddard to adjourn the meeting.

Chairwoman Goddard then conducted a voice vote of the Directors eligible to vote. The Directors unanimously voted to adjourn the meeting.

Chairwoman Goddard announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 10:45 a.m.

Respectfully submitted,

Carol Ventura
Secretary and Executive Director