

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

**September 19, 2024**

The Annual Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, September 19, 2024, at 9:30 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, opened the meeting and introduced Val Lingasami, Assistant Director of Information Technology, who summarized the parameters of the meeting.

Ms. Lingasami 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. Ms. Lingasami also asked that to prevent any feedback or background noise, telephone participants to please mute their telephone if not speaking. Additionally, Ms. Lingasami 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 the meeting was being held in a 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 phones 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 9:37 a.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; Jonathan Womer, Director of the Department of Administration; James Diossa, General Treasurer; Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation; Kevin Orth; and Stephen P. McAllister. Maria Barry was absent.

RIHousing staff participating were: Carol Ventura, Executive Director; James Comer, Deputy Executive Director; Kara Lachapelle, Chief Financial Officer; Brett Pelletier, Chief Administrative Officer; Peter Pagonis, Director of Homeownership; Christine Hunsinger, Chief Strategy & Innovation Officer; Anne Berman, Director of Real Estate Development; Amy

Rainone, Director Government Relations and Policy; Corinne Myers, General Counsel; and Val Lingasami, Assistant Director of Information Technology.

Steven Richard, Counsel to the Corporation, was also present as were members of the public.

### **Approval of Minutes of Board Meeting held on August 15, 2024**

Chairman Pryor asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on August 15, 2024. A motion was duly made by Commissioner Diossa and seconded by Commissioner McAllister.

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

The Commissioners unanimously voted to 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 August 15, 2024, hereby are approved.

### **Chairman's Remarks**

Chairman Pryor greeted everyone and offered a few remarks. The Chairman noted that there were a series of meetings following the Board meeting and duly proceeded with the agenda.

### **Executive Director's Review of Recent Activities and Trends**

Carol Ventura, Executive Director, welcomed everyone, referred the Commissioners to her report, and commented on a few items of interest on the Corporation's activities.

**Homeownership.** Ms. Ventura reported that as of August 31, 2024, RIHousing funded over 1000 first mortgage loans on \$402 million in volume.

Additionally, staff is projecting an excess of 1300 units produced this year. The Corporation is hopeful that that estimate will hold up through the Fall season and that the Federal Reserve rate cut will help.

Next, Ms. Ventura mentioned that delinquencies are ticking upward, with overall delinquencies up over the previous month at 12.4 %. In July the delinquency rate was 12.04%

**Development.** Ms. Ventura referenced page 2 of the Executive Director's report showcasing various charts and graphs depicting the status of the State Fiscal Recovery Funds. RIHousing has committed and expended 96% of the funding and staff expects to expend the balance as part of the October funding round.

Ms. Ventura related that four (4) developments are complete and another four (4) have received a firm commitment of financing. Additionally, 17 deals have preliminary approval of financing, and 14 projects are under construction.

Furthermore, RIHousing has also closed seven (7) homeownership production transactions that will result in 26 homeownership units.

**Leased Housing and Rental Services.** Ms. Ventura was pleased to share that the Family Self Sufficiency (FSS) team is planning a graduation event for 10 individuals who will have successfully completed the five-year self-sufficiency program later this year. RIHousing anticipates rolling out the event in collaboration with the Providence Housing Authority which is also graduating 10 individuals.

Ms. Ventura then informed the Commissioners that on September 17<sup>th</sup> RIHousing's Leased Housing team hosted a networking event for landlords within RIHousing's jurisdiction. The event shared valuable resources and program updates for current partner landlords and promoted partnership and its incentives to landlords who were interested in partnering with the agency.

On September 16<sup>th</sup>, RIHousing joined The Armory Revival Company alongside Governor McKee, the RI Department of Housing, and funding and construction partners to celebrate the opening of Solara (formerly called Bourne Mill III) in Tiverton. Solara consists of 59 units of mixed-income rental housing in a newly constructed, highly energy-efficient building, 47 of which are affordable to households earning 60-80% of the AMI. The development received a range of funding including LIHTC (9%), BHRI, Zero Energy for the Ocean State (ZEOS), and SFRF.

**Finance.** Lastly, Ms. Ventura noted that Kara Lachapelle, Chief Financial Officer, provided information and a comparison of the Corporation's ratios. She invited the Commissioners to review the data at their convenience.

Following the presentation Ms. Ventura welcomed questions.

Commissioner Orth referenced the loan-to-assets ratio that has been decreasing. He questioned if that is because RIHousing is securitizing its loans.

Mr. Lachapelle confirmed, saying that as the Corporation is securitizing its loans, they are not at risk from the rating agencies' standpoint. Even though the loans-to-assets ratios have decreased, the assets being added to the balance sheet are very low risk.

Commissioner Orth mentioned that there is a cost to securitizing the loans and asked if there's a target threshold on the fee. Ms. Lachapelle said that 6 basis points is the cost to securitize the loans. RIHousing feels that is well worth the benefit. If the loan defaults, RIHousing will be reimbursed by the insurance on the loans. Furthermore, having securitized loans on the bond resolution improves the overall resolution.

Chairman Pryor mentioned the Federal Reserve interest cut of the previous day and inquired if there was anything in process for RIHousing. Mr. Pagonis, Director of Homeownership stated that staff would like long-term interest rates to continue to decrease. However, as rates decrease there will be more competition for those homes which will make it difficult for RIHousing's first time homebuyers to locate an affordable residence.

No further questions were presented.

### **Election of Vice-Chair of the Board of Commissioners**

Chairman Pryor explained that the Bylaws of the Corporation provide that the officers of the Corporation consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Chair is designated by the Governor and the Executive Director serves as Secretary. Pursuant to Article IV, Section 2(b) of the Bylaws, the position of Vice-Chair is elected by the Board of Commissioners from among its members.

Pursuant to the Rhode Island Housing and Mortgage Finance Corporation Act, R.I. Gen. Laws §42-55-1, et seq. (the “Act”), the powers of Rhode Island Housing and Mortgage Finance Corporation (the “Corporation”) shall be vested in seven (7) commissioners consisting of the Director of Administration, or his or her designee, the General Treasurer, or his or her designee, the Director of Business Regulation, or his or her designee; and four (4) members to be appointed by the Governor with the advice and consent of the Rhode Island State Senate. Article IV, Section 1 of the Bylaws of the Corporation provides that the officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Chair is designated by the Governor and the Executive Director serves as Secretary. Pursuant to Article IV, Section 2(b) of the Bylaws, the position of Vice-Chair shall be elected at the annual meeting by the Board of Commissioners from among its members.

On September 21, 2023, Jonathan Womer then the Director of Rhode Island Department of Administration, was elected by members of the Board of Commissioners to be Vice-Chair of the Corporation. It is in the best interest of the Corporation that a Vice-Chair be elected by the Commissioners to be available to perform the duties of the Chair, Stefan Pryor, in the event of the Chair’s absence or inability to carry out those responsibilities.

RIHousing staff recommends that the Board of Commissioners elect one of its members to serve as Vice-Chair of the Corporation.

Chairman Pryor then opened the floor to nominations for the Vice-Chair position.

Commissioner Diossa nominated Commissioner Womer to serve as Vice-Chair of the Board of Commissioners.

As no other nominations were presented, Chairman Pryor asked for a motion and a second for the Approval of Commissioner Womer to serve as Vice-Chairperson of the Board of Commissioners.

A motion was duly made by Commissioner Diossa 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 elect Commissioner Womer Vice-Chair of the Board of Commissioners.

Commissioner Womer thanked the Commissioners and graciously accepted the nomination.

Ms. Myers then officially announced that Commissioner Womer was elected to the position of Vice-Chair of the RIHousing Board of Commissioners by a unanimous vote.

Chairman Pryor then respectfully thanked Commissioner Womer for his acceptance of the Vice-Chairperson position.

**Revised Firm Approval of Financing for Lockwood Plaza Phase I (Providence)**

Chairman Pryor announced that Anne Berman, Director of Real Estate Development would give the presentation.

Ms. Berman said that the request was for revised firm approval of RIHousing tax-exempt financing in an amount not to exceed \$13,300,000, of which an amount up to \$3,000,000 will remain as a permanent tax-exempt first mortgage, for Lockwood Plaza Phase I (the “Development” or “Lockwood Plaza”). WinnCompanies LLC is the developer (“Winn” or the “Developer”).

The Development received preliminary approval for financing from the Board of Commissioners on May 18, 2023 (“Preliminary Approval”) and firm approval on April 18, 2024 (“Firm Approval”). While the other RIHousing financing outlined in the Firm Approval remains unchanged, this RFA recommends an increase in the tax-exempt financing from \$12,300,000 to \$13,300,000.

Lockwood Plaza is a 209-unit development in Providence that was built in 1979 and last renovated in 2011. It is located at and around 50 Prairie Avenue and consists of 108 townhouses in 17 garden-style townhouse buildings as well as a 101-unit high-rise building. This RFA for Phase I is for the townhouse units only as the high-rise component will be completed in a subsequent phase. The Phase I units cater to families and offer a combination of one-, two-, three-, and four-bedroom units restricted for households with incomes at or below 50% or 60% of area median income (“AMI”). With just eight years remaining in its current affordability term, the Developer seeks to extend the affordability term for another forty years. Approximately 95% of the units are supported by Section 8 housing choice vouchers (“HCV”) and provide homes for residents below 50% of AMI and often below 30% of AMI.

At Firm Approval, the bond approval amount met the requirements of the 50% Test; however, at the time of that award, the purchase price for the project was \$9,055,000, based on an appraisal commissioned by the Developer when structuring the transaction in 2023. A March 2024 appraisal commissioned by RIHousing to confirm that the acquisition price was supportable reflected an As-Is value for Phase I of \$13,100,000 primarily due to the increase in voucher rents. Tax counsel has determined that acquiring the Phase I parcel at a value that is materially lower than the appraised value raises potential income tax implications and invalidates the previous 50% Test. Therefore, the Developer has increased the purchase price and is requesting an increase in the bond amount. Increased LIHTC credits and a Seller Note will offset the increased purchase price, construction loan interest on the bonds, and increased soft costs.

The RFA requests revised firm approval of an amount not to exceed \$13,300,000 in tax-exempt financing, of which an amount up to \$3,000,000 will remain as permanent debt, subject to certain conditions as set forth in the resolution.

Following the presentation, Chairman Pryor asked for a motion and a second for Revised Firm Approval of Financing for Lockwood Plaza Phase I (Providence).

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

Commissioner Orth, Chair of the Credit Committee confirmed that the change requested did not impact the underlying risk of the loans and Ms. Berman confirmed.

Corinne Myers, General Counsel then 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 the purpose of financing qualified housing developments throughout the state;

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

**Whereas,** on April 18, 2024, the RIHousing Board of Commissioners granted firm approval of tax-exempt mortgage financing to WinnCompanies LLC (“Applicant”) to acquire and/or rehabilitate the affordable housing to be known as Lockwood Plaza Phase I (the “Development”);

**Whereas,** the Applicant is requesting revised firm approval of tax-exempt mortgage financing for the Development as set forth below:

<u>Development</u>	<u>Applicant</u>	<u>Tax- Exempt Bonds</u>
Lockwood Plaza Phase I	WinnCompanies LLC	\$13,300,000

**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 WinnCompanies LLC or other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$13,300,000 for rental housing known as Lockwood Plaza Phase I located in Providence, Rhode Island 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 \$13,300,000, 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, in order to fund the loan to the Development, RIHousing may enter into a loan arrangement with Citizens Bank, N.A. substantially in accordance with the terms outlined in the Request for Action and resolutions approved by the RIHousing Board of Commissioners on April 18, 2024.

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

- Syndication equity from the allocation of LIHTC credits in amounts sufficient to achieve project feasibility;
- Approval of subordinate funding in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Approval by the bond underwriter and bond counsel confirming the loans satisfy all required bond provisions for the bond issue;
- Execution and delivery by the Borrower of a construction completion guaranty in form and substance satisfactory to RIHousing;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Approval by RIHousing of design and construction plans, specifications, and construction documentation;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;
- Approval of Citizens Bank Construction loan documents and simultaneous closing of the Citizens Bank loan;
- 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 The Flynn (formerly Copley Centre) (Providence)**

Chairman Pryor stated that once again Ms. Berman would present the request.

Ms. Berman stated that the request seeks approval for preliminary approval of RIHousing tax-exempt financing in an amount not to exceed \$38,000,000 and a Capital Magnet Fund loan in an amount not to exceed \$999,000 (the “CMF Loan”) for The Flynn (the “Development”). Marathon Development, LLC (the “Developer”) is the developer.

The Development is the new construction of 178 units of affordable housing covering roughly 215,130 square feet, as well as 10,000 square feet of ground-floor commercial space, in Providence. Collectively, there will be 31 units affordable to households at or below 30% of area median income (“AMI”), 115 units affordable to households at or below 60% of AMI, and 32 units affordable to households at or below 80% of AMI. All 178 dwelling units will be financed under the low-income housing tax credit (“LIHTC”) program. 71% of the units will be two and three-bedroom units targeting families, and the balance will be one-bedroom units. In May 2024, RIHousing provided acquisition financing to the Developer to facilitate its acquisition of the property. At the time of acquisition, the Development was known as “Copley Centre.” The Developer intends to form a land condominium and will enter into a ground lease for the portion of the land dedicated to the Development. This will allow for future development of the portion of the parcel not included in the Development.

The Developer’s goal is to provide community-focused housing with services that ensure tenant success and neighborhood revitalization. Children’s Friend is an anchor tenant and will provide childcare and Head Start education to tenants and the broader community. This will be Children’s Friend’s third partnership with LIHTC developers to expand Head Start opportunities. In addition to the Children’s Friend lease, the Developer will enter into parking lot leases to generate additional commercial revenue to support the net operating income of the Development. Furthermore, the Development will connect tenants with Providence Community Health Center’s full array of care utilizing their Community Health Workers.

This was a conduit transaction in which Citizens Bank, N.A. (“Citizens”) will provide the capital for RIHousing’s tax-exempt issuance. The proceeds will be loaned as a construction loan to the Borrower (the “Construction Loan”). In order to minimize the amount of tax-exempt funding, Citizens will provide a taxable tail in the amount of \$6,000,000 to support a total construction loan of \$44,000,000. The funding for the Construction Loan is non-recourse to RIHousing, and the only security to be provided by RIHousing will be an assignment of RIHousing’s rights under the Construction Loan. The Construction Loan will be a recourse loan as to the Borrower and any guarantors. Berkeley Point Capital LLC d/b/a Newmark Capital (“Newmark”) will act as the DUS lender to provide the permanent loan in conjunction with Freddie Mac (the “Permanent

Loan”). Upon completion, Freddie Mac will step in as the Permanent Loan funder. Newmark will service the Permanent Loan on behalf of Freddie Mac who will bear the financial risk should the Borrower default on the Permanent Loan. RIHousing will charge a one-time issuer fee of 1% and an annual servicing fee of 25 basis points on the Construction and Permanent Loans.

Both Citizens and Newmark have provided preliminary term sheets, and the final size of the Permanent Loan will be limited to 80% LTV with debt service coverage of 1.15.

The LIHTC syndicator will be CREA, LLC (“CREA”), which will purchase the 4% LIHTCs at \$0.890 per credit. CREA’s investors are both Citizens Bank, N.A. and AetnaCVS. This will be AetnaCVS’s first LIHTC investment in Rhode Island.

According to the Developer, other anticipated funding sources in the capital stack may include syndication from the redemption of Rhode Island State LIHTCs, a loan from the Providence Redevelopment Agency, a sponsor loan, and a deferred developer fee.

Finally, Ms. Berman said that staff recommends for approval the attached resolutions providing preliminary approval of \$38,000,000 in tax-exempt financing and a Capital Magnet Fund loan of \$999,000 for The Flynn, subject to certain conditions.

After the presentation, Chairman Pryor asked for a motion and a second for Preliminary Approval of Financing for The Flynn (formerly Copley Centre) (Providence).

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

Chairman Pryor announced that at the Credit Committee, the Commissioners noted that the tax credits were slightly below the \$.90 mark. He asked Ms. Berman to speak to where the market is hitting.

Ms. Berman responded that earlier in the week, the New England HFAs gathered at RIHousing and discussed that situation. Interestingly, except for the Boston market, RIHousing is faring better than the other New England States. Those states are seeing transactions in the range of mid \$.80 and depending on locations, such as Maine, those deals are realizing low \$.80. Therefore, \$.89 is not bad.

There being no other 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 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,** RIHousing is authorized to issue conduit tax-exempt financing at an economically acceptable rate to promote the acquisition, rehabilitation, or preservation of affordable housing;

**Whereas,** Marathon Development, LLC (“Applicant”) has presented an application to RIHousing requesting conduit tax-exempt financing to construct the development known as The Flynn (the “Development”), as set forth below:

<u>Development</u>	<u>Applicant</u>	<u>Tax-Exempt Bonds</u>	<u>CMF Loan</u>
The Flynn	Marathon Development, LLC	\$38,000,000	\$999,000

**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,** 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 \$38,000,000 for rental housing known as The Flynn located in 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 \$38,000,000 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, in order to fund the loan for the Development, RIHousing may enter into a loan arrangement with Citizens Bank, N.A. (the “Citizens Loan”) substantially in accordance with the terms outlined in the Request for Action to which this resolution is attached;

**Resolved,** that the Executive Director, Deputy Executive Director or the Director of Finance (each, an “Authorized Officer”), acting singly, be and each hereby is authorized to enter into such documents with Citizens Bank, N.A. as it may require to evidence the Citizens Loan, including, without limitation, a funding loan agreement, note, and pledge and security agreement, each containing such terms and conditions as the Authorized Officer shall approve, each such determination to be conclusively evidenced by his/her execution thereof and each such determination is hereby fully and completely approved and adopted as the valid action of and by RIHousing, approved in all respects by the Board of Commissioners of RIHousing;

**Resolved,** that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to take any and all action necessary to effectuate the purpose and intent of the foregoing resolutions, including, without limitation, (i) the execution and delivery on behalf of RIHousing of all such other agreements, documents and instruments and the performance by RIHousing thereunder, as each of them shall determine, in his/her exclusive and reasonable judgment, to be necessary, appropriate or advisable, and (ii) the consummation of the transactions contemplated hereby and the performance by RIHousing as required

hereunder, as each of them shall determine, in his/her exclusive and reasonable judgment, to be necessary, appropriate or advisable, each such determination pursuant to the immediately preceding clauses (i) and (ii) to be conclusively evidenced by the taking of any such action by any Authorized Officer and each such determination is hereby fully and completely approved and adopted as the valid action of and by RIHousing, approved in all respects by the Board of Commissioners;

**Resolved,** that, subject to the special conditions listed below, RIHousing hereby approves a Capital Magnet Fund loan to the Borrower in an amount not to exceed \$999,000 for the rental housing to be located in Providence and known as The Flynn.

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

- Syndication proceeds from the sale of federal 4% LIHTCs in an amount sufficient to ensure development feasibility;
- Syndication or redemption proceeds from the sale of state 4% LIHTCs in an amount sufficient to ensure development feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or alternative equity satisfactory to RIHousing;
- Approval by RIHousing of construction plans and specifications and construction documentation;
- Acceptable final appraisal by an independent appraiser demonstrating that the loan does not exceed 90% of the as-stabilized value of the property; and a final market study demonstrating market feasibility in compliance with LIHTC requirements;
- Executed lease agreements for the Children's Friend, Out Parcel Ground Lease, and University GI Parking Lot for the proposed commercial uses;
- Approval by bond counsel that the proposed conduit loan will satisfy all required bond requirements;
- RIHousing approval of all Permanent Loan documents from Newmark;
- RIHousing approval of all Citizens loan documents;
- 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; 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 Prepayment for Wickford Village Realty, LP**

Anne Berman gave the presentation.

Ms. Berman informed the Board that the transaction was administrative. Staff requests approval of the prepayment of the existing first mortgage loan for Wickford Village (the “Development”), an affordable housing development for individuals and families situated in North Kingstown, Rhode Island.

Under RIHousing’s Rules Relative to Multifamily Loan Programs, Proposed Prepayments or Transfers, 825-RICR-30-00-3 (as amended, the “TPA Regulations”), project owners must obtain RIHousing’s approval and comply with RIHousing’s administrative procedures for the transfer of physical assets and prepayment of the mortgage before conveying, assigning, or transferring any ownership interest in a multifamily housing project.

The Development consists of 129 apartments with 70 one-bedroom, 27 two-bedroom and 32 three-bedroom units. All but five units benefit from Section 8 project-based rental assistance. The Development is also encumbered by two Affordable Housing Trust loans, each of which will be prepaid. Such prepayments do not require Board approval.

The owner of the Development is Wickford Village Realty, LP (the “Owner”). The current general partner of the Development is Wickford Village Development Corporation, which holds a .009% interest in the partnership, and the limited partner is WV Limited Partner 23, LLC. The principals of the limited partner are Jacquelyn E. McDonald and Francis J. Spinella, who each hold a 50% interest. The Owner is refinancing the property with Walker & Dunlop, LLC, under their Fannie Mae Program. The proceeds from the refinance will be used to pay off the first mortgage loan and the Affordable Housing Trust Fund loans and to undertake approximately \$3,000,000 of repairs. Based on a September payoff, the prepayment penalty associated with the first mortgage loan payoff is approximately \$958,666.21. The Owner will execute a Prepayment Regulatory Agreement to ensure affordability remains in place.

North Dartmouth Properties, Inc. is the current property manager for the Development and will remain as the property manager. North Dartmouth Properties, Inc. has extensive experience in affordable housing property management, including managing several developments financed by RIHousing. No change in the management agent is contemplated. The Development’s most recent REAC score was 85, and it received a rating of Satisfactory on its last Management and Occupancy Review.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of Prepayment for Wickford Village Realty, LP.

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

Chairman Pryor then asked if anyone had questions.

Commissioner Orth mentioned that the Credit Committee discussed means to retain the development in its portfolio. Various options were discussed including the FFB program. Commissioner Orth wondered if there were options and/or modifications to tweak the requirements to be more competitive.

Ms. Berman and Ms. Ventura acknowledged that staff is conferring with the Finance department to explore options.

There being no other 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:** 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; and

**Whereas:** Wickford Village Realty, LP, the owner of Wickford Village (the “Development”), seeks approval of the prepayment of the existing first mortgage loan; and

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

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

**Resolved:** that the prepayment of the existing first mortgage loan currently encumbering Wickford Village 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. Receipt by RIHousing of the Processing Fee and Prepayment Fee, each as defined in § 3.4 of the TPA Regulations; and
3. 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, 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 Engagement of Post-Closing Quality Control Vendor (TENA Companies, Inc.)**

Chairman Pryor stated that Brett Pelletier, Chief Administrative Officer would present the request.

Mr. Pelletier said that staff seeks authorization for RIHousing to enter into a multi-year contract with TENA Companies, Inc. (“TENA”) to provide post-closing quality control audits for its single-family loan portfolio.

To comply with investor and insurer requirements, RIHousing engages a quality control vendor to perform audits on a sample of loans originated by both RIHousing and its correspondent lenders. These services are currently performed by a third-party quality control vendor.

In June 2024, RIHousing issued a Request for Proposal (“RFP”) seeking responses from qualified vendors to provide the aforementioned services. The RFP was posted on RIHousing’s website, and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Three vendors submitted proposals in response to the RFP.

A selection committee comprised of RIHousing staff reviewed and evaluated the written proposals in accordance with the criteria set forth in the RFP and employed a weighted average scoring model to compare them. The committee assigned TENA’s proposal a weighted average score of 8.6 out of 10.

TENA’s test scripts meet the requirements of Federal Housing Administration (“FHA”), Veterans Benefits Administration (“VA”), United States Department of Agriculture-Rural Development (“USDA-RD”), Federal National Mortgage Association (“Fannie Mae”), Freddie Mac (“FHLMC”) and state and federal requirements. TENA also maintains an in-house Legal Department and a dedicated Rules and Compliance team to ensure that its content reflects current investor, insurer, and regulatory requirements. For these reasons, RIHousing seeks approval to engage TENA as its quality control vendor for a term of three (3) years at a cost not to exceed \$200,000 per year. Staff advises that a multi-year engagement is warranted to promote maximum competition in the selection process because, in the past, the relatively small volume of loans requiring post-closing quality control on an annual basis has depressed vendor interest in the project. The prospect of a three-year engagement yielded multiple bids.

Finally, Mr. Pelletier said that staff requests authorizing RIHousing to engage TENA Companies, Inc.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Engagement of Post-Closing Quality Control Vendor (TENA Companies, Inc.).

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

Chairman Pryor asked who previously provided the service for RIHousing. Mr. Pelletier confirmed that TENA Companies performed those functions. He also noted that staff was pleased with their performance and the vendor has been extremely helpful in their service.

Commissioner Orth asked how many audits TENA Companies performs for the Corporation. Mr. Pelletier stated it it's approximately 10% of the portfolio averaging roughly 150 audits.

There being no additional 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'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:** Staff of RIHousing has identified a need for a quality control vendor to perform post-closing quality control audits for its single-family mortgage loan portfolio; and

**Whereas:** in June 2024, RIHousing issued a Request for Proposals ("RFP") for quality control audits; and

**Whereas:** RIHousing has solicited proposals pursuant to an open competitive process for vendors to provide post-closing quality control services and who are able to substantially meet the requirements associated with this set of functions; and

**Whereas:** The Chief Purchasing Officer has granted their approval to engage in a multi-year contract with a post-closing quality control vendor;

**Whereas:** A selection committee comprised of RIHousing staff reviewed the proposals for these services, evaluated them pursuant to the criteria set forth in the Request for Proposals and determined that TENA Companies, Inc. had submitted the highest-scoring proposal to RIHousing.

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

**Resolved:** that RIHousing be, and hereby is, authorized to enter into a multi-year contract with TENA Companies, Inc. to provide post-closing Quality Control audits as set forth in the Request for Proposals and the proposal submitted in response thereto;

**Resolved:** that such engagement shall be for a three-year (3) term for a cost not to exceed \$200,000 per year.

**Resolved:** that the Executive Director and Chief Administrative Officer, each acting singly, be and hereby is 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 he or she may

determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

### **Approval of Engagement of Outside Legal Counsel (Multiple Areas – Corporate and Litigation)**

Chairman Pryor instructed Corinne Myers, General Counsel to give the presentation.

Ms. Myers said that the request seeks authorization by the Board of Commissioners for RIHousing to establish a roster and engage outside legal counsel for corporate legal and litigation services.

Under its enabling act (R.I. Gen. Laws §42-55-2), RIHousing was created to address the housing needs of low- to moderate-income Rhode Islanders by encouraging the investment of private capital to stimulate the construction, rehabilitation, operation, retention, and maintenance of residential housing through the use of public financing, providing construction and mortgage loans to eligible homebuyers, and making provision for the purchase of mortgage loans. To accomplish these goals, RIHousing periodically engages a roster of outside legal counsel to provide legal services categorized according to the diverse legal needs of the corporation.

In Spring 2024, RIHousing issued a Request for Proposals (“RFP”) seeking qualified firms to provide legal services in some or all of the following areas of representation:

- Corporate and Corporate Governance (e.g. General Counsel)
- General Litigation
- Labor and Employment
- Bankruptcy/Creditor’s Rights, Foreclosure, and Evictions
- Mortgage Banking and Finance (e.g., origination, acquisition, and servicing)
- Tax Lien Foreclosure

Notice of the RFP was posted on the RIHousing website and the Division of Purchases website. In addition, the RFP was sent by email to multiple attorneys and law firms, both locally and nationally, who have expressed an interest in providing legal services to RIHousing.

In response to the RFP, RIHousing received proposals from nine (9) firms of varying size, geographic coverage, and experience, with some applying for several areas of representation. A selection committee comprised of RIHousing staff (the “Selection Committee”) reviewed and evaluated the written proposals in accordance with the criteria set forth in the RFP. The selection committee applied a weighted average scoring model for evaluating and comparing the responses, which scoring chart was included as part of the September 19, 2024, meeting package. Factors considered included the law firm’s experience, capacity to undertake the work, fee structure, performance working with other housing finance agencies, and commitment to diversity.

The maximum raw score allowable under the employed model was 1 point, and the maximum weighted score was 5 points. For each area of representation, the Selection Committees ranked

firms based on the weighted score and determined the number of firms appropriate for engagement based on the business needs of the corporation.

The Selection Committee recommends establishing a roster and engaging the firms set forth in an attachment that was included as part of the September 19, 2024, Board of Commissioners meeting package (some firms appear under more than one area of representation). The selected firms will be placed on the RIHousing outside legal counsel roster and be engaged for a term of three (3) years with an option to extend for an additional two (2) year term if determined to be in the best interests of the corporation. The roster is not meant to replace, supplement, or supersede any existing engagement of law firms who provide RIHousing with public finance counsel, real estate legal services, legal services in the State of Maine, or other specialized representation. This roster will supersede legal engagements entered in 2019 for substantially similar corporate and litigation services.

The Selection Committee recommends that the Board of Commissioners approve the resolution authorizing RIHousing to establish a roster and engage outside legal counsel.

Following the presentation, Chairman Pryor asked for a motion and a second Approval of Engagement of Outside Legal Counsel (Multiple Areas – Corporate and Litigation).

A motion was duly made by Commissioner Diossa 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 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 has determined that it is in the best interest of the corporation to establish a roster of outside legal counsel, from which it will engage firms on an as-needed basis to provide various corporate legal and litigation services in the State of Rhode Island; and

**Whereas:** RIHousing has budgeted sufficient funding in its annual budget for these services; and

**Whereas:** RIHousing issued a Request for Proposals (“RFP”) for qualified firms to provide legal services categorized according to the legal needs of the corporation, namely, Corporate and Corporate Governance (e.g. General Counsel), General Litigation, Labor and Employment, Bankruptcy/Creditor’s Rights, Foreclosure, and Evictions, Mortgage Banking and Finance (e.g. origination, acquisition, and servicing), and Tax Lien Foreclosure; and

**Whereas:** A selection committee (the “Selection Committee”) comprised of RIHousing staff reviewed the proposals and scored them according to the criteria set forth in the RFP; and

**Whereas:** The Selection Committee has determined that the firms proposed to be engaged to provide these services have the appropriate experience and capacity to undertake the work;

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

**Resolved:** that RIHousing be, and hereby is authorized, to establish a roster of outside legal counsel, and to engage those firms as set forth at Attachment B for legal services in accordance with the RFP and the proposals submitted in response thereto; and;

**Resolved:** that such engagements shall be for a three-year term, subject to renewal for an additional two years, for an acceptable rate of compensation as outlined in the Firms’ individual responses to the RFP;

**Resolved:** that the Executive Director and the General Counsel, 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 engagements as he or she may determine are in the best interests of RIHousing, to approve any assignments pursuant to law firm mergers or reorganizations as the case may be, to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing, and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

**Approval of Amendment to Engagement of Consultant for Housing Related Research, Analysis, and Reporting Services (Mullin & Lonergan Associates)**

Chairman Pryor acknowledged Amy Rainone, Director of Government Relations and Policy who gave the presentation.

Ms. Rainone said that the request was for an amendment to the engagement of Mullin & Lonergan Associates to complete several HUD required housing-related reports, including fair housing planning. This modification will allow RIHousing to expand the fair housing plan to include the six entitlement communities in Rhode Island.

On December 21, 2023, the RIHousing Board of Commissioners approved the engagement of the consultant Mullin & Lonergan for the development of the State Consolidated Plan, the fair housing plan and several related documents. RIHousing contracted with the firm to carry out a scope of work (known as “Statement of Work No. 1 (HUD Planning Activities)” or “SOW 1”) at a cost of \$140,495, of which \$44,440 (plus a share of outreach costs) is for the fair housing plan.

HUD requires all states and entitlement communities administering its Community Planning and Development Programs to produce a fair housing plan. HUD is currently in the process of

implementing the Affirmatively Furthering Fair Housing (AFFH) requirements which will replace the previous Fair Housing plan requirements known as the Analysis of Impediments to Fair Housing Choice (AI). At the time that RIHousing, in collaboration with the Department of Housing, went out to bid for this scope of work, it was not yet clear whether the fair housing plan would be required to follow the AI or AFFH requirements, or exactly what the AFFH requirements would entail.

Therefore, SOW 1 was based on the development of the AFFH, since that would require substantially more work and has the longest time frame for implementation. Staff also determined that, due to the much more extensive engagement and enhanced accountability required of each reporting entity under the AFFH draft rules, it would not be feasible to produce a statewide AFFH that covers the entitlement communities of Providence, Warwick, Cranston, Pawtucket, East Providence, and Woonsocket as we have done for the past two planning cycles with the AI.

To date, HUD has not finalized its rules for the implementation of the AFFH and we have passed the timeframe under which RIHousing would be required to utilize that reporting format for our current fair housing plan update. Therefore, we now have the flexibility to submit a fair housing plan using the AI requirements and replicate the Statewide AI format we have utilized for the past two planning cycles.

Staff requested that Mullin & Lonergan Associates provide a supplemental scope of work for the fair housing plan element of our contract that reflected the additional costs of expanding the scope of that deliverable to a Statewide AI. The additional cost associated with that expanded scope of work is \$49,890. Staff reached out to Rhode Island's entitlement communities to discuss this option, and all expressed their interest in participating in the development of the statewide AI and their willingness to contribute to the cost of that expanded scope of work. The amount of money provided by each entitlement community will be proportional to their populations.

Staff is recommending the approval of an amendment to the engagement of Mullin & Lonergan Associates as described in an attachment that was included as part of the September 19, 2024, Board meeting package.

Chairman Pryor thanked Ms. Rainone and asked for a motion and a second for Approval of Amendment to Engagement of Consultant for Housing Related Research, Analysis, and Reporting Services (Mullin & Lonergan Associates).

A motion was duly made by Commissioner McAllister 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's ("RIHousing") enabling act provides it with all the power and authority to make and execute contracts necessary to exercise the powers and functions under the act, (R.I. Gen. Laws §42-55-5(6)); and

**Whereas:** RIIHousing has engaged Mullin & Lonergan Associates to complete several housing related reports, including a Citizen Participation Plan, Consolidated Plan, narrative components of the Consolidated Annual Performance and Evaluation Report, Annual Action Plan, and Analysis of Impediments to Fair Housing Choice (AI) that meet all HUD requirements; and

**Whereas:** RIIHousing now has the opportunity to expand the scope of work to include the entitlement communities in the development of a statewide AI and those communities have agreed to provide funds to RIIHousing covering the full cost of the expanded AI planning process; and

**Whereas:** Section 8.5.2 of the RIIHousing Purchasing Policies requires Board approval of any change order that would have the effect of increasing the value of a contract by 40% or more;

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

**Resolved:** that RIIHousing be, and hereby is, authorized to execute a contract modification with Mullin & Lonergan Associates, at the approximate value of \$49,890, to provide a statewide Analysis of Impediments to Fair Housing Choice that meets all HUD requirements; and

**Resolved:** that the Executive Director, Deputy Executive Director, Chief Strategy and Innovation Officer, and Director of Government Relations and Policy, each acting singly, be and hereby are authorized and empowered to negotiate terms and fees of the engagement as he or she may determine are in the best interests of RIIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolution.

**Approval of Engagement of HVAC Contractor and Electric Heat Pump Installation for Earle Building (Providence)**

Chairman Pryor announced that Brett Pelletier would give the presentation.

Mr. Pelletier stated that the request was for authorization approval to engage an HVAC service contractor to install new electric heat pump cooling and heating system units, on all floors of the Earle Building.

The Earle Building contains four (4) independent gas-fired heating systems that are 20 years old and have reached the end of their useful life. We have been advised by service contractors that key replacement parts for these units are difficult to obtain and will likely, over time, fall out of production, rendering the furnaces unserviceable. After a thorough review with architects and engineers, the specified new electric system has been determined to be the best option for an upgrade and enhancement to the Earle Building. Current building codes do not allow for the replacement of in-kind gas-fired systems, without the need to include new ancillary equipment that would have led to the elimination of office space to accommodate the installation. Decarbonization through electrification of building systems is a priority for the State of Rhode Island and furthers RIIHousing's commitment to sustainability and innovation. Electric heating systems are being encouraged by the

State of Rhode Island on state and quasi-state buildings to enhance efficiency and further the reduction of the carbon footprint. Rebates and incentives for this upgrade also are available for this conversion.

In June 2024, RIHousing conducted a solicitation of 4 vendors, approved under State of Rhode Island MPA #136, requesting proposals from experienced HVAC vendors. The base project calls for the retrofitting of HVAC on floors 1 and 4, with alternate pricing to be provided for completing floors 3 and 4 as well.

In response to the solicitation, Rhode Island Housing received proposals from the following 2 firms:

Nexgen Mechanical, Inc.  
Arden Engineering Constructors, LLC

The responding firms were deemed capable of performing all aspects of the project including oversight of sub-contractors needed to complete the project. Both firms have completed work for RIHousing's Facilities Department over the past 20 years.

A committee composed of RIHousing staff met to review all the proposals.

Following the full review of the proposals, including adherence to the required solicitation information, overall base pricing, (and alternate pricing) company size, and experience, Nexgen Mechanical Inc., was selected to complete the project.

The total cost of their proposal including all alternates and allowances is \$1,000,028.00.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Engagement of HVAC Contractor and Electric Heat Pump Installation for Earle Building (Providence).

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

Chairman Pryor inquired what changes in circumstances resulted in the request. Mr. Pelletier announced that staff had difficulty locating a contractor able to perform the upgrade. Since the building is over 100 years old, integrating a new system would be challenging and highly expensive. Nexgen can utilize the existing ductwork which alleviates rerouting electrical and tearing down walls. Mr. Pelletier mentioned that staff is also working with the Office of Energy to mitigate some of the costs.

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

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's ("RIHousing's") 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 has identified a need for a new electric heating system in the Earle Building; and

**Whereas:** Pursuant to a competitive process among vendors approved under State of Rhode Island MPA #136, staff recommend engagement of Nexgen Mechanical, Inc. to perform the scope of services;

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

**Resolved:** That RIHousing is authorized to engage Nexgen Mechanical, Inc. for HVAC renovations to the Earle Building, as set forth in the MPA Solicitation Request and the proposal submitted in response thereto, at an approximate cost of \$1,000,028.00.

**Resolved:** That the Executive Director and Deputy Executive Director, 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 of the engagement and approve change orders in keeping with the RIHousing Purchasing Policies as he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

**Approval of Pre-Qualification of Section 106 and State Historic Review Consultants**

Chairman Pryor announced that Anne Berman would present the request.

Ms. Berman said that the request was for authorization of RIHousing to establish a roster of pre-qualified firms to assist RIHousing with certain aspects of federal and state-level historic reviews, including making eligibility determinations as required by Section 106 of the National Historic Preservation Act of 1966 (“Section 106”), for properties receiving federal and/or state funding. RIHousing may accept bids from and engage such firms on an as-needed basis to provide these services, either in part or whole.

RIHousing must complete Section 106 reviews, in part or in whole, for various federally-funded programs, including the agency’s LeadSafe Homes Program and programs to finance the development and preservation of affordable housing units, including HOME, HOME-ARP (American Rescue Plan), Capital Magnet Fund, HFA Multifamily Housing Financing Program – Risk Share 542 (c), and Housing Trust Fund. RIHousing must also complete Section 106 reviews for projects funded under HUD’s Community Project Funding Grant. In addition, RIHousing must complete state-level historic reviews for certain state-funded programs. These state-level historic reviews incorporate and mirror aspects of the Section 106 review process.

Consequently, RIHousing issued a Request for Proposals (“RFP”) for firms that are qualified to complete Section 106 and state-level historic reviews.

The RFP notice was posted on the RIHousing website as well as the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. In addition, the RFP was sent by email to more than 500 partners, organizations, consultants, and communications and research agencies.

Ultimately, RIHousing received proposals from two (2) unique firms.

A selection committee comprised of RIHousing staff (the “Review Committee”) 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, RIHousing seeks approval to include the following two (2) firms on its roster for Section 106 and state-level historic reviews:

The Public Archaeology Laboratory, Incorporated  
Runyon Heritage Associates

The selected firms will appear on RIHousing’s roster of pre-qualified Section 106 consultants for a period of three years, which period may be extended if determined by staff to be in the best interests of the corporation. Staff will engage firms from this list on an as-needed basis or solicit bids for particular projects consistent with RIHousing’s Purchasing Policies.

The Review Committee recommends that the Board of Commissioners approve the resolution authorizing the creation of a roster of qualified providers of Section 106 and state-level historic reviews.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Pre-Qualification of Section 106 and State Historic Review Consultants.

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

Chairman Pryor then asked who previously conducted the 106 historic performance reviews. Ms. Berman stated that this is the first time RIHousing is utilizing a consultant. Previously, the State Historic Preservation Office assisted in preparing the document. As the Historic Preservation Office is limited in its capacity and ability to assist, they have returned the task to RIHousing.

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 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:** RIHousing has determined that it is in the best interests of the corporation to create a roster of approved consultants that can provide Section 106 and state-level historic reviews;

**Whereas:** RIHousing issued a Requests for Proposals (“RFP”) for qualified Section 106 consultants; and

**Whereas:** a selection committee comprised of staff reviewed the proposals and evaluated them in accordance with the criteria outlined in the RFP.

**NOW THEREFORE, IT IS HEREBY:**

**Resolved:** that RIHousing be, and hereby is, authorized to create a roster of qualified firms from which RIHousing may select providers of Section 106 and state-level historic review consulting services on such matters as the Executive Director or her designee deems advisable or necessary; and

**Resolved:** that RIHousing be, and hereby is, authorized to establish the following roster of firms pre-qualified to provide Section 106 and state-level historic review services as such services were described in the RFP and consistent with the responses submitted in response thereto:

The Public Archaeology Laboratory, Incorporated  
Runyon Heritage Associates

**Resolved:** that for a period of three years, subject to extension, RIHousing be, and hereby is authorized, to engage the above-listed firms on an as-needed basis and/or solicit bids or proposals from such firms for specific projects consistent with RIHousing’s Purchasing Policies; and

**Resolved:** that the Executive Director, the Deputy Executive Director or the Chief Strategy and Innovation Officer, each acting singly, be and hereby is 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 terms and fees of the engagements as he or she may determine to be in the best interests of RIHousing, and to execute any and all agreements and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

**Approval of Engagement of Public Finance Counsel**

Chairman Pryor instructed Corinne Myers to give the presentation.

Ms. Myers said that the request was for RIHousing to engage issuer’s and bond counsel to provide legal services in support of RIHousing’s mortgage revenue bond programs.

Under its enabling legislation, RIHousing is empowered to provide financing to assist persons and families of low- and moderate-income obtain affordable housing, including through the issuance of taxable and tax-exempt debt to finance loans to homebuyers and developers, operation of a mortgage credit certificate program, participation in Section 8 and tax credit programs, and engagement in

other types of financing activities. RIHousing seeks to engage one or more qualified law firms to provide specialized tax and public finance counsel services related to the issuance of taxable and tax-exempt debt in support of the corporation's single-family and multi-family mortgage revenue bond programs.

In Spring 2024 RIHousing issued a Request for Proposals ("RFP") seeking responses from qualified law firms to provide it with the aforementioned services. The RFP was posted on RIHousing's website, and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Five (5) law firms submitted proposals in response to the RFP.

A selection committee comprised of RIHousing staff (the "Selection Committee") reviewed and evaluated the written proposals in accordance with the criteria set forth in the RFP. The selection committee applied a weighted average scoring model for evaluating and comparing the responses. Factors considered included the law firm's experience, capacity to undertake the work, fee structure, performance working with other housing finance agencies, and commitment to diversity.

Based upon consideration of the written proposals and interviews, the Selection Committee recommends that: (i) the law firm of Locke Lord LLP ("Locke Lord") be engaged as issuer's counsel, (ii) the law firm of Kutak Rock LLP ("Kutak") be engaged as primary bond counsel for single-family mortgage revenue bond transactions, and (iii) the law firm of Hawkins, Delafield & Wood LLP ("Hawkins") be engaged as primary bond counsel for multi-family mortgage revenue bond transactions, each for an initial three-year term, renewable at RIHousing's option for up to two additional one-year terms.

Locke Lord is a full-service law firm with a global reach and 20 offices designed to meet clients' needs in the United States and around the world. Locke Lord focuses on providing the highest levels of commitment, quality, and service to clients across five key sectors: Energy and Infrastructure; Finance and Financial Services; Insurance and Reinsurance; Pharmaceutical; and Private Equity. Locke Lord provides national and global client services across a full range of practices and industries. Founded in 1894, the firm has deep roots in the Rhode Island legal community, with attorneys as leaders in the community at many levels. Locke Lord has served as RIHousing's issuer's counsel since 2018. Locke Lord is expected to become Troutman Pepper Locke on January 1, 2025, following a merger with another national law firm.

Kutak Rock LLP is a national law firm that specializes in state and local government financing. The firm has been listed among the most active bond counsel firms in the nation, including ranking first in the nation for bond counsel in 2023 (based on several deals). The Firm is dedicated to seeking out innovative approaches in the tax and bond structuring arenas in order to achieve the financing goals of their clients. The firm has often participated in transactions selected by Institutional Investor and The Bond Buyer as their "Deals of the Year." Kutak Rock has served as bond counsel to RIHousing for its single-family transactions since 1998 and previously engaged as underwriter's counsel between 1994 and 1998. Additionally, the Firm has continued to serve as underwriter's counsel on multifamily transactions, totaling more than 180 financings.

Hawkins, Delafield & Wood LLP is a limited liability partnership that was founded in 1854 and has rendered opinions with respect to municipal bond matters for over 145 years, making Hawkins the oldest nationally recognized Bond Counsel firm in the country. With over 70 attorneys, more than 85% of which devote their time primarily to public finance, we have the largest public finance practice in the nation. The firm's attorneys also hold expertise and experience in securities law, tax law,

banking law, and real estate law complementing the firm’s public finance concentration. Hawkins has provided public finance legal services to RIHousing for over 40 years.

The Selection Committee recommends that the Board of Commissioners adopt the resolution authorizing these engagements.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Engagement of Public Finance Counsel.

A motion was duly made by Commissioner Womer 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’s (“RIHousing”) enabling act provides it with all of the power to make and execute contracts for the exercise of the powers and functions provided to it under the act (R.I. Gen. Laws §42-55-5(6)); and

**Whereas:** RIHousing seeks to engage public finance counsel to provide legal services in support of RIHousing’s mortgage revenue bond programs; and

**Whereas:** in keeping with its established procurement policies, RIHousing issued a Request for Proposals (“RFP”) for firms to provide these services; and

**Whereas:** having evaluated all applications based on the published scoring criteria, the selection committee has determined that Kutak Rock LLP, Hawkins, Delafield & Wood LLP, and Locke Lord LLP have the requisite expertise and experience to serve as single-family bond counsel, multifamily bond counsel, and issuer’s counsel respectively; and

**Whereas:** RIHousing seeks to engage Kutak Rock LLP, Hawkins and Delafield & Wood LLP, and Locke Lord LLP for such areas of practice.

**NOW THEREFORE, IT IS HEREBY:**

**Resolved:** that RIHousing be and hereby is authorized to engage the law firm of Kutak Rock LLP as primary bond counsel for single-family bond financings, and such other related matters as staff deems advisable or necessary.

**Resolved:** that RIHousing be and hereby is authorized to engage the law firm of Hawkins Delafield & Wood LLP as primary bond counsel for multi-family bond financings, and such other related matters as staff deems advisable or necessary.

**Resolved:** that RIHousing be and hereby is authorized to engage the law firm of Locke Lord LLP as issuer’s counsel and such other related matters as staff deems advisable or necessary; and that

such engagement may be assigned to Troutman Pepper Locke or other successor to the firm upon approval by the Executive Director.

**Resolved:** that the Executive Director, Deputy Executive Director, and the General Counsel, 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 terms and fees of the engagements as he or she may determine are in the best interests of RIHousing, to approve any assignments pursuant to law firm mergers or reorganizations as the case may be, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing.

### **Approval of Delegation of Corporate Authority**

Chairman Pryor asked Corinne Myers to present the request.

Ms. Myers began by noting that the request was administrative. She said the request was for authorization of designated officers and/or employees to act on behalf of RIHousing and to execute and deliver any contracts, documents, or instruments, which may be entered into by RIHousing pursuant to the Rhode Island Housing and Mortgage Finance Corporation Act, Chapter 55 of Title 42 of the General Laws of Rhode Island (the “Act”).

The Board of Commissioners last updated RIHousing’s corporate signatory authority on September 21, 2023. Staff believes it is prudent and in the best interest of RIHousing to periodically update its corporate signatory authority to allow for any changes in staffing and reorganization of functions.

This designation of officers and/or employees authorized to act on behalf of RIHousing shall supersede any previous designation.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Delegation of Corporate Authority.

A motion was duly made by Commissioner McAllister 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,** Article VII, Section 1 of the by-laws of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) provide that the Board of Commissioners may authorize any officer or officers or employee or employees of RIHousing to enter into any contract or to execute and deliver any instrument in the name of and on behalf of RIHousing, which may be entered into by RIHousing under Rhode Island law, and such authority may be general or confined to specific instances.

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

**Resolved,** that the Chairman, the Vice Chair, the Executive Director (or his or her designee), the Deputy Executive Director, and Chief Financial Officer of RIHousing, each acting singly, be and hereby is authorized, empowered and directed to execute and deliver any and all agreements, contracts, certificates, loan commitments, discharges, amendments, or other instruments of any type in the name of and on behalf of RIHousing, in furtherance of any actions by RIHousing authorized from time to time by the Board of Commissioners, including, without limitation, (i) the issuance, remarketing, refunding or redemption of any bonds of RIHousing, (ii) the granting, amending or discharging of any loan or mortgage securing the same of RIHousing, and (iii) any agreements, documents, certificates or other instruments regarding the U.S. Department of Housing and Urban Development; and

**Resolved,** that the Chairman, the Vice Chair, the Executive Director (or his or her designee), the Deputy Executive Director, and Chief Financial Officer of RIHousing, each acting singly, be and hereby is authorized, empowered, and directed to take any and all such further actions as each may deem necessary, convenient, or advisable, in such officer's sole discretions, to carry out the foregoing resolution; and

**Resolved,** that the resolution of the Board of Commissioners dated September 21, 2023, granting corporate signatory authority for certain employees and officers is revoked and is no longer of any force and effect.

**Approval of Appointment of MERS Corporate Signing Officers**

Chairman Pryor invited Peter Pagonis, Director of Homeownership to make the presentation.

Mr. Pagonis stated that the request was for the appointment of signing officers for the purpose of membership by the RIHousing in the Mortgage Electronic Registration Systems, Inc. ("MERS") System.

MERS owns and operates an electronic registry, known as the "MERS System." Throughout the MERS System, MERS tracks the servicing rights and ownership of mortgages located throughout the country. To perform this tracking, MERS assigns a Mortgage Identification Number to each mortgage loan that is registered on the MERS System and requires MERS members to name MERS as the mortgagee on each mortgage loan that it originates.

RIHousing became a MERS member in 2016. As part of its membership, each year RIHousing obtains a corporate resolution from MERS through which certain RIHousing employees are designated as MERS Signing Officers and, as part of that designation, are granted limited authority to perform certain actions, such as executing mortgage discharges, on behalf of MERS. The MERS System Rules of Membership specify that MERS Signing Officers must be officers and/or employees of the MERS member.

The Board of Commissioners last updated RIHousing’s corporate signatory authority on September 21, 2023. Staff believes it is prudent and in the best interest of RIHousing to periodically update its corporate signatory authority to allow for any changes in staffing and reorganization of functions.

Finally, Ms. Pagonis said that the designation of officers and/or employees authorized to act on behalf of RIHousing shall supersede any previous designation.

Chairman Pryor thanked Mr. Pagonis and asked for a motion and a second for Approval of Appointment of MERS Corporate Signing Officers.

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

Corinne Myers, General Counsel then 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,** Article VII, Section 1 of the Bylaws of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) provides that the Board of Commissioners may authorize any officer or officers or employee or employees of RIHousing to enter into any contract or to execute and deliver any instrument in the name of and on behalf of RIHousing that it may enter into under Rhode Island law.

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

**Resolved,** that the Chief Financial Officer, Assistant Deputy Director of Loan Servicing, Director of Homeownership, and any Assistant Director of Homeownership or Assistant Director of Loan Servicing, be and hereby are appointed as MERS Signing Officers and, in that capacity, have the authority to perform any actions that MERS may authorize them to perform as if they were officers of MERS; and

**Resolved,** that the Executive Director be and hereby is authorized to delegate her authority as an officer of RIHousing to the MERS Signing Officers as may be necessary to carry out the foregoing resolution; and

**Resolved,** that this resolution supersedes any previous designations of the Board of Directors granting corporate signatory authority and any previous resolutions are revoked and no longer in any force and effect.

There being no further business to discuss, Chairman Pryor asked for a motion to adjourn the Board of Commissioners meeting. A motion was duly made by Commissioner Diossa and seconded by Commissioner Designee Cabral 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 10:22 a.m.

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

Respectfully submitted,

Carol Ventura  
Secretary and Executive Director