

**MINUTES OF MEETING  
OF THE TRUSTEES OF THE  
AFFORDABLE HOUSING TRUST FUND**

A meeting of the Trustees of the Affordable Housing Trust Fund (the “AHT”) was held on Thursday, August 18, 2022 at 9:00 a.m. at the main office of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”), 44 Washington Street, Providence, RI 02903, Conference Boardroom and via telephone conference call.

Carol Ventura, Trustee of the AHT and Executive Director of RIHousing, opened the meeting and introduced Carl Rotella, Director of Information Technology, who outlined the parameters of the meeting.

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

Next, Corinne Myers, General Counsel of RIHousing, provided additional guidance for the meeting. Ms. Myers stated that the meeting was being held in person with all members of the Affordable Housing Trust Fund 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. 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 Ms. Ventura would preside over the AHT meeting and requested that any Trustee, RIHousing Commissioner or staff member state their name prior to speaking for the benefit of listeners and to mute the phone when not speaking. She then invited Ms. Ventura to call the meeting to order.

A quorum being present, Ms. Ventura introduced herself and officially called the meeting to order at approximately 9:02 a.m. Ms. Ventura then conducted a roll call of Trustees participating in the meeting. Trustees participating were: Carol Ventura; Kara Lachapelle, and James Thorsen.

Other RIHousing Board of Commissioners and staff participating were: James Comer, Deputy Executive Director; Anne Berman, Director of Real Estate Development; Corinne Myers, General Counsel; and Carl Rotella, Director of Information Technology.

Members of the public were also present on the call.

**Approval of Minutes of the Affordable Housing Trust Fund Meeting of June 16, 2022**

Ms. Ventura entertained a motion and a second for the approval of the minutes of the Affordable Housing Trust Fund meeting held on June 16, 2022.

A motion was duly made by Mr. Thorsen and seconded by Ms. Lachapelle. There being no discussion, Corinne Myers, General Counsel of RIHousing, conducted a voice vote of the Trustees. The Trustees unanimously voted to approve the minutes.

Ms. Myers then stated that the following was unanimously adopted:

VOTED: That the minutes of the Affordable Housing Trust Fund Meeting held on June 16, 2022, hereby are approved.

**Approval of Preservation Loan Program Fund Financing for Ralph R. aRusso Manor (Johnston)**

Ms. Ventura introduced Anne Berman, Director of Real Estate Development, who gave the presentation.

Ms. Berman said that the request was for approval of financing under the Preservation Loan Program Fund (“PLPF”) for Ralph R. aRusso Manor located in Johnston (the “Development”). The PLPF was created to provide a flexible source of capital to be utilized for the preservation of existing affordable housing with priority given to developments previously financed by RIHousing.

RIHousing’s portfolio includes approximately 13,000 affordable apartments. In addition, more than 1,430 affordable residential homes have been financed under the state’s HOME Investment Partnerships Program. Many of these affordable apartments need improvements. These apartments were constructed and/or rehabilitated in the 1990s and are beyond the initial 15-year tax credit compliance term. Several developments lack adequate reserves to conduct necessary improvements to ensure that residents are housed in a safe and healthy environment. In addition, there are unrestricted apartments in the Rhode Island market currently available for developers to acquire, rehabilitate and deed restrict to ensure long term affordability. Thus, there is a need to upgrade these affordable apartments and homes to meet health and safety standards, make necessary improvements and address physical deterioration due to wear and tear.

The Affordable Housing Trust Fund (the “AHT”) has designated \$16,000,000 for the PLPF. In March 2018, RIHousing issued the Program Guidelines and a Request for Proposals (“RFP”) for the PLPF financing. Applications are being accepted on a rolling basis.

Ralph R. aRusso Manor (“aRusso Manor”) is an existing 22-unit affordable housing development, within two buildings, located at 150 Greenville Avenue in Johnston. The Development, which was originally constructed in 1990 and has had little investment since then, is in need of substantial rehabilitation. All 22 units are subsidized by a project-based voucher (“PBV”) contract from RIHousing. The initial regulatory agreement expires in September 2023 and the expectation is that the contract will be renewed. In addition to this PLPF allocation, Rosemont Associates, Inc. (“Rosemont”) is seeking a permanent loan and gap financing to rehabilitate aRusso Manor and preserve it as affordable housing for the next 30 years.

The original equity investor in aRusso Manor was the Rhode Island Housing Equity Pool. Rosemont proposes to complete a Transfer of Physical Assets as part of the refinance/rehabilitation of this property and replace the limited partner with an affiliate of

Rosemont Associates. As part of the refinance, the existing senior loan will be repaid, and the borrower will request that RIHousing roll over an existing Targeted Loan.

The buildings are in substandard condition. The current scope includes apartment upgrades including all new kitchens, bathrooms, flooring, painting, interior and exterior doors, baseboard heat, and air conditioning units. Common area improvements include upgrading the elevator, replacing common area flooring, ceilings, stair risers and treads, and repainting the common areas. Exterior improvements include all new roofs, windows, siding, sidewalks, improved drainage, and repaving the parking lot. The detailed scope of work and budget were prepared by the architect and a general contractor.

Staff from the Development Division, including the Design and Construction team, and Asset Management Department have reviewed the application for eligibility in accordance with the Program Guidelines and determined that Rosemont’s proposal is consistent with the requirements of the PLPF and will help to refinance and stabilize the Development. Some of the PLPF loan will be used for predevelopment costs associated with the Capital Needs Assessment and architectural costs.

After the presentation, Ms. Ventura asked for a motion and second for the Approval of Preservation Loan Program Fund Financing for Ralph R. Russo Manor (Johnston).

A motion was made by Ms. Lachapelle and seconded by Mr. Thorsen. Following the motion and second, Ms. Ventura opened the meeting for questions or discussion.

There being no questions, Ms. Ventura asked Ms. Myers, General Counsel of RIHousing, to conduct a voice vote of the Trustees eligible to vote. The Trustees unanimously voted to approve the motion.

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

**Resolution of the Board of Trustees  
of The Affordable Housing Trust Fund**

**Whereas,** the Affordable Housing Trust Fund (the “AHT”) was created by Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) for the sole purpose of making homeownership to low- and moderate-income residents of the State of Rhode Island more affordable;

**Whereas,** one of the purposes of the AHT is to assist in the preservation of affordable housing throughout the State of Rhode Island;

**Whereas,** the AHT has increased its investment portfolio over the last several years through its preservation related activities; and

**Whereas,** the AHT created the Preservation Loan Program Fund and has set aside \$16,000,000 to assist in the preservation of affordable housing.

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

**Resolved,** that subject to the special conditions listed below, the AHT be, and is hereby authorized, to commit up to \$660,000.00 in funding to Rosemont Associates, Inc. or an affiliated entity of Rosemont Associates, Inc. (the “Borrower”) to finance the rehabilitation of the multi-family development known as Ralph R. aRusso, 150 Greenville Avenue, Johnston, RI.

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

- Approval of financing from RIHousing, except for up to \$100,000 in predevelopment expenses approved by RIHousing, and deemed necessary to complete the final underwriting, plans and specification, which can be expended prior to closing on the balance of the financing.
- Final approval by RIHousing of construction plans, specifications, and supporting construction documentation.
- Execution and delivery by Rosemont Associates, Inc. or affiliate of a Construction Completion Guaranty in form and substance satisfactory to any lender and RIHousing.
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

**Resolved,** that the RIHousing Executive Director, Deputy Executive Director, and Director of 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 Preservation Loan Program Fund Financing for The Avenue (Providence)**

Ms. Ventura again invited Ms. Berman to present the recommendation.

Ms. Berman stated that the request seeks approval of financing under the Preservation Loan Program Fund (“PLPF”) for The Avenue located in Providence (the “Development”). The PLPF was created to provide a flexible source of capital to be utilized for the preservation of existing affordable housing with priority given to developments previously financed by RIHousing.

RIHousing’s portfolio includes approximately 13,000 affordable apartments. In addition, more than 1,430 affordable residential homes have been financed under the state’s HOME Investment Partnerships Program. Many of these affordable apartments need improvements. These apartments were constructed and/or rehabilitated in the 1990s and are beyond the initial 15-year tax credit compliance term. Several developments lack adequate reserves to conduct necessary improvements to ensure that residents are housed in a safe and healthy environment. In addition, there are unrestricted apartments in the Rhode Island market currently available for developers to acquire, rehabilitate and deed restrict to ensure long term affordability. Thus, there is a need to upgrade these affordable apartments and homes to meet health and safety standards, make necessary improvements and address physical deterioration due to wear and tear.

The Affordable Housing Trust Fund (the “AHT”) has designated \$16,000,000 for the PLPF. In March 2018, RIHousing issued the Program Guidelines and a Request for Proposals (“RFP”) for the PLPF financing. Applications are being accepted on a rolling basis.

The Avenue is a proposed 85-unit housing development combining 39 mixed-income apartments in a newly constructed building located at 434 Atwells Avenue in the Federal Hill neighborhood in Providence, and the renovation and preservation of 46 existing affordable apartments, known as Elmwood Neighborhood Revitalization II (ENR II), in the Elmwood neighborhood of Providence. The project has a mix of efficiency, and 1–4-bedroom units. Nine units will be set aside for individuals at 30% AMI, 59 at 60% AMI, and 17 market rate units. The 434 Atwells building is proposed as a 5-story building with approximately 1,000 square feet of commercial on the first floor. The site will provide 40 parking spots. The plan has preliminary planning approval and based on information from the city, the remaining approvals are administrative. The PLPF funds will be specific to the ENR II units which has a construction budget of about \$98,000 per unit.

Staff from the RIHousing Development Division, including the Design and Construction team, and Asset Management Department have reviewed the application for eligibility in accordance with the Program Guidelines and determined that Olneyville Housing Corporation D/B/A ONE Neighborhood Builders’ proposal is consistent with the requirements of the PLPF and will help to refinance and stabilize the Development.

Following the presentation, Ms. Berman welcomed questions. No questions were presented.

Ms. Ventura then asked for a motion and second for the Approval of Preservation Loan Program Fund Financing for The Avenue (Providence).

A motion was made by Ms. Lachapelle and seconded by Mr. Thorsen.

There being no questions or comments, Ms. Ventura asked Ms. Myers, General Counsel of RIHousing, to conduct a voice vote of the Trustees eligible to vote. The Trustees unanimously voted to approve the motion.

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

**Resolution of the Trustees of the  
Affordable Housing Trust Fund**

**Whereas,** the Affordable Housing Trust Fund (the “AHT”) was created by Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) for the sole purpose of making homeownership to low- and moderate-income residents of the State of Rhode Island more affordable;

**Whereas,** one of the purposes of the AHT is to assist in the preservation of affordable housing throughout the State of Rhode Island;

**Whereas,** the AHT has increased its investment portfolio over the last several years through its preservation related activities; and

**Whereas,** the AHT created the Preservation Loan Program Fund and has set aside \$16,000,000 to assist in the preservation of affordable housing.

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

**Resolved,** that subject to the special conditions listed below, the AHT be, and is hereby authorized, to commit up to \$1,500,000 in funding to Olneyville Housing Corporation D/B/A ONE Neighborhood Builders or an affiliated entity (the “Borrower”) to finance the rehabilitation of the multi-family development known as The Avenue located in Providence, RI.

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

- Approval of financing from RIHousing.
- Final approval by RIHousing of construction plans, specifications, and supporting construction documentation.
- Execution and delivery by Olneyville Housing Corporation D/B/A ONE Neighborhood Builders or affiliate, the general partner of borrower, of a Construction Completion Guaranty in form and substance satisfactory to any lender and RIHousing.
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

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

There being no further business, Ms. Ventura asked for a motion to adjourn the Affordable Housing Trust Fund meeting.

A motion was duly made by Mr. Thorsen and seconded by Ms. Lachapelle to adjourn the meeting.

Ms. Ventura then asked Corinne Myers, General Counsel of RIHousing, to conduct a voice vote of the Trustees. The Trustees unanimously voted to adjourn the meeting.

Ms. Myers then officially stated that the motion to adjourn the meeting was unanimously approved.

Ms. Ventura thanked everyone for participating and the meeting was adjourned at 9:09 a.m.

Respectfully submitted,

Carol Ventura,  
Trustee of the AHT and Executive Director,  
RIHousing