

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

A meeting of the Trustees of the Affordable Housing Trust Fund (the “Fund”) of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing” or “Corporation”) was held on Thursday, March 18, 2021 at 10:15 a.m. The meeting was held via telephone conference call pursuant to Executive Order 20-46 (extended by Executive Order 21-21, and as may be further amended or extended).

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

Mr. Rotella stated that (i) the meeting will be recorded and available for review on the RIHousing website within 3-5 business days after the meeting, (ii) except for the RIHousing Board of Commissioners and specific RIHousing staff, all callers would be muted during the meeting and (iii) if during the meeting, anyone was having technical difficulties with audio or accessing the call, they should contact RIHousing.

Ms. Ventura then recognized Nicole Clement, General Counsel, who provided additional information for those participating in the meeting. Ms. Clement stated that (i) pursuant to Executive Order 20-46 (as extended by Executive Order 21-21, and as may be further amended or extended) the meeting was being held via teleconference, (ii) members of the public could visit the RIHousing website to view the agenda and information on the actions being taken and (iii) in the event the teleconference was interrupted, staff would stop the meeting until audio was restored.

Ms. Clement also stated that Ms. Ventura would preside over the Trustee meeting and requested that any Commissioner or staff to state their name prior to speaking and mute their telephone 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 10:58 a.m. Ms. Ventura then conducted a roll call attendance of the Trustees, RIHousing Board of Commissioners (in attendance) and RIHousing staff. Trustees present were: Nicolas P. Retsinas, Kara Lachapelle and Carol Ventura.

RIHousing Board of Commissioners and staff also participating via teleconference were: Commissioner Kevin Orth; LeeAnn Byrne, Designee for General Treasurer Seth Magaziner; Commissioner Stephen McAllister, Commissioner Maria Barry; Acting Director James Thorsen; Rhode Island Department of Administration; Lisa Primiano, Chief Operating Officer; Nicole R. Clement, General Counsel; James Comer, Deputy Executive Director; Eric Shorter, Director of Development, Anne Berman, Assistant Director of Development; Claribel Shavers, Director, Leased Housing & Rental Services; Christine Hunsinger, Assistant Deputy Director External Affairs, Policy & Research; Cristen Raucci, Senior Counsel; and Carl Rotella, Director of Information Technology.

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

Pursuant to Chapter 46 of Title 42 of the General Laws of Rhode Island, notice of the meeting of the Affordable Housing Trust was posted in the Offices of the Corporation, on the Corporation's web site www.rihousing.com and at the following link: <https://www.rihousing.com/affordable-housing-trust-meeting-march-2021/>.

Following the roll call attendance, Ms. Ventura requested that any Trustee, Commissioner or staff to state their name prior to speaking.

Approval of Minutes of the Affordable Housing Trust Fund Meeting of June 10, 2020

Ms. Ventura entertained a motion and a second for the approval of the Affordable Housing Trust Fund meeting minutes held on June 10, 2020.

A motion was duly made by Mr. Retsinas and seconded by Ms. Lachapelle. There being no discussion, Nicole Clement, General Counsel, conducted a roll call vote of the Trustees. The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement then stated that the following was unanimously approved:

VOTED: That the minutes of the Affordable Housing Trust Fund Meeting held on June 10, 2020, hereby are approved.

Approval of Preservation Loan Program Fund Financing for Securing the Future/Building the Dream (Woonsocket)

Ms. Ventura introduced Anne Berman, Assistant Director of Development, who presented this request.

Ms. Berman stated that this request is for approval of financing under the Preservation Loan Program Fund ("PLPF") for Securing the Future/Building the Dream located in Woonsocket, Rhode Island ("STF/BTD" or 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 Rhode Island Housing and Mortgage Finance Corporation ("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 that are 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.

STF/BTD is the refinance of 2 developments. Collectively, the Development is comprised of 65 units of existing affordable housing previously funded with low-income housing tax credits (“LIHTC”) that have completed their initial 15-year compliance periods. As part of this transaction, NeighborWorks Blackstone River Valley (“NWBRV” or the “Developer”) is planning to pay off 2 existing first mortgages and undertake a moderate rehabilitation of the units.

NWBRV is seeking \$1,365,000 in PLPF funds to undertake the rehabilitation and pay soft costs associated with the transaction. In addition to this PLPF loan, NWBRV is simultaneously seeking (i) a permanent loan and (ii) a Capital Magnet Fund (“CMF”) loan from RIHousing. NWBRV is also requesting that RIHousing roll over the existing targeted loans and other soft loans currently encumbering STF/BTD in the approximate amount of \$5,388,000. RIHousing will require that 70% of the surplus cash from operations go toward repayment of the rolled over targeted loans. NWBRV has been awarded \$649,000 in Building Homes Rhode Island (“BHRI”) funds for STF/BTD.

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 NWBRV’s proposal is consistent with the requirements of the PLPF and will help to refinance and stabilize the Development.

After the presentation, Ms. Ventura asked for a motion and second for the Approval of Preservation Loan Program Fund Financing for Securing the Future/Building the Dream (Woonsocket).

A motion was made by Ms. Lachapelle and seconded by Mr. Retsinas. Following the motion and second, Ms. Ventura opened the meeting for questions or discussion. She respectfully requested that the Trustees state their name prior to speaking.

Chairman Retsinas asked Mr. Berman to take a moment to relay how much RIHousing has distributed for preservation financing. Ms. Berman explained that over \$9 million dollars has been allocated under this program.

Following the discussion, Ms. Ventura asked Ms. Clement, General Counsel, to conduct a roll call vote of the Trustees, eligible to vote. The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement, General Counsel, then stated that the following resolution was unanimously approved:

**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; and

WHEREAS: one of the purposes of the AHT is to assist in the preservation of affordable housing throughout the State of Rhode Island; and

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 \$1,365,000 in funding to NeighborWorks Blackstone River Valley (“NWBRV”) or an affiliated entity to finance the rehabilitation of the multi-family scattered site development known as Securing the Future/Building the Dream located in Woonsocket, Rhode Island.

RESOLVED: that the foregoing resolution is subject to the following conditions:

- Approval and closing of financing from RIHousing and any other lender.
- Final approval by RIHousing of construction plans, specifications, and supporting construction documentation.
- Execution and delivery by NWBRV of a Construction Completion Guaranty in form and substance satisfactory to RIHousing.
- Completion of all items required for closing of the PLPF loan in accordance with normal underwriting and processing requirements.

RESOLVED: that the Executive Director, the Deputy Executive Director and the Director of Development, each acting singly, be and hereby is authorized and directed to take any and all actions they deem necessary and appropriate to carry out the forgoing resolution.

Approval of Preservation Loan Program Fund Financing for Sutton Place (East Providence)

Ms. Ventura noted that Ms. Berman would also present this request.

Ms. Berman stated that this request is for approval of financing under the Preservation Loan Program Fund (“PLPF”) for Sutton Place located in East Providence, Rhode Island (“Sutton Place” or 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 Rhode Island Housing and Mortgage Finance Corporation (“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.

Sutton Place, located in East Providence, is comprised of 36 units of currently unrestricted housing that are in fair to average condition. The current rents are well below 80% of area median income (“AMI”). As part of the transaction, the units will be permanently deed restricted to households with incomes between 30% and 80% of the AMI. Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“ONENB” or the “Developer”) is purchasing the property in an arms-length transaction and will undertake approximately \$1,600,000 in repairs and capital improvements.

ONENB is seeking \$1,060,000 in PLPF funds to undertake a portion of the rehabilitation and pay soft costs associated with the transaction. ONENB is also simultaneously seeking firm approval of (i) a RIHousing first mortgage (ii) a HOME Investment Partnerships Program (“HOME Program”) loan, and (iii) a Housing Trust Fund (“HTF”) loan. ONENB has previously received approval for East Providence Waterfront funds from the City of East Providence.

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 ONENB’s proposal is consistent with the requirements of the PLPF and will help to refinance and stabilize the Development.

After the presentation, Ms. Ventura asked for a motion and second for the Preservation Loan Program Fund Financing for Sutton Place (East Providence).

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

There being no discussion Ms. Ventura asked Ms. Clement, General Counsel, to conduct a roll call vote of the Trustees, eligible to vote. The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement, General Counsel, then stated that the following resolution was unanimously approved:

**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; and

WHEREAS: one of the purposes of the AHT is to assist in the preservation of affordable housing throughout the State of Rhode Island; and

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 \$1,060,000 in funding to Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“ONENB”) or an affiliated entity to finance the rehabilitation of the multi-family development known as Sutton Place located in East Providence, Rhode Island.

RESOLVED: that the foregoing resolution is subject to the following conditions:

- Approval and closing of financing from RIHousing and any other lender.
- Final approval by RIHousing of construction plans, specifications, and supporting construction documentation.
- Execution and delivery by ONENB of a Construction Completion Guaranty in form and substance satisfactory to RIHousing.
- Completion of all items required for closing of the PLPF loan in accordance with normal underwriting and processing requirements.

RESOLVED: that the Executive Director, the Deputy Executive Director and the Director of Development, each acting singly, be and hereby is authorized and directed to take any and all actions they deem necessary and appropriate to carry out the forgoing resolution.

Approval of HomeSafe Program Funding Awards

Ms. Ventura recognized James Comer, Deputy Executive Director, who presented this request.

Mr. Comer stated that this request is for approval of a transfer of funds in the amount of \$600,000 from the Affordable Housing Trust Fund to the Rhode Island Housing Mortgage and Finance Corporation (“RIHousing”) for purposes of funding the HomeSafe Program (“HSP”). The HomeSafe Program was established by RIHousing in 2020 to provide one-time financial support to

assist low-income households facing a short-term housing crisis. HSP was launched with an initial investment from the Affordable Housing Trust Fund, which has been fully committed and successfully deployed. Also included in this Request for Action is the approval of a new round of HSP grant awards. Updated HSP program guidelines describing eligible activities, households and programming are included as Attachment C, which attachment is included as part of the February 18, 2021 Affordable Housing Trust package.

On February 1, 2021, RIHousing issued a Request for Proposals (“RFP”) seeking qualified agencies to administer HSP cash assistance. The RFP was posted on the RIHousing website, social media, and sent to approximately 800 organizations, municipalities, property managers, developers and interested parties via an email announcement. RIHousing received 14 proposals from service organizations and community development corporations. Funding requested totaled \$1,650,900.

A committee consisting of the Deputy Executive Director and staff from the Leased Housing and Rental Services Division of RIHousing conducted a review of each proposal in accordance with the criteria set forth in the RFP. Based on these rankings, the committee recommends funding be awarded to the programs described at Attachment A.

Staff recommends the approval of the resolution set forth at Attachment B, which authorizes a transfer of funding in the amount of \$600,000 to support the HSP programs set forth at Attachment A.

Following the presentation, Ms. Ventura asked for a motion and second for the Approval of HomeSafe Program Funding Awards.

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

Commissioner Orth remarked that he understood that the HomeSafe Program is designed to fill the gap in circumstances where the customer does not qualify for the federal assistance program and asked if that was correct. Mr. Comer confirmed that is the case, explaining that it’s also a matter of timing of when the funds are approved and distributed. Mr. Comer said that this program was created to meet the additional needs in the state and for the funds to be a buffer until other assistance is received.

Commissioner Orth mentioned that as the RentReliefRI Program will be rolling out on April 1 if the funds are targeted to a certain sector. Mr. Comer responded that it will be on a first come, first serve basis to fund as many residents as possible.

Chairman Retsinas observed that there are a lot of programs designed to assist the population and wanted to know how confident staff is, that from one program to another, there won’t be errors or duplication in funding sources. Mr. Comer explained that RIHousing has been administering the HomeSafe and similar programs, has experience in the process, so he is confident that any kinks and obstacles have been addressed.

Ms. Ventura stated that this is the program of last resort. The Corporation’s priority is to expend the federal dollars before the deadline. This program is designed to help with the down payment on rent for an apartment and similar requests that are not allowed under the federal funds.

Subsequent the discussion, Ms. Ventura asked Ms. Clement, General Counsel, to conduct a roll call vote of the Trustees, eligible to vote. The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement, General Counsel, then stated that the following resolution was unanimously approved:

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

WHEREAS: the Affordable Housing Trust Fund (“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; and

WHEREAS: RIHousing staff has established the HomeSafe Program (the “Program”) to provide emergency housing assistance in accordance with the program guidelines set forth at Attachment C; and

WHEREAS: funding of the Program in an amount not to exceed \$600,000 will assist in the preservation of stable housing in Rhode Island; and

WHEREAS: RIHousing has issued a Request for Proposals under a competitive process to seek participating agencies to administer HomeSafe Program funding; and

WHEREAS: staff reviewed the proposals according to the ranking criteria outlined in the Request for Proposals and have determined that six (6) of the proposed programs best meet the objectives of the HomeSafe Program.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that the Affordable Housing Trust Fund, acting by and through its Trustees, be, and is hereby authorized, to (i) commit up to \$600,000 to the HomeSafe Program described at Attachment C and (ii) transfer such funds to RIHousing for purposes of funding the HomeSafe Program;

RESOLVED: that the organizations set forth at Attachment A be and hereby are approved to receive awards of grant funding under the HomeSafe Program in the amounts specified at Attachment A, subject to any administrative adjustments as the Executive Director determines to be necessary and reasonable, provided that the total amount awarded to all recipients under this funding round shall not exceed \$600,000; and

RESOLVED: that the Executive Director and the Deputy Executive Director of RIHousing, 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.

Attachment A

Proposed FY 2021 HomeSafe Program Funding Awards

Organization	Location	Award
Neighborworks Blackstone River Valley	Statewide	\$250,000
Housing Network of Rhode Island	Statewide	\$100,000
Sojourner House	Statewide	\$75,000
Family Service of Rhode Island	Statewide	\$75,000
Central Falls Housing Authority	Central Falls	\$50,000
Crossroads Rhode Island	Statewide	\$50,000
	TOTAL	\$600,000

Approval of Delegation of Signatory Authority

Ms. Ventura introduced Cristen Raucci, Senior Counsel, who gave this presentation.

Ms. Raucci stated that this Request for Action (“RFA”) is for authorization of designated officers and/or employees of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to execute documents in the name of and on behalf of the Affordable Housing Trust Fund.

RIHousing is the Grantor under a Trust Agreement dated July 1, 1988 which, as amended and restated, established the Affordable Housing Trust Fund (the “Trust”). Pursuant to Article II of the Trust, the Trust grants to the Trustees the power to delegate the administrative and investment responsibilities of the Trust to a responsible person or persons, which may include the Grantor.

To increase efficiencies in the administration of the Trust and its programs, the Trustees seek to delegate signatory authority to the Executive Director, or her or his designee, the Deputy Executive Director and the Chief Financial Officer.

After the presentation, Ms. Ventura asked for a motion and second for the Approval of Delegation of Signatory Authority.

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

Chairman Retsinas inquired if there's a particular reason why the approval designates specific individuals and not the job title. Ms. Raucci deferred the question to Nicole Clement, General Counsel. Ms. Clement responded that the language in the Affordable Housing Trust Fund documents require that distinction. The General Counsel stated that she would be happy to review the Trust documents to evaluate amending the language.

Following the discussion, Ms. Ventura asked Ms. Clement, General Counsel, to conduct a roll call vote of the Trustees, eligible to vote. The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement, General Counsel, then stated that the following resolution was unanimously approved:

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

WHEREAS: the Affordable Housing Trust Fund (the "Trust") 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; and

WHEREAS: Article II of the Trust grants to the Trustees the power to delegate its administrative and investment responsibilities to a responsible person or persons; and

WHEREAS: the Trustees of the Trust are Nicolas P. Retsinas, Carol A. Ventura and Kara Lachapelle; and

WHEREAS: the Trustees desire to delegate signatory authority to designated officers and/or employees of RIHousing to enter into any agreement or to execute and deliver any instrument in the name of and on behalf of the Trust, which may be entered into by the Trust under Rhode Island law.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that the Executive Director, or her or his designee, the Deputy Executive Director and the Chief Financial Officer (collectively, the "Designees"), each

acting singly, be and hereby is authorized, empowered and directed to execute and deliver any and all agreements, contracts, certificates, commitments, discharges, amendments, or other instruments of any type in the name of and on behalf of the Trust, in furtherance of any actions by the Trust authorized from time to time by the Trustees.

RESOLVED, that the Designees, 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 to carry out the foregoing resolution; and

RESOLVED: that all prior actions taken by the Trustees and Designees that are consistent with the authority conferred herein are hereby expressly ratified and confirmed.

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

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

Ms. Ventura then asked General Counsel, Ms. Clement, to conduct the roll call vote. Ms. Clement conducted a roll call of the Trustees.

The Trustees voted as follows:

Trustee Retsinas	Aye
Trustee Ventura	Aye
Trustee Lachapelle	Aye

Ms. Clement stated that the motion to adjourn the meeting was unanimously approved. Ms. Ventura thanked everyone for participating and the meeting was adjourned at 11:19 a.m.

Respectfully submitted,

Carol Ventura,
Secretary and Executive Director