

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

June 18, 2020

A Regular Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, June 18, 2020 at 9:00 a.m. The meeting was held via telephone conference call pursuant to Executive Order 20-46, as may be renewed, modified or superseded.

Carol Ventura, Executive Director, 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 and (ii) except for the Board of Commissioners and specific RIHousing staff, all callers will be muted during the meeting. Mr. Rotella announced that if during the meeting, anyone had technical difficulties with audio or accessing the call, they should call (401) 457-1240.

Next, Nicole Clement, General Counsel provided additional information for those participating in the meeting. Ms. Clement stated that (i) pursuant to Executive Order 20-46, as may be renewed, modified or superseded the meeting was being held via teleconference, (ii) members of the public could visit the RIHousing website to view the agenda and information on the actions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 stated that Chairman Retsinas would preside over the meeting and requested that any Commissioner or staff to state their name prior to speaking and to mute the telephone if not speaking. She then invited Chairman Retsinas to call the meeting to order.

A quorum being present, Chairman Retsinas introduced himself, officially called the meeting to order at approximately 9:08 a.m. and thanked everyone for their participation. Chairman Retsinas then invited Ms. Ventura to proceed with the roll call of Commissioners and RIHousing staff (in attendance).

Ms. Ventura then conducted a roll call vote of Commissioners and staff participating in the meeting. Commissioners participating via conference call were: Chairman Nicolas P. Retsinas; Kevin Orth; Brett Smiley, Director of the Department of Administration; LeeAnn Byrne, Designee for General Treasurer Seth Magaziner; Elizabeth Tanner, Director of the Department of Business Regulations; Stephen P. McAllister and Maria Barry.

RIHousing staff participating were: Carol Ventura, Executive Director; James Comer; Deputy Executive Director; Kara Lachapelle, Chief Financial Officer; Lisa Primiano, Chief Operating Officer; Leslie McKnight, Assistant Deputy Director - Loan Servicing; Eric Shorter, Director of

Development; Peter Pagonis, Director of Homeownership; Christine Hunsinger, Assistant Deputy Director External Affairs, Policy & Research; and Nicole Clement, General Counsel.

Ms. Ventura acknowledged Ray Neirinckx, Housing Commission Coordinator, State of Rhode Island Office of Housing and Community Development and Sharon Morris, Executive Director of Omni Development as invited participants for the teleconference. Also present on the call 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 Board of Commissioners 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/board-meeting-june/>.

Approval of Minutes of Board Meeting held on May 13, 2020

Chairman Retsinas asked for a motion and a second for the approval of the Board of Commissioners minutes held on May 13, 2020. A motion was made by Commissioner Tanner and seconded by Commissioner Barry. There being no discussion, Nicole Clement, General Counsel conducted a roll call vote of the Commissioners. The commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

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

VOTED: That the minutes of the Board Meeting held on May 13, 2020 hereby are approved.

Chairman's Remarks

Chairman Retsinas did not have anything to report.

Executive Director's Review of Recent Activities and Trends

Carol Ventura, Executive Director, greeted everyone and proceeded with an update on the Corporation's activities.

Homeownership. Ms. Ventura was happy to report that despite the challenges of doing business in the present environment, staff has seen an improvement in the market. First mortgage closings increased from 105 in April 2020 to 126 in May 2020. Year-to-date units exceeded last year's production for the five months ended 5/31 by almost 5%, while dollar volume increased by 18%. In Rhode Island, the median sales price rose 7.5% year-over-year in

the single-family property category in April. This change represents the sixth highest in the nation.

Ms. Ventura also noted that her report includes a chart illustrating the states with the highest price growth.

Ms. Ventura then announced that RIHousing plans to relaunch the Hardest Hit Fund (HHF) program. Staff has submitted a proposal to Treasury requesting the reallocation of \$2 million from HHF administrative funds to program funds to assist Rhode Island homeowners experiencing unemployment due to the Covid-19 pandemic. The Mortgage Payment Assistance Unemployment Program will provide up to six months of mortgage payments to eligible applicants to provide relief until they go back to work or obtain new employment.

Loan Servicing. Ms. Ventura stated that in May 2020, staff saw an increase in overall delinquency of 758 delinquent loans for a total of 1,701 delinquent loans out of any active portfolio of 12,718 loans.

Since March 18, 2020, 1,394 RIHousing borrowers have reached out to the Loan Servicing Division looking for forbearance assistance in making their mortgage payments due to financial hardship related to COVID-19. One hundred twenty (120) of those borrowers have decided they no longer need assistance due to stimulus relief resulting in 1,274 active forbearance agreements as of June 4, 2020.

Development. Ms. Ventura stated that the Barbara Jordan II Apartments developer selection process began over two (2) years ago, included an extensive community engagement component, rigorous staff evaluation of proposals and the review and unanimous approval from an outside selection committee. Ms. Ventura was pleased to inform the Commissioners that today's request for approval by the RIHousing Board of Commissioners marks the next phase of the effort to redevelop these foreclosed and vacant properties. Ms. Ventura thanked the partners, stakeholders and staff for their work on the selection of a developer. Ms. Ventura acknowledged the Barbara Jordan II Selection Committee comprised of Bonnie Nickerson, Director of the City of Providence, Department of Planning and Development, Ray Neirinckx, Housing Commission Coordinator, State of Rhode Island Office of Housing and Community Development, Jeanne Cola, Executive Director of LISC, Melissa Sanzaro, Executive Director of Providence Housing Authority and Raul Moore, a former Senior Vice President, of Enterprise Community Investment, Inc.

Leased Housing. Ms. Ventura shared an update on the HomeSafe Program, which provides a one-time temporary financial assistance to eligible Rhode Island residents facing a short-term housing crisis. Assistance is available for COVID-19 and non-COVID-19 emergencies. RIHousing has issued over \$60,000 in payments through approved community partners to assist 56 families in the State of Rhode island.

Ms. Ventura referred the Commissioners to the chart illustrated in the Executive Directors' report and noted the numerous partners and agencies that RIHousing is working with. She also thanked the Board of Commissioners for their support.

Ms. Ventura then stated that on the Federal level, Rhode Island has received the entirety of the \$250 million in Coronavirus Relief Funds allocated through the CARES Act. The state and entitlement communities have also received the entirety of funds for ESG (\$11.2 million) and Public Housing Operating Funds (\$5.9 million). The state and entitlement communities have received the first rounds of funding for HCVP (\$2.3 million) and CBDG (\$14.4 million); timelines and allocations for additional funding has not been determined.

Continuing, Ms. Ventura announced the Rhode Island House and Senate are tentatively planning to consider a supplemental budget for the current fiscal year the week of June 15. The bill would address a major shortfall in the current-year budget (approximately \$235 million) that must be addressed before the end of the fiscal year. The Legislature plans to return to session at a later date to address the Fiscal Year 2021 budget.

Additionally, Ms. Ventura informed the Commissioners that the State's FY2020 supplemental requested transfer of \$1.5 million from RIHousing was processed in April.

Ms. Ventura was excited to report that the Finance Department successfully executed a new bond issuance for the Homeownership Opportunities Bond Program. This bond sale will provide \$58 million of financing for new first-time homebuyer mortgage loans.

This issuance had been scheduled to go to market in mid-March but was rescheduled due to COVID-19 related market disruptions. Utilizing the TBA channels as a substitute funding source allowed the Corporation to continue funding loans while waiting for a municipal bond market that was functioning and favorable for issuance. As a result of being able to reschedule the issuance, RIHousing was able to achieve financing rates almost 1.5% lower than if issued when initially planned. This favorable execution will allow the Corporation to continue to offer low interest rates to Rhode Islanders buying their first homes.

Finally, Ms. Ventura asked if anyone had any questions. Chairman Retsinas congratulated staff and the Finance team on the successful bond issuance.

At this point of the meeting, Ms. Ventura announced that Commissioner Smiley was present on the call but had been muted so could not participate. Ms. Ventura respectfully requested that CJ Rotella, Director of Information Technology unmute Commissioner Smiley. Mr. Rotella effectively unmuted Commissioner Smiley.

Commissioner Orth was curious to know what staff projects for the single-family pipeline and if staff is exploring developing a refinance product for the borrowers.

Peter Pagonis, Director of Homeownership, announced that the loan origination pipeline is doing very well with \$30 million in funding projected. RIHousing does offer a refinance product through Fannie Mae and a streamlined version for FHA loans. The Corporation also has two (2) additional non-streamlined products for cash out refinances.

Commissioner Orth also asked what percentage of borrowers could utilize those options. Mr. Pagonis emphasized that about 25% of those borrowers can save money, however, it's important to note that a good portion of RIHousing's borrowers are starting with 100% financing.

Commissioner Barry asked Mr. Shorter about the importance of the bond funds. Mr. Shorter explained that those funds are a critical component to the execution of projects. The Capital Magnet Fund and preservation funds are essential for financing deals.

Ms. Ventura remarked that the Corporation is not experiencing any softening or lack of demand in the market. Presently there is no downturn.

Approval of External Charitable Donations and Contributions

Carol Ventura, Executive Director, gave this presentation.

Ms. Ventura stated that the request was for approval and ratification of external Charitable Donations and Contributions of Rhode Island Housing and Mortgage Finance Corporation ("RIHousing") pursuant to the Quasi-Public Corporations Accountability and Transparency Act, Chapter 155 of Title 42 of the Rhode Island General Laws (the "Act").

RIHousing is a public corporation of the State of Rhode Island. In carrying out its statutorily-defined public purposes, RIHousing collaborates with a number of organizations that share and advance its mission. In some instances, RIHousing is asked to financially support programs and activities of organizations engaged in activities that are consistent with and further its public purposes. RIHousing is often invited by its community partners to attend or gain recognition at community events, such as annual meetings or fundraisers, where our organizational presence is necessary or desirable.

At its meeting of December 11, 2014, the Board of Commissioners adopted the Handbook of Policies and Procedures to Ensure Accountability (the "Handbook") pursuant to the Act. Section C of the Handbook sets forth RIHousing's policy on charitable and civic donation. This Section provides that, consistent with the Act, all Charitable Donations and Contributions must be approved or ratified by the full Board of Commissioners at an open meeting.

Attachment A, which attachment is included as part of the June 18, 2020 Board of Commissioner package, sets forth events for which RIHousing has or will make a charitable donation or contribution. This Attachment A identifies the recipient of the expenditure, the amount of the expenditure, the nature of the event, the reason for supporting the event or recipient, each Commissioner or employee who will receive any benefit from the expenditure, and the general ledger account number where the expenditure will be recorded in RIHousing's accounting system. None of these expenditures require any disclosure under the Rhode Island Code of Ethics.

RIHousing's support of the work of the organization(s) listed on Attachment A furthers its corporate purposes of encouraging and stimulating the development of housing to alleviate the

shortage of safe and sanitary residential housing for low- and moderate-income persons as set forth in R.I.G.L. §42-55-2(a). For example, the Greater Providence Chamber of Commerce (“GPCC”) is a business advocacy organization formed to ensure that businesses in the greater Providence area continues to expand and thrive. The 2020 Virtual Congressional Breakfast provides an opportunity to discuss with legislative leaders the many critical issues facing the business community. The work of this organization furthers and supports the mission of RIHousing.

Commissioner Smiley stated that the Management Committee discussed the request, had no comments and recommended approval.

Chairman Retsinas asked for a motion and a second for the approval of External Charitable Donations and Contributions.

A motion was duly made by Commissioner Smiley and seconded by Commissioner Designee Byrne. There being no discussion, Nicole Clement, General Counsel conducted a roll call vote of the Commissioners. The commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Smiley	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

Ms. Clement announced that the following resolution was unanimously adopted:

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

Whereas, the legislative findings set forth in Rhode Island Housing and Mortgage Finance Corporation’s (“RIHousing”) enabling act (R.I.G.L. §42-55-2(a)) provide that the serious shortage of safe and sanitary residential housing leads to environmental decline, depreciated value, reduced tax-paying capacity and impaired investment in the communities of the state; and

Whereas, RIHousing is authorized by statute to take action to encourage new housing in an orderly and sustained manner and to encourage and stimulate the construction of such housing through public financial support; and

Whereas, the organization(s) set forth in Attachment A presented at this meeting have asked RIHousing to provide financial support of their activities as described in Attachment A; and

Whereas, the organization(s) set forth in Attachment A plays an important role in supporting community revitalization and the development of affordable homes for low- and moderate-income families and individuals and policies that impact RIHousing’s mission; and

Whereas, RIHousing staff has reviewed the request for financial support and determined that it is consistent with RIHousing’s legislative purposes; and

Whereas, Attachment A sets forth the information required by the Quasi-Public Corporations Accountability and Transparency Act, Chapter 155 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that the expenditure(s) set forth in Attachment A are consistent with and in furtherance of the mission and policy initiatives of RIHousing.

Resolved, the expenditure(s) set forth in Attachment A are hereby approved and ratified.

Resolved, that the Executive Director, Deputy Executive Director and the Chief Operating Officer, each acting singly, are hereby authorized and directed to take any and all actions they deem necessary and appropriate to carry out the forgoing resolutions.

Approval of Developer for Barbara Jordan II Apartments (Providence)

Ms. Clement, General Counsel, recognized Eric Shorter, Director of Development, who presented the request.

Mr. Shorter said that this request is for approval to designate a developer for the acquisition and redevelopment of Barbara Jordan II Apartments (“BJII” or the “Development”).

BJII is an existing scattered site family housing development consisting of 74 units in 26 walk-up apartment buildings on multiple streets in 2 areas of South Providence. The first area, referred to as the “north area” and comprised of 18 buildings, is primarily bounded by Pine, Somerset, Hayward and Pearl Streets. The second area, the “south area,” is comprised of 8 buildings and is focused primarily along Taylor Street.

On April 24, 2018 the U.S. Department of Housing and Urban Development (“HUD”) foreclosed on the original owner of BJII. In June 2018, to ensure the revitalization and redevelopment of BJII, HUD transferred ownership of the property to the Rhode Island Housing Development Corporation (“RIHDC”), a subsidiary of the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) and required the redevelopment to be completed by December 2020. Due to a lengthy request for proposal (“RFP”) and community engagement process, RIHousing will seek an extension of the December 2020 redevelopment deadline from HUD. RIHousing, in concert with HUD and the PHA, helped to facilitate the relocation of the

34 families still living at BJII at the time of the foreclosure. The buildings have been vacant since 2018.

In April 2018, RIHousing engaged Camiros, Ltd. (“Camiros”), who partnered with Borderless Studio LLC, to conduct a community engagement process. The BJII community engagement process (the “Community Engagement Process”) was designed to foster a meaningful dialogue with residents, anchor institutions, neighborhood organizations and other stakeholders located in the upper south side of Providence to create a vision for the redevelopment of BJII. These stakeholders participated in a full range of public engagement activities over a seven-month period. At the conclusion of the Community Engagement Process, Camiros issued a Community Engagement Process summary report, which helped shape the criteria in the RFP to select a developer.

In June 2019, RIHousing issued an RFP to designate a qualified developer for the redevelopment of BJII. The RFP was posted on the RIHousing website, the State of Rhode Island purchasing website, a RIHousing website specifically dedicated to BJII and sent to approximately 578 recipients, including developers and participants in the community engagement process via an email announcement. The RFP set forth RIHousing’s goal to promote the redevelopment of BJII in a way that will:

- Revitalize vacant, abandoned and blighted properties in the upper south side of Providence;
- Increase the number of housing opportunities including homeownership and rental in the City of Providence;
- Provide housing opportunities for a range of household sizes and incomes;
- Promote the development of commercial and public facilities appropriate for the neighborhood;
- Incorporate best practices regarding safety and accessibility, particularly crime prevention through environmental design (“CPTED”) standards;
- Ensure an affordability period of more than 30 years for all affordable units; and
- Encourage the participation of up to 50% of MBE/WBE Rhode Island based construction firms.

Paramount among the resident and community concerns incorporated into the evaluation criteria for the RFP were the developer’s ability to turn around under-performing properties as well as the quality and responsiveness of the property management entity. Other evaluative factors in the RFP included:

- the developer’s experience and commitment to community engagement and working together with residents and community partners;
- the development team’s past experience with multi-family affordable housing, management, and operational practices;
- the experience and financial capacity of the development team members;

- the availability of debt and equity resources needed for the acquisition and rehabilitation of the properties; and
- the anticipated marketability of the proposal.

As part of the RFP process, an external selection committee (the “Selection Committee”) was created to review the proposals and select a developer. The Selection Committee was comprised of representatives from the City of Providence, Providence Housing Authority (“PHA”), Local Initiatives Support Corporation (“LISC”), the RI Housing Resources Commission (“HRC”), RIHousing staff and a retired executive with Enterprise Community Investment, Inc. Several of the members of the Selection Committee also participated in the Community Engagement Process.

The RFP included threshold criteria and evaluation criteria. The 4 threshold criteria were (i) readiness to proceed (ii) financial feasibility, (iii) development team capacity and (iv) demand/marketability. A project had to meet all 4 threshold criteria in order to be evaluated.

RIHousing received 6 responses to the RFP from the following entities: Omni America, LLC, Trinity Financial, Inc., Dakota Partners, Inc., S.W.A.P., INC. (STOP WASTING ABANDONED PROPERTY) (“SWAP”), a joint venture partnership proposal from Omni Development Corporation (“ODC”) and The Wingate Companies, LLC (“Wingate,” together with ODC, referred to collectively as “Omni/Wingate”), and a joint venture partnership proposal from WinnDevelopment and Crossroads Rhode Island.

Staff of RIHousing analyzed the RFP responses against the evaluation criteria. Two of the proposals did not pass threshold criteria and were disqualified. The remaining 4 proposals were further analyzed and scored. The 4 proposals were competitively ranked on each evaluation factor. RIHousing staff presented the 4 proposals to the Selection Committee. The Selection Committee subsequently interviewed each applicant over a 2-week period in March 2020. Subsequent to the interviews, the Selection Committee narrowed the field to the 2 proposals that best met the concerns voiced by the community, the SWAP and Omni/Wingate proposals. SWAP and Omni/Wingate were then given 30 days to respond to questions and feedback from the Selection Committee. RIHousing staff then evaluated the proposal responses and provided their recommendation to the Selection Committee. The Selection Committee evaluated the recommendation and unanimously approved Omni/Wingate as the selected developer for BJII.

Both SWAP and Omni/Wingate have a strong presence in the neighborhood as well as reliable past performance as partners on other developments. Both proposals exhibited strong financial viability, however, each will require further refinement to secure preliminary commitment of financing within the next year. Notwithstanding these similarities, there were 2 primary factors that differentiated the Omni/Wingate proposal. The first is the deep property management resume that Wingate brings to the redevelopment effort. HUD had indicated a preference in the selected developer possessing substantive experience owning and/or managing properties of similar size. Wingate has over 30 years of top-to-bottom property management experience. Wingate manages over 15,000 residential apartments in 18 states and 1,500 units in 19 developments in Rhode Island. The second is Omni/Wingate’s transformational design which

envisions demolishing all of the existing properties and replacing them with new energy efficient buildings that provide modern amenities for an enhanced tenant experience. These 2 factors were of paramount importance to the Selection Committee, which was representing the larger stakeholder community.

Additionally, both ODC and Wingate have strong balance sheets and collectively make a strong, attractive partner for any number of syndicators. As a result of the COVID crisis, staff has had several conversations with syndicators who have stressed the importance of strong balance sheets and the ability to have significant liquidity for guarantees as well as, relationships, and track record.

Staff is recommending that the Board of Commissioners approve the attached resolution approving the Omni/Wingate partnership as the development entity for the redevelopment of BJII.

Commissioner Orth confirmed that the Credit Committee discussed the request and was impressed with the presentation. The Credit Committee received input from Bonnie Nickerson, Director of the City of Providence, Department of Planning and Development and Ray Neirinckx, Housing Commission Coordinator, State of Rhode Island Office of Housing and Community Development. Commissioner Orth remarked that the entire process was well done, it encompassed a thorough community engagement forum and was open and transparent. Continuing, Commissioner Orth said that the website created specifically for Barbara Jordan II provided a platform that was easily accessible and contained detailed information. He thanked everyone engaged in the process and noted that it was a labor intense endeavor. Commissioner Orth also recognized the Selection Committee for their efforts and announced that the selection of Omni/Wingate was unanimously endorsed by the Credit Committee.

Ms. Ventura then announced that Bonnie Nickerson, Director of the City of Providence, Department of Planning and Development, and a member of the selection committee, was not able to attend the meeting but submitted written comments for the Board of Commissioners.

Ms. Ventura then invited Mr. Shorter to read the following statement from Ms. Nickerson:

“As a member of the Steering Committee for the Barbara Jordan II project, I would like to thank Rhode Island Housing staff for a thoughtful and thorough process, from the community engagement lead by Camiros, through the interviews and deliberations with the committee. The Onmi Providence team submitted the best proposal, in my view, and the one that was most responsive to the RFP and to priorities that were outlined in the community engagement process. The Onmi Team’s emphasis on excellent design, project management and resident services made the proposal stand out among the several strong proposals that were received. The Barbara Jordan II project is a top priority for the City of Providence and will be truly transformative for the neighborhood. We are ready to lean in on this project and work as a partner with RI Housing and with Omni to make the project a success.”

Next, Mr. Shorter introduced Ray Neirinckx, Housing Commission Coordinator, State of Rhode Island Office of Housing and Community Development and a member of the selection

committee and Sharon Morris, Executive Director of Omni Development. Mr. Shorter then invited Ray Neirinckx to share a few words on the selection process.

Mr. Neirinckx stated that the Barbara Jordan II experience brought him full circle. He was around when Barbara Jordan II first opened and Chairman Retsinas was Executive Director of RIHousing. He also watched the deterioration of the development and its ultimate failure. Mr. Neirinckx said that it is truly rewarding to see the redevelopment come to fruition.

Mr. Neirinckx expressed his appreciation to Mr. Shorter for his time and patience in dealing with numerous emails regarding illegal dumping and for securing the property. He commended Camiros, Ltd. on the outstanding job performed in the community engagement process. He indicated that they were responsive, attentive and listened to the concerns and issues voiced. RIHousing also did a great job listening to the Selection Committee and for staff's commitment to producing safe, sanitary affordable housing in a community of color. He also praised the recommended selection of Omni/Wingate as the developer. The renovations Omni/Wingate achieved on Phoenix Renaissance is a tribute to their dedication to housing. The passing of Joe Caffey, Omni's previous Executive Director was extremely sad, but Mr. Neirinckx applauded the hiring of Sharon Morris to head the organization. In closing, Ray Neirinckx said that he is very proud of the process and appreciated everyone's efforts.

Mr. Shorter then recognized Sharon Morris who thanked the Board of Commissioners and staff for their consideration. She stated that being selected as the developer for Barbara Jordan II is exciting. This is an opportunity to revitalize an important piece of South Providence. Ms. Morris said that she grew up in the neighborhood and some of her family and friends resided at the development. She is proud of the community and was saddened to see Barbara Jordan II in disrepair. The goal is to build new construction for serving the 30%-80% AMI population. The focus is on transforming the neighborhood and providing on site services for the residents. Ms. Morris previously worked for the National Equity Fund and saw personally the benefits residents obtained from onsite services. Those services help improve the residents' station in life, builds a stronger community while also providing a safe place to live.

Following the presentation, Chairman Retsinas asked for a motion and a second for Approval of Developer for Barbara Jordan II Apartments (Providence).

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

Chairman Retsinas recused/abstained from the discussion or vote of this application as he is also Chairman of the Providence Housing Authority.

Ms. Clement, General Counsel, then conducted a roll call vote of the Commissioners, eligible to vote. The Commissioners voted as follows:

Chairman Retsinas	Abstained
Commissioner Smiley	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye

Commissioner McAllister Aye
Commissioner Barry Aye
Commissioner Designee Byrne Aye

Ms. Clement stated that the following resolution was adopted with six (6) votes in favor, one (1) abstention and zero (0) nay votes. Chairman Retsinas abstained from the vote.

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

WHEREAS, in 2018, the U.S. Department of Housing and Urban Development foreclosed on the Barbara Jordan II Apartments located in Providence, Rhode Island (the “BJII” or the “Development”), and transferred ownership of the property for redevelopment to the Rhode Island Housing Development Corporation (“RIHDC”), a subsidiary of the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”);

WHEREAS, RIHousing issued a Request for Proposals (“RFP”) seeking a developer for the acquisition and redevelopment of BJII; and

WHEREAS, in response to the RFP, RIHousing received 6 proposals to redevelop BJII; and

WHEREAS, the staff has completed a thorough evaluation of the 6 proposals submitted for the redevelopment; and

WHEREAS, RIHousing senior staff, in deliberation with a Selection Committee comprised of community stakeholders, has determined that the partnership of Omni Development Corporation and The Wingate Companies, LLC (collectively “Omni/Wingate”) submitted the proposal that best meets the goals of RIHousing, HUD and the external selection committee in accordance with the criteria set forth in the RFP for the selection of a developer.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing does hereby approve and designate the Omni/Wingate partnership as the development entity for the redevelopment of Barbara Jordan II Apartments located in Providence, Rhode Island.

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

- HUD approval of the property conveyance to Omni/Wingate and the redevelopment plan;
- Omni/Wingate’s satisfaction, in the sole judgment of RIHousing, of all terms and conditions set forth in the RFP;

- an initial funding application for resources necessary to the redevelopment of BJII must be submitted to the applicable funding entity, with preliminary approval of funding received within 12 months of this designation;
- Omni/Wingate must close on all financing and take title to the properties within a timeframe satisfactory to HUD and RIHousing;
- RIHousing approval of all development team members;
- RIHousing approval of the construction budget, scope of work, and construction contractor;
- RIHousing approval of the operating budget for the Development;
- Omni/Wingate and the selected development team members will continue to participate in the community engagement process;
- Omni/Wingate agrees to purchase the Development for no less than the amount in their initial proposal;
- Omni/Wingate must include a resident services coordinator/community outreach specialist; Tenant Management Committee; and Neighborhood Improvement Association in the planning, implementation and operational phases of the redevelopment; and
- Omni/Wingate and the approved development team must meet all HUD requirements as may be prescribed, including the terms, covenants, restrictions set forth in the contract of sale by and between HUD and RIHDC.

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

Approval of the Proposed 2021 Qualified Allocation Plan (QAP)

Mr. Shorter also presented this request. He mentioned that the 2021 proposed changes are more cosmetic than substantive. Staff has updated language to make it current along with removal of obsolete criteria, included points for the addition of broadband access and incorporation of a onetime set aside for a property that has been foreclosed by HUD and has community impact. Staff has also designed the Qualified Allocation Plan to align with the 2021-2024 Consolidated Plan.

Continuing Mr. Shorter said that pursuant to the Revenue Reconciliation Act of 1989, each low-income housing tax credit (“LIHTC”) allocating agency must adopt a Qualified Allocation Plan (the “Plan” or “QAP”) that establishes the priorities and criteria for both allocating and monitoring LIHTCs. The allocating agency must conduct a public hearing and a subsequent

public comment period on the Plan prior to the Plan being finalized and presented to the Governor for approval.

Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has administered the LIHTC program in Rhode Island under a Plan that was first adopted in January 1990. The Plan was last amended in August 2019. The 2021 Plan is being adopted as a guidance document in accordance with the Rhode Island Administrative Procedures Act. Rather than being filed with the Office of the Secretary of State, the Plan will be immediately available on the RIHousing website.

Staff has proposed the changes summarized below to the following sections of the Plan. These changes seek to amplify and explain our goals and procedures.

SECTION	CHANGE	REASON
Section I(A)	Modified program overview language	Eliminated some program history that was not relevant; clarified difference between 9% and 4% LIHTC
Section I(B)	Updated annual allocation	To reflect most current available data
Section I(C)(2)-(3)	General information updated; housing needs updated	To reflect the proposed consolidated plan for 2020-2024, current information and current state data
Section I(D)	Clarify lock-in information for applicable tax credits	Confirm fixed 9% rate; delete language no longer applicable
Section I(E)(3)	Clarify rent restrictions associated with average income requirements	Reflect recently released HUD average income rent data
Section II(A)	Update funding round schedule	Update for current year
Section II(B)	Additional guidance for applicants	Ensure applicants are familiar with most current requirements of the QAP and Developer’s Handbook
Section II(C)	Added a HUD Foreclosure and Community Impact set-aside	To incentivize re-development of HUD foreclosed properties consisting of 74 units or more of family housing with significant community impact
Section II(C)	Minimum score requirement for set-aside application	To eliminate unfair advantage of a set aside
Section III(A)(1)	Add clarifications and detail to Developer Team Capacity Threshold Criteria regarding LIHTC experience	Provide guidance to assist applicants in providing necessary supporting information to meet Threshold Criteria requirements

Section III(A)(2)	Add clarifications and detail to Financial Feasibility Threshold Criteria review to assist applicants' understanding of RIHousing review	Provide guidance to assist applicants in providing necessary supporting information to meet Threshold Criteria requirements
Section III(B)	Clarification of financial leveraging	Explicitly identify hard debt in this category
Section III(B)	Comprehensive Community Development: Add a point for the provision of free broadband access to each residential unit	Minimize the digital divide and ensure connectivity for residents of LIHTC units
Section III(B)	Efficiency: Clarify eligibility for RNC Tier II and Energy Star points	Provide guidance to assist applicants in providing necessary supporting information
Section III(B)	Efficiency: Modify points for Photo Voltaic or other renewable sources.	Ensure that more than a token investment is made in exchange for being awarded points under this category.
Section III(B)	Negative Points: add negative points for failure to comply with previous commitment (and awarding of points) for Utility Benchmarking Services	Ensure that applicants are held responsible for commitments made under previous scoring rounds.
Section III(C)	Updates narrative detail to the criteria in the scoring section	Clarifications and discussion of the scoring criteria
Section VII	Changes to the compliance monitoring requirements	To comply with Treasury Regulations
Section VII(B)	Updates to Certifications and Reporting Requirements	Clarifications and clean-up in regard to average income

The Plan underwent substantial changes in 2019 with subsequent minor changes in 2020. The 2021 Plan seeks to build on those changes with a focus on 3 areas: enhancing developer capacity, providing access to high-quality housing for low- and moderate-income households and increasing energy efficiency. Virtual and telephonic meetings are scheduled with stakeholders in the month of June and feedback from the community will be solicited during the public comment period.

The proposed Plan is attached as Attachment B, which attachment is included as part of the June 18, 2020 Board of Commissioner package. As part of its review and recommendation to the board, the Credit Committee of the RIHousing Board of Commissioners has reviewed and approved the proposed changes to the Plan.

The 2021 Plan will become final upon (i) the expiration of the public comment period; (ii) final approval by the Board of Commissioners of the 2021 Plan (including any changes reflective of

public comments received and/or comments from the Credit Committee); (iii) approval by the Governor; and (iv) posting to the RIHousing website.

The public comment period will begin on or about June 22, 2020. A public hearing will be held no sooner than thirty (30) days following the publication of the proposed 2021 Plan, with final submission to the Board of Commissioners expected in August 2020.

Staff recommends that the Board of Commissioners approve the attached resolution authorizing publication of RIHousing's notice of its intent to approve and adopt the Plan as set forth in Attachment B, which attachment is included as part of the June 18, 2020 Board of Commissioner package.

Commissioner Orth stated that the Plan was reviewed by the Credit Committee, which advised approval. Commissioner Orth said that this is the second year since major changes have been made to plan. Typically, major changes are addressed every two years, but this's year recommendations allow for a one-time set aside for a property that has been foreclosed by HUD and has community impact for which staff reviewed the federal code to ensure that there are no unfair advantages granted. The Committee also discussed including free broadband access. The internet has become a major tool for communication, especially during a pandemic. The Committee also discussed fair housing issues and requirements. Anne Berman, Assistant Director of Development, confirmed that RIHousing legally meets all the requirements presented. Commissioner Orth confirmed that geographically the Corporation is furthering fair housing goals.

Chairman Retsinas asked for a motion and a second for the approval of the Proposed 2021 Qualified Allocation Plan (QAP).

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

Commissioner Designee Byrne applauded and commended staff on the inclusion of broadband access in the Plan. She also mentioned that on page three (3) of the RFA the opening of the comment period is listed as June 21, 2019 instead of June 21, 2020. Nicole Clement, General Counsel, stated that staff will amend the RFA to state June 21, 2020 for the opening of the comment period.

Ms. Clement then asked for a new motion for the RFA to be amended to state the public comment period will begin on or about June 21, 2020.

A motion was duly made by Commissioner Tanner and seconded by Commissioner Designee Byrne to amend the RFA to state the public comment period will begin on June 21, 2020.

Following the motion and second, Ms. Clement conducted a roll call vote of the Commissioners, eligible to vote. The Commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Smiley	Aye

Commissioner Tanner	Aye
Commissioner Orth	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

Ms. Clement then reported that the following resolution was unanimously adopted as amended:

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

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the Governor as the principal housing finance agency and tax credit allocating agency for the State of Rhode Island (the “State”);

WHEREAS, the Revenue Reconciliation Act of 1989 requires low-income housing tax credit allocating agencies to allocate low-income housing tax credits according to a Qualified Allocation Plan (the “Plan”);

WHEREAS, the Plan must establish priorities and criteria for allocating low-income housing tax credits that best meet the housing needs of the State and must be adopted pursuant to a public hearing and comment period; and

WHEREAS, the housing needs for the State have been established pursuant to the proposed Rhode Island Consolidated Plan: 2020-2024.

NOW, THEREFORE, BE IT:

RESOLVED: that RIHousing be, and hereby is, authorized to publish notice of its intent to approve and adopt the proposed 2021 Qualified Allocation Plan, substantially in the form attached hereto as Attachment B; and

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

Approval of Engagement of Residential Real Estate Appraisal Firm

Ms. Ventura introduced Leslie McKnight, Assistant Deputy Director - Loan Servicing, who presented this request.

This Request for Action (“RFA”) is for authorization of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to engage a residential real estate appraisal firm to provide

industry-standard short form and full appraisals for RIHousing’s residential real estate loan servicing portfolio in the State of Maine.

In order to conduct its single-family loan servicing business, RIHousing engages residential real estate appraisal firms to provide it with industry-standard short form and full appraisals. The Loan Servicing Division engages appraisers to evaluate distressed properties in its Rhode Island and Maine portfolios. Approximately eighty (80) appraisals per year are ordered by the Loan Servicing Division in connection with its servicing activities in Maine.

In March, RIHousing issued a Request for Proposals (“RFP”) seeking proposals from qualified, licensed residential real estate appraisal firms to provide it with appraisal services for the benefit of the Loan Servicing Division sub-servicing business area. The RFP was posted on RIHousing’s website and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Staff also researched and reached out to appraisers and appraisal companies to solicit RFP responses.

In response to the RFP, RIHousing received one proposal, from Atlantic Valuation Services, Inc. (“AVS”). A selection committee comprised of RIHousing staff reviewed the proposal and evaluated it based on the criteria set forth in Attachment 1, which attachment is included as part of the June 18, 2020 Board of Commissioner package.

AVS provides high quality residential real estate appraisals, Residential and commercial current market evaluations, and site inspections on properties nationwide. AVS is qualified and able to support RIHousing’s appraisal activities in Maine. Specifically, AVS has the ability to provide RIHousing with appraisals of properties located throughout the State of Maine by maintaining a roster of appraisers. For these reasons, RIHousing seeks approval to engage AVS to provide it with appraisal services in the State of Maine.

Commissioner Smiley stated that the Management Committee reviewed the proposal and the Committee endorsed approval of the engagement of Atlantic Valuation Services, Inc.

Following the presentation, Chairman Retsinas asked for a motion and a second for the Approval of the Engagement of Residential Real Estate Appraisal Firm.

A motion was made by Commissioner Smiley and seconded by Commissioner Designee Byrne.

Ms. Clement, General Counsel, then conducted a roll call vote of the Commissioners, eligible to vote. The Commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Smiley	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

Ms. Clement then reported 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 the power to make and execute contracts necessary for the exercise of powers and functions provided to it under that act (R.I. Gen. Laws §42-55-5(6)); and
- Whereas,** RIHousing has determined that engaging a residential real estate appraisal firm to perform appraisals in connection with its single-family loan sub-servicing activities is in the best interests of the corporation; and
- Whereas,** RIHousing issued a Request for Proposals (“RFP”) for residential real estate appraisal firms; and
- Whereas,** a selection committee comprised of staff reviewed the proposal and evaluated it in accordance with criteria outlined in the RFP.

NOW THEREFORE, IT IS HEREBY:

- Resolved,** that RIHousing be, and hereby is authorized, to engage Atlantic Valuation Services, Inc. to provide it with residential real estate appraisal services as set forth in the Request for Proposals and the proposal submitted in response thereto;
- Resolved,** that the Executive Director, any Deputy Director, and the Assistant Deputy Director Loan Servicing, 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 of the engagement and approve change orders 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.

Approval of Contract for Boiler System and Water Heater Replacement

Lisa Primiano, Chief Operating Officer, presented this request.

Ms. Primiano noted that this request is for approval to enter into a contract with Nexgen Mechanical, Inc. (“Nexgen”) to replace the boiler system and hot water heater for the Slade/Garr Building located at 44 Washington Street in Providence.

In June of 2019, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) conducted a Capital Needs Assessment (CNA) for the corporation owned buildings at 44

Washington Street, Providence, RI. Recommendations from the CNA were used to develop a three-year capital plan and to budget expenses accordingly. Due to age (circa 1995) and limited efficiency, the current boiler system was identified as a priority item in the CNA. As part of the FY20 Capital Plan, RIHousing included funding for the boiler replacement project.

In September of 2019, RIHousing hired Union Studio and EDS Engineering to prepare plans and specifications for the project, and to assist with bid review and evaluation. As part of the assessment of the systems, EDS recommended that RIHousing also replace the existing inefficient hot water heater.

Solicitations for bids were made to four pre-approved vendors who are on the State of Rhode Island's Master Price Agreement list. RIHousing received bids from three of the vendors. One bidder chose not to bid on the project. All bids met the threshold requirements and the final recommendation is based upon pricing. In addition, RIHousing has a positive past work experience with the successful bidder.

The boiler system will be replaced with three high efficiency tandem condensing boilers. The project includes equipment, piping, exhaust system to roof, and labor. Nexgen will replace the existing domestic water heater with a high efficiency commercial electric water heater with a new direct-vent.

RIHousing expects to commence this project in June 2020 with completion in late August 2020. Staff anticipates rebates from National Grid's High Efficiency Natural Gas Equipment Incentives Program for the boilers and hot water heater expenses.

Commissioner Smiley stated that the Management Committee recommends approval of the contract.

Chairman Retsinas then asked for a motion and a second to approve the action for the approval of the Contract for Boiler System and Water Heater Replacement.

A motion was made by Commissioner Smiley and seconded by Commissioner Designee Byrne. Ms. Clement, General Counsel, next conducted a roll call vote of the Commissioners, eligible to vote. The Commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Smiley	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

Ms. Clement then reported 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 the power 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:** in June of 2019, RIHousing conducted a Capital Needs Assessment (CNA) for the corporation owned buildings at 44 Washington Street, which identified the replacement of the boiler system as a priority item in the CNA; and
- Whereas:** as part of an assessment of the systems, it was recommended that RIHousing also replace the existing hot water heater; and
- Whereas:** RIHousing included funding for the replacement project in the FY20 Capital Plan, developed a scope of services and solicited bids from qualified contractors on the State of Rhode Island’s Master Price Agreement list to perform the work; and
- Whereas:** a selection committee comprised of staff reviewed the proposals and evaluated them in accordance with the criteria outlined in the solicitation; and
- Whereas:** staff requests approval to enter into a contract with the lowest priced, qualified bidder, Nexgen Mechanical, Inc.

NOW, THEREFORE, IT IS HEREBY:

- Resolved:** that RIHousing be, and hereby is authorized, to enter into a contract with Nexgen Mechanical, Inc. to replace the boiler system and hot water heater as set forth in the solicitation and the bid submitted in response thereto.
- Resolved:** that the Executive Director, Deputy Executive Director and Chief Operating Officer, each acting singly, be, and hereby are, authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate terms and fees of the contract as he or she may determine are in the best interests of RIHousing, 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.

There being no further business to discuss, Chairman Retsinas asked for a motion to adjourn the Board of Commissioners meeting. A motion was duly made by Commissioner Tanner and seconded by Commissioner Smiley to adjourn the meeting.

Chairman Retsinas then thanked everyone for participating in this morning's telephonic Board meeting and reminded the Commissioners that the Rhode Island Housing Development Corporation meeting follows.

Ms. Clement then conducted a roll call vote of the Commissioners, eligible to vote, in response to a vote for adjournment. The Commissioners voted as follows:

Chairman Retsinas	Aye
Commissioner Smiley	Aye
Commissioner Orth	Aye
Commissioner Tanner	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Designee Byrne	Aye

Ms. Clement announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 9:56am.

Respectfully submitted,

Carol Ventura
Secretary and Executive Director