

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

June 20, 2024

A Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, June 20, 2024, at 9:30 a.m. The meeting was held at the main office of the Corporation, 44 Washington Street, Providence, RI 02903, Conference Boardroom and via telephone conference call.

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

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

Corinne Myers, General Counsel, then provided additional guidance for the meeting. Ms. Myers stated that the meeting was being held in hybrid fashion with all members of the Board of Commissioners appearing in person and specific RIHousing staff participating via teleconference. Members of the public were invited to access the meeting in person or via teleconference according to their preference. Furthermore, members of the public could visit the RIHousing website to view the agenda and information on the actions being taken and in the event the teleconference was interrupted, staff would stop the meeting until audio was restored.

Ms. Myers stated that Chairman Pryor would preside over the meeting and requested that any Commissioner or staff wishing to comment state their name prior to speaking and telephone participants to mute their phone when not speaking. She then invited Chairman Pryor to call the meeting to order.

A quorum being present, Chairman Pryor introduced himself and officially called the meeting to order at approximately 9:38 a.m. The Chairman then invited Ms. Ventura to proceed with the roll call of Commissioners in attendance.

Ms. Ventura conducted a roll call vote of Commissioners participating in the meeting. Commissioners participating were: Stefan Pryor; James Diossa, General Treasurer; Jonathan Womer, Director of the Department of Administration; Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation; and Maria Barry. Steve McAllister and Kevin Orth were absent.

RIHousing staff participating were: Carol Ventura, Executive Director; Kara Lachapelle, Chief Financial Officer; James Comer, Deputy Executive Director; Christine Hunsinger, Chief Strategy & Innovation Officer; Brett Pelletier, Chief Administrative Officer; Anne Berman, Director of Real Estate Development; Michael DiChiaro; Director of Leased Housing and Rental Services; Elizabeth

Bioteau, Director Strategic Initiatives & Partnerships; Whitley Werts, Director of Human Resources; Corinne Myers, General Counsel; and Carl Rotella, Director of Information Technology.

Steven Richard, Counsel to the Corporation, and Robert Craven, Designee for General Treasurer Diossa were also present as were members of the public.

Approval of Minutes of Board Meeting held on May 16, 2024

Chairman Pryor asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on May 16, 2024. A motion was duly made by Commissioner Womer and seconded by Commissioner Diossa.

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

The Commissioners voted to approve the minutes with four (4) votes in favor, Commissioner Barry abstaining, and zero (0) nay votes.

Ms. Myers then officially stated for the record that the following was adopted:

VOTED: That the minutes of the Board Meeting held on May 16, 2024, hereby are approved.

Chairman's Remarks

Chairman Pryor welcomed everyone and mentioned that as the agenda was quite robust, he was deferring his comments.

Executive Director's Remarks

Carol Ventura, Executive Director, welcomed everyone, referred the Commissioners to her report, and touched on a few items of interest.

Homeownership. Ms. Ventura was pleased to announce that first mortgage closings have remained stable and mortgage volume increased by 9.4%. The launch of the \$15,000 downpayment assistance program in March played a significant role in driving production for the Corporation.

Development. Ms. Ventura then reported that the Executive Director's report included various charts and graphs that displayed the status of the SFRF funding to date and progress on the specific programs funded. The Executive Director invited the Commissioners to review the information at their convenience.

Additionally, three (3) deals closed in June and staff expects to close four (4) additional transactions in August.

Ms. Ventura then informed the Commissioners that there were several events in June. On June 5th, RIHousing joined City of Central Falls Mayor Rivera and key partners at the ribbon-cutting ceremony for two (2) new affordable homeownership units. The homes were constructed by students from Building Futures and sold through a weighted lottery point system with key categories: being a Central

Falls resident, Central Falls employee, business owner, veteran, or first-time homebuyer. Both homes were sold below the cost of construction and closed this month.

Also, RIHousing joined PCF Development at the ribbon cutting of an affordable homeownership unit. The developer purchased the property through RIHousing's First Look Real Estate Owned purchase program for non-profit partners. The project also received Homeownership Investment Fund (HIF) financing and the new homeowner is receiving their mortgage through the Loan Center utilizing the FirstGenHomeRI program.

Ms. Ventura next mentioned that the Corporation engaged Ninigret Partners, LLC to revisit the agency's Strategic Plan, which was adopted in February 2022. Ninigret will review existing objectives, and, as merited, modify RIHousing's programmatic plan and budgetary/investment approach in the current environment, given the latest housing data and resource-related constraints and opportunities. Staff expects a report with recommended next steps from Ninigret by the end of the year.

Finally, Ms. Ventura was pleased to report that on June 7th, the House passed a revised Fiscal Year 2025 budget. The budget totals nearly \$14 billion and accepts many, but not all, of the Governor's housing-related proposals. Additionally, the Housing Bond has been increased to \$120 million with the following funding allocations: \$80 million for Affordable Housing, \$10 million for Acquisition and Revitalization, \$20 million for Homeownership, \$5 million for Site Acquisition, \$4 million for Housing Related Infrastructure and \$1 million for Municipal Planning.

Ms. Ventura acknowledged Amy Rainone, Director of Government Relations & Policy for her efforts during the legislative session. She noted that Ms. Rainone and staff tracked over 300 bills and submitted testimony on several of the bills including the Governor's budget amendments and the Speaker's housing legislative package. Ms. Ventura thanked Ms. Rainone for her efforts.

Ms. Ventura then welcomed questions from the Commissioners. None were presented.

Revised Firm Approval of Tax-Exempt Financing for The Avenue (Providence)

Chairman Pryor asked Anne Berman, Director of Real Estate Development to give the presentation.

Ms. Berman said the request was for revised firm approval of RIHousing tax-exempt financing in an amount not to exceed \$16,000,000, of which \$3,400,000 will remain as a permanent first mortgage, for The Avenue (hereinafter referred to as the "Development"). Olneyville Housing Corporation d/b/a ONE Neighborhood Builders ("ONE NB" or the "Developer") is the developer.

The Development received preliminary approval from the Board of Commissioners on May 18, 2023 ("Preliminary Approval") and firm approval on January 11, 2024 ("Firm Approval"). While the other RIHousing financing outlined in the Firm Approval remains unchanged, this RFA recommends an increase in the tax-exempt financing from \$15,500,000 to \$16,000,000 due to several factors discussed below.

The Development consists of two separate components that will comprise one single economic entity. One component, Elmwood Neighborhood Revitalization II ("ENR II"), is an existing post-year-15 low-income housing tax credit ("LIHTC") project for families. ENR II contains 46 units located on scattered sites in the Elmwood neighborhood of Providence. The units range in size from one to four bedrooms. ENR II has historically run with a 2% vacancy rate. The units need moderate rehabilitation

to ensure they are maintained as safe, affordable housing for families in Providence. The second component is the new construction of 39 units of housing on a vacant site located at 434 Atwells Avenue in the Federal Hill neighborhood of Providence. The residential units will be located on floors 2-5 with commercial space and project amenities located on the first floor.

Finally, Ms. Berman said that staff requests revised firm approval of tax-exempt financing in an amount not to exceed \$16,000,000, of which \$3,400,000 will remain as a permanent first mortgage.

After the presentation, Chairman Pryor asked for a motion and a second for Revised Firm Approval of Tax-Exempt Financing for The Avenue (Providence).

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

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

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

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

- Whereas,** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide housing for low and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;
- Whereas,** RIHousing intends to issue tax-exempt bonds for financing qualified housing developments throughout the state;
- Whereas,** said bonds shall have a term not to exceed 40 years and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary;
- Whereas,** RIHousing is authorized to issue bridge financing at an economically acceptable rate to promote the acquisition, rehabilitation, or preservation of affordable housing;
- Whereas,** Olneyville Housing Corporation d/b/a ONE Neighborhood Builders (“Applicant”) has presented an application to RIHousing requesting mortgage financing to acquire and rehabilitate the development as set forth below (the “Development”):

<u>Development</u>	<u>Applicant</u>	<u>Tax Exempt Bond</u>
The Avenue	Olneyville Housing Corporation d/b/a ONE Neighborhood Builders	\$16,000,000

Whereas, staff has reviewed the submission and determined that the Development may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

Whereas, RIHousing finds:

(1) that there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;

(2) that private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) that the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;

(4) that the proposed housing development to be assisted pursuant to the provisions of this chapter will be of public use and will provide a public benefit; and

(5) that the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing Enabling Act, Chapter 55 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that RIHousing hereby grants firm approval of tax-exempt mortgage financing in an amount not to exceed \$16,000,000 to Applicant or an affiliated entity of the Applicant (the “Borrower”) for rental housing known as The Avenue in Providence to be financed, in part, by tax-exempt bonds.

Resolved, that RIHousing hereby declares that this firm commitment of financing for the Borrower constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$16,000,000 in mortgage funds for rehabilitation and new construction of the Development, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

Resolved, That the foregoing resolutions are subject to the following conditions:

- Closing of a Preservation Loan Program Fund loan from the Affordable Housing Trust;
- Syndication equity from the allocation of low-income housing tax credits in an amount sufficient to achieve project feasibility;
- Final approval of plans and specifications by RIHousing, as well as related construction contract documentation;
- Approval by RIHousing of management documentation;
- Execution and delivery by the developer of a Construction Completion in form and substance satisfactory to the lender and RIHousing;
- Approval by bond underwriter and bond counsel that the loans will satisfy all required bond provisions for the bond issue;
- Closing of a subordinate financing loan with the City of Providence, or other substitute financing, in an amount sufficient to achieve project feasibility;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenants and Regulatory Agreement in form(s) acceptable to RIHousing;
- FHA Risk-Sharing Program approval from HUD for a minimum of 50% of the first mortgage; and
- Completion of all items required for closing in accordance with normal underwriting and processing requirements.

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

Preliminary Approval of Financing for Rock Ridge Apartments (Woonsocket)

Chairman Pryor stated that Anne Berman would present the request.

Ms. Berman said that the request was for preliminary approval of a RIHousing tax-exempt loan in an amount not to exceed \$30,000,000, and a Capital Magnet Fund (“CMF”) Loan in an amount not to exceed \$999,000 for Rock Ridge Apartments (the “Development”). The BLVD Group, LLC (“BLVD” or the “Developer”) is the developer.

Rock Ridge Apartments is an existing 152-unit property located in Woonsocket. Originally built in 1971 and financed under the Section 236 program, the Development was refinanced in 2001 with 9% low-income housing tax credits (“LIHTC”) and financing from RIHousing. In 2019, the property was purchased by an affiliate of BLVD and the RIHousing loan was prepaid. 73% of the units are currently covered by a project-based Section 8 Housing Assistance Payments (“HAP”) agreement, and RIHousing is the HAP contract administrator. The Developer is seeking a new 20-year Section 8 HAP agreement.

The Development consists of 14 two-story buildings that contain six to twenty living units, with a separate 15th building that serves as a community building. A new limited partnership, consisting of

an affiliate of the Developer as the general partner and a syndicator-sponsored tax credit fund as the limited partner, will purchase and renovate the Development.

After the presentation, Chairman Pryor asked for a motion and a second for Preliminary Approval of Financing for Rock Ridge Apartments (Woonsocket).

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

Commissioner Barry inquired if this was the developer's first foray in Rhode Island. Ms. Berman noted that it's not the first project produced by the BLVD Group nor the first time working with RIHousing. Braeburn Chatham in Providence was approved by the Board of Commissioners in August 2021.

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

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

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

Whereas, Rhode Island Housing and Mortgage Finance Corporation ("RIHousing") is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

Whereas, RIHousing intends to issue tax-exempt bonds for financing qualified housing developments throughout the state;

Whereas, said bonds shall have a term not to exceed 40 years and shall be in the approximate amount sufficient to finance the mortgage, pay the costs of issuance, fund a capital reserve fund and to provide the capitalized interest if determined to be necessary;

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

Whereas, The BLVD Group, LLC ("Applicant") has presented an application to RIHousing requesting mortgage financing to acquire and/or rehabilitate the development as set forth below (the "Development"):

<u>Development</u>	<u>Applicant</u>	<u>Tax-Exempt Bonds</u>	<u>CMF Loan</u>
Rock Ridge Apartments	The BLVD Group, LLC	\$30,000,000	\$999,000

Whereas, staff has reviewed the submission and determined that the Development may qualify for financing under RIHousing’s enabling legislation, regulations, guidelines, and policies; and

Whereas, RIHousing finds that:

(1) That there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;

(2) That private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;

(3) That the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;

(4) That the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) That the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, Chapter 55 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that subject to the special conditions listed below, RIHousing hereby declares preliminary commitment for tax-exempt financing mortgage financing for the Applicant or other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$30,000,000 for rental housing known as Rock Ridge Apartments located in Woonsocket, Rhode Island to be financed, in part, by tax-exempt bonds.

Resolved, that RIHousing hereby declares that this preliminary commitment of financing for the Applicant constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$30,000,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

- Resolved, that, in order to fund the loan to the Development, RIHousing may enter into a loan arrangement with JLL Real Estate Capital, LLC (“JLL”) substantially in accordance with the terms outlined in the Request for Action to which this resolution is attached.
- Resolved, that the Executive Director, Deputy Executive Director or the Director of Finance (each, an “Authorized Officer”), acting singly, be and each hereby is authorized to enter into such documents with JLL as it may require to evidence the JLL loan, including, without limitation, a funding loan agreement, note, and pledge and security agreement, each containing such terms and conditions as the Authorized Officer shall approve, each such determination to be conclusively evidenced by his/her execution thereof and each such determination is hereby fully and completely approved and adopted as the valid action of and by RIHousing, approved in all respects by the Board of Commissioners of RIHousing.
- Resolved, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to take any and all action necessary to effectuate the purpose and intent of the foregoing resolutions, including, without limitation, (i) the execution and delivery on behalf of RIHousing of all such other agreements, documents and instruments and the performance by RIHousing thereunder, as each of them shall determine, in his/her exclusive and reasonable judgment, to be necessary, appropriate or advisable, and (ii) the consummation of the transactions contemplated hereby and the performance by RIHousing as required hereunder, as each of them shall determine, in his/her exclusive and reasonable judgment, to be necessary, appropriate or advisable, each such determination pursuant to the immediately preceding clauses (i) and (ii) to be conclusively evidenced by the taking of any such action by any Authorized Officer and each such determination is hereby fully and completely approved and adopted as the valid action of and by RIHousing, approved in all respects by the Board of Commissioners.
- Resolved,** that, subject to the special conditions listed below, RIHousing hereby grants preliminary approval for a Capital Magnet Fund Loan to Borrower, in an amount not to exceed \$999,000 for rental housing known as Rock Ridge Apartments located in Woonsocket, Rhode Island.
- Resolved,** that the foregoing resolutions are subject to the following conditions:
- Final appraisal acceptable to RIHousing prepared by an independent appraiser demonstrating support for the acquisition price and that the first mortgage loans do not exceed 80% of the as-is value of the Development and that sufficient demand exists for the proposed units;
 - Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
 - Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
 - Final approval of a new 20 year Section 8 Project-Based HAP contract;
 - Receipt and approval of third-party reports including CNA and Phase I Environmental Report;

- Approval by bond counsel that the proposed conduit loan will satisfy all required bond requirements;
- RIHousing approval of all JLL loan documents;
- Execution and delivery by the Borrower of a construction completion guaranty in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications and construction documentation;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing; and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

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

Approval of Transfer of Physical Assets (TPA) for Brookside Apartments I (East Greenwich)

Chairman Pryor once again noted that Anne Berman would give the presentation.

Ms. Berman began by saying that the request was administrative. She then explained that the request was for approval of the transfer of the sole membership interest in the managing member entity of the owner of Brookside Terrace I (the “Development”), an affordable housing development for families located in East Greenwich.

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

Brookside Terrace I Apartments is a 48-unit low-income housing tax credit (“LIHTC”) development located in two residential buildings and one community building off South County Trail in East Greenwich. The Development was developed in 2020 by affiliates of Dakota Partners, Inc. using 9% LIHTC, subordinate financing and a first mortgage from RIHousing.

The two current investor members of the Owner are Bank of America, N.A. and Banc of America CDC Special Holding Company, Inc. (the “Investor Members”). There will be no change in the Investor Members.

The current property manager is Wingate Management Company, LLC. No change in the management agent is contemplated.

Following the presentation, Chairman Pryor asked for a motion and a second for the Approval of Transfer of Physical Assets (TPA) for Brookside Apartments I (East Greenwich).

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral.

There being no questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners.

The Commissioners voted to approve the motion with four (4) votes in favor, Commissioner Barry recusing, and zero (0) nay votes.

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

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

Whereas, under Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) Rules Relative to Multifamily Loan Programs, Proposed Prepayments or Transfers, 825-RICR-30-00-3 (as amended from time to time, the “TPA Regulations”), project owners must obtain RIHousing’s approval and comply with RIHousing’s administrative procedures for the transfer of physical assets before conveying, assigning or transferring any ownership interest in a multifamily housing project;

Whereas, BT Owner, LLC (“Borrower”), the owner of Brookside Terrace I (the “Development”), seeks approval of the transfer of the sole membership interest in its Managing Member entity, BT Managing Member, LLC (the “Managing Member”), from DPI, LLC to Ophion GP Preservation LLC; and

Whereas, staff has reviewed this request under the TPA Regulations and determined that the proposed transaction complies with the regulatory requirements.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that the transfer of the membership interest in the Managing Member from DPI, LLC to Ophion GP Preservation LLC be, and hereby is, approved, subject to the following terms and conditions:

1. Receipt by RIHousing of all application materials required in Phases 2 and 3 of the TPA Regulations (see §3.4 of the TPA Regulations) except for such requirements as may be waived or modified by the Executive Director, consistent with the nature of this transaction and protection of the interests of RIHousing;
2. Receipt by RIHousing of evidence that all applicable entities are in good standing with the Rhode Island Secretary of State;
3. Receipt by RIHousing of the Processing Fee, as defined in §3.4 of the TPA Regulations; and

4. Satisfaction of any additional requirements that the Executive Director believes to be necessary or advisable to protect the interests of RIHousing with respect to the Development.

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

Approval of Transfer of Physical Assets (TPA) for Brookside Apartments II (East Greenwich)

Chairman Pryor once again asked Ms. Berman to present the request.

Ms. Berman stated that the request was for firm approval of the transfer of the sole membership interest in the managing member entity of the owner of Brookside Terrace II (the “Development”), an affordable housing development for families located in East Greenwich

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

Brookside Terrace II is a 48-unit low-income housing tax credit (“LIHTC”) development located in 2 buildings off South County Trail in East Greenwich. The Development was developed in 2022 by affiliates of Dakota Partners, Inc. using 9% LIHTC, subordinate financing, and a first mortgage from RIHousing.

The owner of the Development is BT2 Owner, LLC (the “Owner”). The current managing member of the Owner is BT2 Managing Member, LLC (the “Managing Member”), a Massachusetts limited liability company that holds a .01% membership interest. The Managing Member is wholly owned by DPI, LLC (the “Transferor”), of which Marc Daigle is the manager. The Transferor seeks to transfer its membership interest in the Managing Member to Ophion GP Preservation LLC (the “Transferee”), a Delaware limited liability company. Ophion Preservation LLC, which is owned by entities owned by David Page, is the sole member of the Transferee. Tangram Group LLC (“Tangram”), which is owned by Louis A. Harrison, will serve as the Non-Member Manager of the Transferee.

The two current investor members in the Owner are Red Stone Equity – Fund 68 Limited Partnership and Red Stone Equity Manager, LLC (the “Investor Members”). There will be no change in the Investor Members.

The current property manager is Wingate Management Company, LLC. No change in the management agent is contemplated.

Chairman Pryor thanked Ms. Berman and asked for a motion and a second for Approval of Transfer of Physical Assets (TPA) for Brookside Apartments II (East Greenwich).

A motion was duly made by Commissioner Diossa and seconded by Commissioner Designee Cabral.

There being questions or comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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

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

- Whereas,** under Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) Rules Relative to Multifamily Loan Programs, Proposed Prepayments or Transfers, 825-RICR-30-00-3 (as amended from time to time, the “TPA Regulations”), project owners must obtain RIHousing’s approval and comply with RIHousing’s administrative procedures for the transfer of physical assets before conveying, assigning or transferring any ownership interest in a multifamily housing project;
- Whereas,** BT2 Owner, LLC (“Borrower”), the owner of Brookside Terrace II (the “Development”), seeks approval of the transfer of the sole membership interest in its Managing Member entity, BT2 Managing Member, LLC (the “Managing Member”), from DPI, LLC to Ophion GP Preservation LLC; and
- Whereas,** staff has reviewed this request under the TPA Regulations and determined that the proposed transaction complies with the regulatory requirements.

NOW, THEREFORE, IT IS HEREBY:

- Resolved,** that the transfer of the membership interest in the Managing Member from DPI, LLC to Ophion GP Preservation LLC be, and hereby is, approved, subject to the following terms and conditions:
1. Receipt by RIHousing of all application materials required in Phases 2 and 3 of the TPA Regulations (see §3.4 of the TPA Regulations) except for such requirements as may be waived or modified by the Executive Director, consistent with the nature of this transaction and protection of the interests of RIHousing;
 2. Receipt by RIHousing of evidence that all applicable entities are in good standing with the Rhode Island Secretary of State;
 3. Receipt by RIHousing of the Processing Fee, as defined in §3.4 of the TPA Regulations; and
 4. Satisfaction of any additional requirements that the Executive Director believes to be necessary or advisable to protect the interests of RIHousing with respect to the Development.
- Resolved,** that the Executive Director, Deputy Executive Director, and Director of Real Estate Development each acting singly, are hereby empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

Approval of Proposed 2025 Qualified Allocation Plan QAP (QAP)

Chairman Pryor said that Ms. Berman would also present the request for the proposed 2025 Qualified Allocation Plan.

Ms. Berman commended by announcing that staff had various meetings with stakeholders, non-profit and for-profit partners regarding the proposed 2025 QAP. Furthermore, RIHousing met with the Department of Housing, Commissioner Orth, and members of the Credit Committee to coordinate efforts. Ms. Berman thanked Commissioner Orth and Deborah Flannery, Deputy Secretary of Housing for their time, efforts, and input on the changes proposed for the Plan.

Continuing, Ms. Berman stated that she would outline the pertinent requested modifications. She then 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.

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 2023. The 2025 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.

Next, Ms. Berman summarized and provided specific details on the following sections of the Plan. The changes seek to amplify and explain the Corporation’s goals and procedures.

SECTION	CHANGE	REASON
Throughout Plan	Ministerial changes	Updates for current year
Section I(B) (Page 8)	Revised small state minimum	Update for current year
Section I(C)(3) (Page 10)	Updated housing needs summary	Updated statistical information
Section III(B) (Pages 31&32)	Updated point allocation summary to reflect scoring changes	Revised scoring summary
Section III(B) (Page 36)	Reduced points for RI based firms from 3 to 2	Given on-going labor shortages and cost implications, developers should have greater flexibility to obtain the most cost-effective pricing and available subcontractors
Section III(B) (Page 38)	Revised points for location within a Health Equity Zone	Incentivizes development in historically underserved areas where RIHousing, RIDOH, EOHHS and DHS plan to focus some resources in the coming years to mitigate health and housing disparities

Section III(B) (Page 38)	Added requirement for lease details for commercial income expected to support permanent debt	Intrinsic to confirming underwriting and projected NOI
Section III(B) (Page 38)	Modified mixed income criteria to be above 80% AMI and added language discouraging subsidy for non-affordable units	Above 80% is the standard for mixed income; trying to limit the amount of soft dollars supporting market rate units
Section III(B) (Page 39)	Modified requirements for broadband to eliminate references to The Affordable Connectivity Program which has sunset	Revised due to change in federal requirements
Section III(B) (Page 40) And Section III(C)(4) (Page 48)	Reduced points awarded for an exempt community from 5 to 3	Intended to balance the disparity in cost between building in urban and non-urban communities
Section III(B) (Page 40) And Section III(C)(4) (Page 48)	Revised 5-point metric to a development in an exempt community in a census tract with an average AMI of 80% rather than 100%	Intended to incentivize development in higher income census tracts in exempt communities
Section III(B) (Page 40) And Section III(C)(6) (Page 49)	Reduced points for redeveloping vacant and abandoned property from 5 points to 3 points; deleted references for developing on infill lots	This criterion was added after the Great Recession and there are now many fewer abandoned and blighted buildings; reduction in points is consistent with change in severity of the issue
Section III(B) (Page 41) And Section III(C)(7) (Page 49)	Deleted points for meeting Tier II energy efficiency and revised standards	The RI Energy Code is being updated and Tier II is the standard
Section III(B) (Page 43)	Reduced points for destruction of field, forests etc. from 5 to 3 points	Intended to balance the disparity in cost between building in urban and non-urban communities
Section III(C)(3)(b) (Page 46)	Added information regarding HUD Floodplain Management and Protection of Wetlands rules effective January 2025	Intended to encourage applicants to consider and refer to these rules when developing their plans

Staff held two (2) meetings with stakeholders to discuss continued challenges with the cost of construction, the value of including supportive services as well as operating assistance for extremely low-income households, community needs, scoring categories and point allocation, areas of opportunity and graduation rates, challenges associated with both urban and non-urban development, as well as differing community needs. In general, stakeholders voiced few concerns about the current QAP, though total development costs, fluctuating interest rates, and continued increases in construction costs continue to be a challenge for developers.

A blacklined copy of the proposed Plan was included in an attachment that was part of the June 20, 2024, Board meeting package.

The 2025 Plan will become final upon (i) the expiration of the public comment period; (ii) final approval by the Board of Commissioners of the 2025 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 21, 2024. A public hearing will be held following the publication of the proposed 2025 Plan, with final submission to the Board of Commissioners expected in August 2024.

Chairman Pryor thanked Ms. Berman and staff for the inclusive efforts involved in organizing the 2025 amendments for the QAP.

The Chairman then asked for a motion and a second for Approval of the Proposed 2025 Qualified Allocation Plan QAP (QAP).

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

Commissioner Womer inquired if the full text of the public comments was available to the Commissioners. Ms. Berman confirmed she would share those comments.

There being no other comments, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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

**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 2025 Qualified Allocation Plan, substantially in the form attached hereto as Attachment B; and

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

Approval of RIH Extremely Low-Income Operating Reserve (HPF-ELI) Awards

Chairman Pryor introduced Michael DiChiaro, Director of Leased Housing and Rental Services who gave the presentation.

Mr. DiChiaro said that in June 2021, the State of Rhode Island General Assembly established The Housing Production Fund (“HPF”) by amendment to Rhode Island General Laws Section 42-128, known as the Housing Resources Act of 1998, to provide funding for the planning, production, and preservation of affordable housing. RIHousing was authorized by the General Assembly to administer HPF program funds for a range of housing production initiatives.

Thereafter, in conjunction with the Rhode Island Housing Resources Commission Coordinating Committee, RIHousing established the Housing Production Fund - Extremely Low-Income Operating Reserve (“HPF-ELI”) Program to support units serving households earning 30% AMI or below; and the General Assembly appropriated \$10,000,000 for this purpose. Under the HPF-ELI Program, funds have been awarded to capitalize a project operating reserve to ensure that developers can create and preserve affordable rental housing for families and individuals with extremely low income, including those who are homeless or at risk of being homeless. These funds bridge the gap between residents’ ability to pay 30% of their gross household income toward rent and the established 50% Low-Income Housing Tax Credit (“LIHTC”) rents for the applicable unit size.

Three funding rounds for HPF-ELI have been oversubscribed, and all HPF-ELI funds are now exhausted. The need for operating support for extremely low-income units far exceeds the resources that exist to support them. In light of this reality, RIHousing requests approval for a parallel agency-sponsored initiative to be known as the RIHousing-Extremely Low Income (“RIH-ELI”) program. The fund is anticipated to be capitalized with an initial \$4 million from the RIHousing program budget with future funding subject to availability.

Operating support for studios and one-bedroom units will bridge the gap between a resident’s ability to pay 30% of their gross household income towards rent and the established 50% LIHTC rent. To incentivize the development of larger units for families, operating support for units with two bedrooms or more will bridge the gap between 30% of the resident’s gross income and the established 60% LIHTC rent. An estimated 55 units for households earning 30% of the AMI are anticipated to be supported through the first capitalization of this program. Operating reserves are anticipated to be capitalized for an average period of 10 years, though the length of assistance may vary depending on the development status.

Chairman Pryor thanked Mr. DiChiaro and asked for a motion and a second for Approval of RIH Extremely Low-Income Operating Reserve (HPF-ELI) Awards as presented at the meeting.

A motion was duly made by Commissioner Diossa and seconded by Commissioner Designee Cabral.

There being no questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion as presented at the meeting.

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

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

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

WHEREAS, RIHousing is proposing creation of the RIHousing-Extremely Low Income ("RIH-ELI") Program to bridge the gap between residents' ability to pay 30% of their gross household income toward rent and the established 50% or 60% Low-Income Housing Tax Credit rents for the applicable unit size;

WHEREAS, Funding will be used to capitalize a project operating reserve to ensure that developers can create and preserve affordable rental housing for families and individuals with extremely low income, including those who are homeless or at risk of being homeless;

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to establish a RIH-ELI Program with an initial allocation of \$4,000,000 from the FY2024 operating budget; and

RESOLVED, that RIHousing will create program guidelines consistent with this resolution that will govern RIH-ELI application rounds and funding criteria; and

RESOLVED, that the Executive Director, Deputy Executive Director, Director of Leased Housing and Rental Services, and Director of Real Estate Development, each acting singly, are hereby authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions.

Approval of Neighborhood Opportunities Program (NOP) Awards

Chairman Pryor once again announced that Mr. DiChiaro would present the request.

Mr. DiChiaro said that the request was for approval of RIHousing to allocate \$491,046 in Neighborhood Opportunities Program ("NOP") funds.

The State of Rhode Island established the Neighborhood Opportunities Program (“NOP”) in 2001 with the goal of increasing the supply of affordable housing for very low and extremely low-income households. Originally there were three (3) program components: (i) Family Housing Funds (“FHF”), which provided affordable housing for households earning no more than 40% of State median income; (ii) Permanent Supportive Housing (“PSH”), which provided affordable housing for disabled and homeless households requiring supportive services; and (iii) Building Better Communities (“BBC”), which provided funding for homeownership opportunities, mixed-use developments, and community development. Operating funds were also available for the FHF and PSH components.

The BBC component was suspended in FY 2007 to provide increased opportunities for rental housing. Since FY 2008, the majority of funds have been provided for operating assistance to support FHF and PSH. The State of Rhode Island Housing Resources Commission funded the program through FY 2011, at which time the State program wound down. Since FY 2012, at the direction of the State of Rhode Island General Assembly, RIHousing has independently funded and administered the NOP Program.

RIHousing issued a Request for Proposals for NOP Program operating support funding in March 2024. Up to \$500,000 in NOP funds have been made available for the renewal of existing NOP projects that require additional operating subsidy to complete or extend their 10-year obligation or wish to add additional NOP units. RIHousing received eight (8) applications in response to the Request for Proposals, for a total cumulative amount of \$2,201,574 in NOP operating subsidy.

RIHousing staff met to review and score the applications in accordance with the terms of the RFP and NOP program guidelines. Staff is recommending funding six (6) developments for a total of \$491,046; details of which are set forth in attachment A.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of the Neighborhood Opportunities Program (NOP) Awards.

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral

There being no questions Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners voted to approve the motion with three (3) votes in favor, Commissioners Barry and Diossa recusing, and zero (0) nay votes.

Ms. Myers then announced that the resolution was not approved due to the fact that four (4) affirmative votes were required for the motion to be adopted.

After some brainstorming and a consultation with Steven Richard, Counsel to the Corporation Ms. Myers said that they reviewed RIHousing’s Statute and Bylaws, referencing Article V Section 7 concentrating on Manor of Action procedures for the Board of Commissioners. She declared that they were able to determine that a majority of those Commissioners were present, and voting enabled the Corporation to secure the vote as approved. Therefore, the motion regarding the Approval of the NOP Awards is approved.

Mr. Richard concurred citing Section 42-5-4(c) of the R.I. General Laws “The act or decision done or made by a majority of the commissioners present and voting at a meeting duly held at which a quorum

is present shall be the act of the Board of Commissioners, unless a greater number is required by these bylaws or by law.” Consequently, Mr. Richard said that the motion was approved.

Chairman Pryor asked if there were any exceptions to that rule. Mr. Richard pointed out that there are a lot of statutes outlined conditional on the composition of the Board where an exception could be applied.

Ms. Myers responded that one example where four (4) affirmative votes are required is when the Board enters and exits an Executive Session.

Corinne Myers, General Counsel then officially announced that the following resolution was adopted with three (3) votes in favor, Commissioners Barry and Diossa recusing, and zero (0) nay votes.

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

WHEREAS: Rhode Island Housing and Mortgage Finance Corporation’s (“RIHousing’s”) enabling act provides it with all the power and authority to make and execute necessary contracts necessary to exercise the powers and functions provided to it under the act (R.I. Gen Laws §42-55-5(6)); and

WHEREAS: RIHousing has agreed to fund and administer the Neighborhood Opportunities Program (“NOP”); and

WHEREAS: RIHousing received eight (8) applications for NOP funding in response to a Request for Proposals, which applications have been reviewed by RIHousing staff to determine their eligibility for NOP funding; and

WHEREAS: RIHousing staff recommends that NOP funds be committed in the amounts and for the proposals listed in Attachment A.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that RIHousing commits \$491,046 for the proposals identified in Attachment A subject to the availability of funding.

RESOLVED: that the Executive Director, Deputy Executive Director, and Director of Leased Housing and Rental Services, each acting singly, be, and hereby are, authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate the terms of the grants as he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

**Attachment A
Recommendations of RIHousing Staff**

NOP- June, 2024					
Agency	Development Address	Municipality	NOP Operating Funds Recommended	Length of Funding	# NOP Units
Crossroads Rhode Island / Traveler's Aid Housing	160 Broad Street	Providence	\$218,640	12 months	20
Crossroads Rhode Island	Harold Lewis House 54 Providence Street	West Warwick	\$65,592	12 months	6
Amos House	57 Brownell Ave.	Providence	\$47,760	12 months	4
SWAP, Inc.	Southside Gateways	Providence	\$58,746	12 months	8
Amos House	Swan Street	Providence	\$47,760	24 months	2
Crossroads Rhode Island	Tremont Street	Central Falls	\$52,548	12 months	5
TOTAL			\$491,046		45

- 1) **Crossroads, Travelers Aid Housing-** Requested \$382,620 total for 35 units (increasing from 16 current units under agreement) for 1 year. This property depleted NOP in 2019. Its initial 10-year affordability period ended in 2013. This award will support operating deficits at the site due in part to high maintenance and operating costs due to the age and use of the building. The need for NOP support has historically been higher than most projects due to the number of units (budget evaluation) and limited supportive service income. Within the next 24 months, most of the residents of 160 Broad Street will be relocated to Crossroads' new Summer Street development and this property will receive the benefit of higher RADS rents during this conversion. This NOP award will support the financial deficit on NOP qualified units prior to the transition of these residents to Summer Street.

Committee decision: As there are limited NOP award funds to allocate, staff recommends a \$218,640 award, which would fund deficits for 20 units for 1 year.

- 2) **Crossroads, Harold Lewis House -** Requested \$65,592 total for 6 units for 1 year. (a decrease from 14 units currently under agreement). This property depleted NOP in 2022 and the 10-year affordability period ended in 2018. Crossroads focuses heavily on permanent supportive housing and NOP has successfully filled deficits in the past.

Committee Decision: Staff recommends a 1-year award of \$65,592.00 which would fund additional deficits for the 6 requested units.

- 3) **Amos House, 57 Brownell Street, Providence-** Requested \$238,800 for 4 units (a reduction from 14 units under agreement) for 5 years. This property depleted NOP in 2020 and the 10-year affordability period ended in 2019. Amos House communicated that they have been funding the ongoing deficit since the NOP was depleted. They would like to continue to maintain this property as permanent supportive housing, which NOP subsidy has previously assisted in supporting.

Committee Decision: Staff recommends a 1-year award of \$47,760 and will recommend that the owner apply for additional operating support opportunities as they arise.

- 4) **SWAP, Southside Gateways-** Requested \$587,461 for 8 units (a reduction from 16 units currently under agreement) for 10 years. This property depleted its NOP operating funds in 2023. The initial 10-year affordability period ended in 2017. This project falls under the NOP Family Housing program which requires a higher minimum rent than the PSH program.

Committee Decision: Staff recommends an award allocation of \$58,746 which would be 1 year of subsidy for the 8 requested units.

- 5) **Amos House, 251 Swan Street** – Requested \$119,400 for 2 units (a reduction from 8 units currently under agreement) for 5 years. This property depleted NOP in 2020. The initial 10-year affordability ended in 2015. They would like to continue to maintain this housing as PSH. Amos House has funded deficits here since NOP depleted.

Committee Decision: Staff recommends an award of \$47,760, which will support 2 units for 2 years.

- 6) **Crossroads, Tremont Street** – Requested \$52,548 for 5 units (same as currently in agreement) for 1 year. This property depleted NOP in 2023. The property has CoC funding, but still has historically had deficits. NOP has helped fund the shortfalls.

Committee Decision: Staff recommends a one-year allocation of the requested \$52,548.

Approval of FY2024 Community Development Program Funding Awards

Chairman Pryor invited Elizabeth Bioteau, Director of Strategic Initiatives & Partnerships to give the presentation.

Ms. Bioteau said the request was for RIHousing to use grant funding under the Community Development Program (“CDP”). The Board of Commissioners of RIHousing approved up to \$500,000 in CDP funding as part of the program budget for fiscal year 2024.

The RIHousing CDP provides funding for projects under the Health and Housing Pilot which supports programs created in partnership between RIHousing-financed developments and healthcare organizations to co-locate or care coordinate with healthcare services to assist residents with healthcare needs. The goal is to allow residents to receive services or care coordination of services onsite to stay healthy and stably housed.

Funds will be awarded annually for a three-year term to allow for increased sustainability and for the ability to do a longer-term assessment of program outcomes.

RIHousing issued a Request for Proposals (“RFP”) for an award of CDP funding in March 2024. The RFP was posted on the RIHousing website, the Rhode Island Division of Purchases website, social media, and sent to approximately 1,200 organizations, municipalities, property managers, developers, healthcare entities, and interested parties via an email announcement. RIHousing received six proposals in response to the RFP from six applicants. One proposal was submitted after the deadline and two proposals did not meet threshold criteria and were disqualified.

A committee consisting of the Chief Strategy and Innovation Officer, and RIHousing staff from the Executive Division and Leased Housing and Rental Services Division conducted a review of each proposal in accordance with the ranking criteria set forth in the RFP. The committee is recommending

funding be awarded to the project described at attachment A. The balance of the FY2024 CDP budget allocation is being returned to the general fund.

Chairman Pryor thanked Ms. Bioteau and asked for a motion and a second for Approval of FY2024 Community Development Program Funding Awards.

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

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

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

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

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

WHEREAS: RIHousing created the Community Development Program to support co-location or care coordination of healthcare services at RIHousing financed developments through a Housing and Healthcare Pilot; and

WHEREAS: RIHousing issued a Request for Proposals under a competitive process to seek applications for a Housing and Healthcare grant funding; and

WHEREAS: RIHousing received three (3) proposals eligible for Community Development Program funding; and

WHEREAS: staff reviewed the proposals according to the ranking criteria outlined in the Request for Proposals and have determined that one (1) of the proposed projects best fit the priority activities and criteria of the program.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that the project set forth at Attachment A be, and hereby is approved for grant funding under the Community Development Program in the amount specified at Attachment A, subject to any administrative adjustments as the Executive Director determines to be in the best interests of RIHousing.

RESOLVED: that all funds awarded hereunder shall be funded out of the FY 2024 budget.

RESOLVED: that the Executive Director and the Deputy Executive Director, each acting singly, be and hereby are authorized and empowered to negotiate terms, execute grant agreements, instruments and/or documents, and take any other actions necessary or desirable to carry out the foregoing resolutions, including without limitation the

authority to negotiate the terms of the grants as he or she may determine are in the best interests of RIHousing and to execute any and all agreements or documents as they deem necessary to carry out the foregoing actions as he or she deems necessary to carry out the foregoing resolutions.

Attachment A
Proposed FY 2024 Community Development Program Funding Awards

Organization	Program	Location	Annual Award
Housing Opportunities Corporation and Wood River Health	Shannock Falls Care Coordinator	Richmond	\$56,500
		3-YEAR TOTAL	\$169,500

Approval of Engagement of Compensation Consulting Firm (CBIZ Compensation Consulting)

Chairman Pryor introduced and invited Whitley Werts, Director of Human Relations to present the recommendation for the Engagement of a Compensation Consulting Firm.

Ms. Werts stated that the request was for approval to engage a firm qualified to provide services related to the study of RIHousing’s comprehensive classification and compensation plan for two years. Specifically, this RFA seeks approval to engage the firm of CBIZ Benefits & Insurance Services, Inc. d/b/a CBIZ Compensation Consulting (“CBIZ”) to assist with RIHousing’s goal of offering market-competitive compensation to its employees.

From time-to-time RIHousing engages an experienced consulting firm to prepare an annual comprehensive classification and compensation study. A compensation study was last completed in 2021. Since that time, there have been significant changes in the local employment market, giving rise to the need for a new study and related services.

RIHousing currently has approximately 236 employees in the following categories:

- Officials, Managers, Administrators
- Professionals
- Administrative Support
- Service Maintenance

RIHousing has generally looked to finance industry companies, government agencies and other state HFAs for a relevant market for comparison. The 2024 study shall include with respect to all positions and classifications: review of RIHousing’s salary structure, position-specific pay, and job descriptions. The study will culminate in a comprehensive recommendations as to pay grades, pay levels, placement scales, pay bands/ranges, appropriate titles, and career ladders over the course of a two-year engagement.

In February 2024, RIHousing issued a Request for Proposals (“RFP”) from qualified firms. Notice of the RFP was posted on RIHousing’s website. Six (6) firms submitted proposals in response to the RFP (the “Applicants”). A selection committee comprised of the Chief Administrative Officer, the Chief Financial Officer, the General Counsel, the Chief Strategy & Innovation Officer, and the Director of Human Resources reviewed the submissions and evaluated them in accordance with the criteria outlined in the RFP. The selection committee scored the responses based upon the firm’s professional capacity, fee structure, experience, continuity and expertise of account team, experience with firms of similar size with similar benefits and goals, recommendations by references, capacity to offer services directly rather than through subcontractors, firm minority status and affirmative action program or activities.

Based on the selection committee’s evaluation of all proposals, CBIZ was determined to be best qualified to provide comprehensive compensation study consulting services to RIHousing. The engagement is expected to cost \$65,000 for two years.

Chairman Pryor thanked Ms. Werts and asked for a motion and a second for Approval of Engagement of Compensation Consulting Firm (CBIZ Compensation Consulting).

Commissioner Diossa stepped out of the meeting at 10:19 a.m.

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral.

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

Commissioner Diossa returned to the meeting at this point at 10:20 a.m.

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

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

Whereas, Rhode Island Housing and Mortgage Finance Corporation’s (“RIHousing”) enabling act provides it with all the power to make and execute contracts necessary to exercise the powers and functions provided to it under that act (R.I. Gen. Laws §42-55-5(6)); and

Whereas, RIHousing seeks to offer an excellent market-competitive compensation program to its employees with the assistance of experienced compensation consulting services; and

Whereas, in February 2024, RIHousing issued a Request for Proposals (“RFP”) from qualified firms to perform a comprehensive analysis of RIHousing’s employee compensation structure; and

Whereas, a selection committee comprised of the Chief Administrative Officer, the Chief Financial Officer, the General Counsel, the Chief Strategy & Innovation Officer, and

the Director of Human Resources reviewed the submissions and evaluated them in accordance with the criteria outlined in the RFP; and

Whereas, based upon the scoring evaluations, staff recommends the engagement of CBIZ Benefits & Insurance Services, Inc. d/b/a CBIZ Compensation Consulting to provide all services as detailed in the February 2024 Request for Proposals.

NOW, THEREFORE, IT IS HEREBY:

Resolved: that RIHousing be, and it is hereby authorized, to engage CBIZ Benefits & Insurance Services, Inc. d/b/a CBIZ Compensation Consulting for a period of two years for a total professional fee in the approximate amount of \$65,000 and

Resolved: that the Executive Director, Deputy Executive Director and Chief Administrative Officer, each acting singly, are hereby authorized and directed to take any and all actions they deem necessary and appropriate to carry out the foregoing resolutions, including without limitation negotiation of the terms of the engagement and execution of all relevant agreements and documents.

Approval of Engagement of Continuum of Care Performance Monitoring Consultant (Technical Assistance Collaborative, Inc. – TAC)

Chairman Pryor acknowledged Ms. Bioteau who gave the presentation.

Ms. Bioteau stated that the request was for approval to engage Technical Assistance Collaborative, Inc. (“TAC”) to monitor the performance of Continuum of Care (“CoC”) grantees. The CoC is a grant program of the U.S. Department of Housing and Urban Development (“HUD”) that supports housing and services for homeless persons. RIHousing serves as the CoC’s Collaborative Applicant on behalf of the Rhode Island Continuum of Care (“RICoC”).

HUD CoC grants provide funding to deliver supportive housing and homelessness systems projects throughout Rhode Island. HUD requires the Collaborative Applicant to monitor the performance of CoC grantees annually. Monitoring generally focuses on grant administrative requirements and compliance with the HEARTH Act, McKinney-Vento Homeless Assistance Act, and regulations contained in 24 CFR 578 and the CoC Program Interim Rule. The performance monitoring process begins with a risk assessment of all grantees to inform which projects to monitor and the scale of monitoring exercise to undertake. Then, monitoring visits are conducted in accordance with the resulting monitoring plan. Reports are issued to each agency monitored. A final summary report is also issued to the RICoC containing high-risk findings and portfolio-wide themes. Then the Collaborative Applicant conducts technical assistance and training for the grantees on topics and themes identified in the monitoring visits. RIHousing has contracted with TAC multiple times for consulting services to support CoC performance monitoring, including in 2023.

In January 2024 RIHousing issued a Request for Proposals (“RFP”) for a qualified firm to provide performance monitoring of CoC grantees for 2024. The RFP was posted on the RIHousing website, the State of Rhode Island Division of Purchases website, social media, and sent to RIHousing’s RFP notification list via email. RIHousing received one (1) proposal in response to the RFP from one (1) qualified firm, Technical Assistance Collaborative, Inc.

A committee consisting of RIHousing staff from the Executive division conducted a review of the proposal in accordance with the ranking criteria set forth in the RFP. The proposal's pricing was in accordance with similar, known consulting firms engaging in this field and is comparable to past RIHousing contracts issued for this work. The committee is recommending approval of TAC. TAC will commence work in approximately September 2024 and complete the relevant monitoring reports by the end of 2024. The resulting training and technical assistance portion of the scope of work is expected to continue into the first calendar quarter of 2025. All performance monitoring elements as outlined in the RFP and the firm's RFP response are anticipated to be complete by the end of March 2025.

Chairman Pryor thanked Ms. Bioteau and asked for a motion and a second for Approval of Engagement of Continuum of Care Performance Monitoring Consultant (Technical Assistance Collaborative, Inc. – TAC).

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

There being no discussion, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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

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

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

WHEREAS: RIHousing serves as the collaborative applicant on behalf of the Rhode Island Continuum of Care ("RICOc"); and

WHEREAS: Staff of RIHousing has identified a need for a qualified firm to complete performance monitoring of CoC grantees; and

WHEREAS: RIHousing has solicited proposals pursuant to an open competitive process for vendors to complete performance monitoring of CoC grantees and who are able to substantially meet the requirements associated with this set of functions; and

WHEREAS: RIHousing received one (1) proposal eligible for selection from the Technical Assistance Collaborative, Inc., which was determined by a selection committee to be satisfactory and approved by the Chief Purchasing Officer pursuant to the agency's Purchasing Policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that RIHousing be, and hereby is authorized to enter into a contract with Technical Assistance Collaborative, Inc., subject to any administrative adjustments as the Executive Director determines to be in the best interests of RIHousing, to provide

CoC performance monitoring as set forth in the Request for Proposals and the proposal submitted in response thereto;

RESOLVED: that such engagement shall be for a term of approximately seven (7) months for a cost not to exceed \$80,000;

RESOLVED: that the Executive Director, the Deputy Executive Director, and the Chief Strategy & Innovation 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 the terms and fees of the engagement as they may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as they deem necessary to carry out the foregoing and to take such further actions as they deem necessary to carry out the foregoing resolution.

Approval of Pre-Qualification of Lean Process Improvement Firms

Chairman Pryor announced that Christine Hunsinger, Chief Strategy and Innovation Officer would make the presentation.

Ms. Hunsinger said that the request was to authorize RIHousing to establish a roster of consultants able to provide Lean Process Improvement consultation as needed for divisions and programs within RIHousing to improve efficiency.

Periodically, RIHousing utilizes Lean Process Improvement to streamline and improve programmatic function. RIHousing issued a Request for Proposals (“RFP”) for firms that are qualified to facilitate Lean Process Improvement, which includes conducting staff assessments, analyzing current processes and program objectives and goals, facilitating stakeholder engagement, providing recommendations for program improvement, and as needed, providing consultation on implementation of recommendations.

The RFP notice was posted on the RIHousing website and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. In addition, the RFP was sent by email to more than 400 consultants and organizations.

Overall, RIHousing received proposals from seven (7) unique firms. A selection committee comprised of RIHousing staff (the “Review Committee”) reviewed the responses in accordance with the criteria set forth in the RFP and determined whether respondents were qualified to perform the required services. RIHousing seeks approval to include the following four (4) firms on its roster for Lean Process Improvement consultation:

Guidehouse Inc.
LSA Digital
The Efficiency Group, LLC
Turner and Townsend

The selected firms will appear on RIHousing’s roster of pre-qualified Lean Process Improvement consultants for a period of three years, which period may be extended if determined by staff to be in

the best interests of the corporation. Staff will engage firms from this list on an as-needed basis or solicit bids for particular projects consistent with RIHousing's Purchasing Policies.

Chairman Pryor asked Ms. Hunsinger what the process is for the engagement of the firms. Ms. Hunsinger stated that the process varies. As needed, departments can utilize the consultants on the roster for specific services. In the past, RIHousing has used the Lean Process to streamline procedures for the Lead and HCVP departments.

Chairman Pryor thanked Ms. Hunsinger and asked for a motion and a second for the Approval of Pre-Qualification of Lean Process Improvement Firms.

A motion was duly made by Commissioner Designee Caral and seconded by Commissioner Barry.

There being no additional questions, Corinne Myers, General Counsel conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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

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

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

WHEREAS: RIHousing has determined that it is in the best interests of the corporation to create a roster of approved firms to provide, as needed, Lean Process Improvement consultation;

WHEREAS: RIHousing issued a Requests for Proposals ("RFP") for qualified firms; and

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

NOW THEREFORE, IT IS HEREBY:

RESOLVED: that RIHousing be, and hereby is authorized, to establish the following roster of firms pre-qualified to facilitate Lean Process Improvement, which includes conducting staff assessments, analyzing current processes and program objectives and goals, facilitating stakeholder engagement, providing recommendations for program improvement and, as needed, providing consultation on implementation of recommendations, as such services were described in the RFP and consistent with the responses submitted in response thereto:

Guidehouse Inc.
LSA Digital
The Efficiency Group, LLC
Turner and Townsend

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

RESOLVED: that the Executive Director, the Deputy Executive Director or the Chief Strategy and Innovation Officer, each acting singly, be and hereby are authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate the terms and fees of the engagements as he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as they deem necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

Approval of Revisions to Employee Handbook

Chairman Pryor remarked that Ms. Werts would give an overview of the request.

Ms. Werts stated that RIHousing requests approval of revisions to the RIHousing Employee Handbook in accordance with staff recommendations.

The Quasi-Public Corporations Accountability and Transparency Act, chapter 155 of title 42 of the Rhode Island General Laws, requires that Boards of quasi-public corporations adopt certain written policies and procedures, including the following, which are customarily part of the RIHousing employee handbook: (i) travel, including lodging, meals, and incidental expenses; (ii) credit card use; (iii) employee reimbursement for business expenses; and (iv) personnel policies, including hiring, dismissing, promoting, and compensating employees of the corporation.

RIHousing maintains an Employee Handbook encompassing many of the written policies and procedures required under the Accountability Act and other policies that are advisable to be maintained for legal or business reasons. RIHousing conducts periodic reviews and updates of the Employee Handbook. In May 2024, Human Resources, Executive, and Legal staff reviewed RIHousing's Employee Handbook for consistency within the document, developments within the agency, legal updates, and to promote clarity. The last comprehensive review of the Employee Handbook took place in 2022.

As a result of this year's review effort, several areas in the Employee Handbook were identified for updates. Two new policies were added: Consent to Photography/Videography/Audio Recording and Merit Increase Policy and Guidelines. Notable changes were made to several existing policies, including Employment Categories, Introductory Period, Family and Medical Leave, Flex-Time Program, Termination and Severance, Business Expenses, Attendance and Punctuality, and Progressive Discipline. Supplemental Sick Leave was removed since it is no longer offered. The Handbook has also been revised to incorporate gender-neutral language throughout.

Proposed revisions to the RIHousing Employee Handbook were summarized in attachments that were included as part of the June 20, 2024, Board package.

Chairman Pryor thanked Ms. Werts and asked for a motion and a second for the Approval of Revisions to the Employee Handbook.

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

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

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

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

- Whereas:** Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) seeks to provide its employees with transparent, clear, and thoughtful policies and procedures as they pertain to benefits, protections, and expected behavior; and
- Whereas:** to provide policies that meet or exceed best practices, comply with state and federal statutory requirements, and foster a progressive workplace with diversity and employee satisfaction, RIHousing has adopted an Employee Handbook to govern employee benefits, rights, procedures, and ethical responsibilities; and
- Whereas:** the Quasi-Public Corporations Accountability and Transparency Accountability Act, Title 42, Chapter 155 of the Rhode Island General Laws (the “Accountability Act”), became effective on January 1, 2015; and
- Whereas:** the Accountability Act seeks to hold all quasi-public corporations, including RIHousing, to the highest standards of transparency and accountability; and
- Whereas:** Section 42-155-4(b) of the Accountability Act requires the Board of a Rhode Island quasi-public corporation to adopt written policies governing travel expenses; personnel, including hiring, dismissing, promoting, and compensating employees of the corporation; and employee reimbursement; and
- Whereas:** RIHousing staff has undertaken a review of the Employee Handbook, which encompasses several of the policies required under the Accountability Act, and has established the need for certain revisions, which will update the Employee Handbook to reflect actual agency practice, consistency within the document, developments within the agency and promote clarity.

NOW, THEREFORE, IT IS HEREBY:

- Resolved:** that RIHousing hereby approves and adopts the revised RIHousing Employee Handbook substantially in the form set forth in Attachment C and presented at this meeting; and
- Resolved:** that the Executive Director, Deputy Executive Director and Chief Administrative Officer, each acting singly, are hereby authorized and directed to take any and all actions they deem necessary and appropriate in furtherance of the foregoing resolutions, including the approval of administrative and interim updates to the Employee Handbook prior to the next comprehensive review.

Convening of the Section 8 Committee

Chairman Pryor informed the Commissioners that in addition to being on the board of RIHousing, Board members are also members of the Public Housing Authority that administers Section 8 rental subsidies. In that capacity, a motion to recess the meeting of the RIHousing Board of Commissioners and convene the Section 8 Committee was required.

The Chairman then asked for a motion and a second to recess the meeting of the RIHousing Board of Commissioners and convene the Section 8 Committee.

A motion was duly made by Commissioner Diossa and seconded by Commissioner Womer to recess the RIHousing Board of Commissioners meeting and convene the Section 8 Committee.

Ms. Myers, General Counsel, then conducted a voice vote of the Commissioners, eligible to vote. The Commissioners unanimously voted to approve the motion.

The Board of Commissioners unanimously approved the convening of the meeting of the Section 8 Committee to consider the Approval of the Public Housing (PHA) Annual Plan.

The Section 8 Committee Meeting convened at 10:29 am.

a. Approval of the Public Housing Authority (PHA) Annual Plan

Chairman Pryor then asked Michael DiChiaro, Director of Leased Housing and Rental Services to present the request.

Mr. DiChiaro said that RIHousing acts as a public housing authority (“PHA”) with respect to the administration of Section 8 tenant-based rental subsidies provided by the U.S. Department of Housing and Urban Development (“HUD”) through the Housing Choice Voucher Program. In accordance with Title V of the Quality Housing and Work Responsibility Act of 1998 (the “Act”), RIHousing must adopt a streamlined annual PHA plan for this program that establishes goals and objectives for meeting the housing needs of the corporation’s jurisdiction (the “Annual Plan”). The Annual Plan includes RIHousing’s strategies for expanding the supply of assisted housing, promoting family self-sufficiency, and ensuring equal opportunity in housing. The Annual Plan must be approved by the Board of Commissioners and forwarded to HUD.

RIHousing’s Government Relations & Policy staff has reviewed the Annual Plan to ensure consistency with the State’s Consolidated Plan. In accordance with the requirements of the Act, the Annual Plan has been circulated to a Resident Advisory Board for review. In addition, a forty-five-day public comment period culminated in a public hearing on May 6, 2024.

Mr. DiChiaro was pleased to share that RIHousing was recognized by HUD as a high performer on the Section 8 management assessment program. It’s the highest recognition level that a PHA can achieve.

Chairman Pryor thanked Mr. DiChiaro and asked for a motion and a second for the Approval of the Public Housing Authority (PHA) Annual Plan.

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

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

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

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

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the U.S. Department of Housing and Urban Development as a public housing authority in connection with the Housing Choice Voucher Program, through which RIHousing administers tenant-based Section 8 rental assistance; and

WHEREAS, Title V of the Quality Housing and Work Responsibility Act of 1998 requires public housing authorities that administer Section 8 assistance programs to set forth certain program-related policies and information in an annual plan (the “Annual Plan”), which must be adopted by the public housing authority’s board of directors; and

WHEREAS, following a public notice and comment process and an internal review of relevant policies and procedures, RIHousing staff has developed the attached Annual Plan for the fiscal year beginning July 1, 2024.

NOW, THEREFORE, BE IT:

RESOLVED, that RIHousing, in its capacity as a public housing authority, be and hereby is authorized to approve and adopt the Annual Plan substantially in the form attached hereto.

RESOLVED, that the Executive Director, the Deputy Executive Director, and Director of Leased Housing and Rental Services, each acting singly, are authorized to incorporate any technical changes brought forth at the public hearing.

RESOLVED, that the Executive Director, the Deputy Executive Director, and Director of Leased Housing and Rental Services, each acting singly, are authorized to take any further action they deem necessary to carry out the foregoing resolutions.

Chairman Pryor then asked for a motion to adjourn the Section 8 Committee and reconvene the RIHousing Board of Commissioners in open session.

A motion was made by Commissioner Diossa and seconded by Commissioner Barry to adjourn the Section 8 Committee and reconvene the RIHousing Board of Commissioners meeting.

General Counsel Corinne Myers, then directed a voice vote of the Commissioners in response to a vote for adjournment. The Commissioners unanimously voted to adjourn the Section 8 Committee and reconvene in open session.

The Section 8 Committee adjourned at 10:32 a.m. and Chairman Pryor reconvened the full RIHousing Board of Commissioners in open session.

Approval of Amendments to the RIHousing Administrative Plan

Ms. DiChiaro also gave the presentation for the amendments to the RIHousing Administrative Plan.

Mr. DiChiaro stated that RIHousing operates several federal housing programs, one of which is the Section 8 Housing Choice Voucher Program (the “HCV Program” or the “Program”). The HCV Program offers rental subsidies to help income-qualifying families, senior citizens and disabled individuals afford safe, healthy homes of their choosing. RIHousing serves as a Public Housing Authority (“PHA”) in those Rhode Island communities that do not have standalone municipal housing authorities. RIHousing’s operation of the HCV Program is governed by an Administrative Plan, as provided by federal regulation.

As primarily an administrative matter, RIHousing is proposing to update its Administrative Plan to comply with the provisions in both HUD’s Housing Opportunities Through Modernization Act (“HOTMA”) and National Standards for the Physical Inspection of Real Estate (“NSPIRE”).

A summary of Proposed Administrative Plan changes and full text of the changes was provided in attachments that were included as part of the June 20, 2024, Board of Commissioners package. The amendments will become effective upon approval and adoption by the Board of Commissioners and following the close of a forty-five-day public comment period, which was advertised and culminated in a public hearing on May 6, 2024.

Staff recommends that the Board of Commissioners approve the resolution adopting the amendments to the Administrative Plan, substantially in the form presented at the meeting.

Chairman Pryor thanked Mr. DiChiaro and asked for a motion and a second for Approval of Amendments to the RIHousing Administrative Plan

A motion was duly made by Commissioner Womer and seconded by Commissioner Designee Cabral.

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

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

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

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the U.S. Department of Housing and Urban Development as a public housing authority in connection with the Housing Choice Voucher Program, through which RIHousing administers tenant-based Section 8 rental assistance; and

WHEREAS, Title V of the Quality Housing and Work Responsibility Act of 1998 requires public housing authorities that administer Section 8 assistance programs to set forth certain program-related policies and information in an annual plan (the “Annual Plan”), which must be adopted by the public housing authority’s board of directors; and

WHEREAS, following a public notice and comment process and an internal review of relevant policies and procedures, RIHousing staff has developed the attached Annual Plan for the fiscal year beginning July 1, 2024.

NOW, THEREFORE, BE IT:

RESOLVED, that RIHousing, in its capacity as a public housing authority, be and hereby is authorized to approve and adopt the Annual Plan substantially in the form attached hereto.

RESOLVED, that the Executive Director, the Deputy Executive Director, and Director of Leased Housing and Rental Services, each acting singly, are authorized to incorporate any technical changes brought forth at the public hearing.

RESOLVED, that the Executive Director, the Deputy Executive Director, and Director of Leased Housing and Rental Services, each acting singly, are authorized to take any further action they deem necessary to carry out the foregoing resolutions.

Approval of Fiscal Year (FY) 2025 Operating Budget

Chairman Pryor invited Ms. Ventura to give the presentation for the FY 2025 Budget.

Ms. Ventura stated that the recommendation was for the approval of the proposed FY 2025 Operating Budget including projected revenue and expenses for the upcoming year.

The Executive Director began by thanking Senior Staff, the Division Directors, and the Executive Team for their time and efforts in addressing the FY 2025 budget. She especially offered her appreciation to Kara Lachapelle and Nancy Bacon, Director of Accounting for coordinating the effort. Ms. Ventura also acknowledged and thanked Ms. Bacon who earlier this year announced that she was retiring. She mentioned that Ms. Bacon stayed to ensure the budget process was complete. Ms. Ventura then wished her well on her retirement.

Next, the Executive Director stated that she was happy to report that RIHousing is wrapping up 2024 with a strong bottom line, forecasting a net revenue of \$16 million. Ms. Ventura announced that for the upcoming fiscal year staff anticipates the continued administration of State Fiscal Recovery Funds (SFRF).

RIHousing does expect continued execution of homeownership programs, though there is a reduction from the FY 2024 projected results which is due to the loss of the Downpayment Assistance Program. Staff estimates single-family production at approximately \$590 million. 75% of which will be financed through the bond market. RIHousing will continue to use the most effective financing strategies such as tax-exempt, taxable, and variable rate bonding and selling in the TBA market if appropriate.

The proposed FY 2025 budget anticipates a net revenue of \$11 million dollars. That net revenue amount places the Corporation in a strong financial position. The budget also forecasts a \$3 million net increase in interest income. Additionally, staff expect an increase in fee income due to the administration of the Section 8 program and loan servicing fees.

The budget also includes an increase in the provision for loan losses of \$2 million. That is primarily to offset the uninsured portion of new Multifamily Development loans. Ms. Ventura was pleased to report that RIHousing has increased its investment in programs based on availability of funding.

In addition, capital expenditures are anticipated including updated HVAC equipment, new furnace replacements in the Slader Garr and Earle Buildings, and a partial roof replacement in the Slade/Garr Building.

Furthermore, Ms. Ventura said that the Corporation is proposing a merit increase for staff and will conduct a compensation study.

Other increases within the budget include an increase relating to property maintenance including interior painting and carpeting, investments in technology, insurance, and other benefit costs. Personnel expenses also include an increase in medical expenses and merit increases for staff.

Ms. Ventura then asked Ms. Lachapelle to proceed with the major highlights of the budget. Ms. Lachapelle mentioned that the report included as part of the June 20, 2024, board package contained a summary memorandum, the programmatic and operating budget forecasts, along with corresponding graphs and charts.

Ms. Lachapelle mentioned that page three (3) of the presentation summarized the programs that RIHousing directly funds. As Ms. Ventura reported, RIHousing was able to increase program expenditure based on the strong bottom line.

Next, Ms. Lachapelle said that page four (4) outlined the descriptions for each of the programs. Page five (5) depicted a summary of revenue and expenses that detailed the largest areas where the Corporation is earning money. The first line showcased the spread that RIHousing earns between the interest rate RIHousing is allowed to charge the borrower and borrowing costs for the Corporation in the bond market. Fee income and gain on sales are the largest revenue components. There have been some increases primarily in the fee income and increases in the contract administration program and loan servicing areas. The Corporation also sells its loans directly to Fannie Mae and Freddie Mac and that is reflected as the gain on sales.

Regarding expenses, RIHousing anticipates an additional \$2 million for loan loss reserves. For operating expenses, the budget reflected a 2.55% increase in office maintenance for painting, carpeting, etc. Amortization for the capital projects related to the roof and HVAC system along with merit increases for staff was also emphasized, as well as increases in technology and insurance costs.

Continuing, Ms. Lachapelle referenced pages six (6) and seven (7) of the charts and graphs that provided comparisons by division and a five-year historical look at expenses.

Ms. Lachapelle then welcomed questions from the Commissioners.

Commissioner Barry inquired if staff plans to reinstate the \$17,500 Downpayment Assistance Program.

Ms. Ventura acknowledged that RIHousing added a \$15,000 downpayment assistance allowance to core programs that RIHousing offers. However, she was not positive that the referenced program would be reinstated. It depends on whether that activity can be included in the Governor's bond allocation.

Peter Pagonis, Director of Homeownership pointed out that the grant did help immensely. The good news is that RIHousing offers an attractive suite of programs that are funded with MRB resources. Income-eligible first-time homebuyers have several options available.

Commissioner Womer asked Ms. Ventura to speak to the budget's allocation for programs, asking if staff has flexibility on those programs. He inquired about the general philosophy of which programs are funded and the reasons for those decisions.

Ms. Ventura explained that it's based on need and what staff see in the state. For example, the Rental Assistance and Operating Support programs, RIHousing continues to support and expand those programs to serve the at risk and most vulnerable populations. That has been a top priority for the Corporation. The federal resources available to sustain those populations are not adequate to meet the need. That is where RIHousing looks to determine its priorities within the state and where the Agency's dollars can be most impactful. Ms. Ventura felt that staff does a good job in identifying those gaps.

Chairman Pryor thanked Ms. Ventura and Ms. Lachapelle and asked for a motion and a second for Approval of Fiscal Year (FY) 2025 Operating Budget.

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

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

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

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

Whereas, Pursuant to the provisions of the Rhode Island Housing and Mortgage Finance Corporation Act, Chapter 55 of Title 42 of the Rhode Island General Laws, Rhode Island Housing and Mortgage Finance Corporation ("RIHousing") has the authority to adopt an annual budget and disburse funds; and

Whereas, the Management Committee of the Board of Commissioners (the "Committee") provided the opportunity for staff to present and discuss the proposed FY 2025 operating budget; and

Whereas, staff recommends that the proposed FY 2025 operating budget be presented to the Board of Commissioners for approval and adoption.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that the proposed FY 2025 Operating Budget of RI Housing as presented to the Committee and as set forth at Attachment A is hereby approved; and

Resolved, that the Executive Director, the Deputy Executive Director, and the Chief Financial Officer, each acting singly, be and hereby are authorized, empowered, and directed to take any and all actions they shall deem necessary or advisable to carry out the foregoing resolution.

There being no further business to discuss, Chairman Pryor requested a motion to adjourn the Board of Commissioners meeting. A motion was duly made by Commissioner Barry and seconded by Commissioner Womer to adjourn the meeting.

Corinne Myers, General Counsel then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to adjourn the meeting.

Ms. Myers then announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 10:45 a.m.

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

Respectfully submitted,

Carol Ventura
Secretary and Executive Director