

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

March 28, 2024

A Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, March 28, 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 9:36 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; Elizabeth Dwyer, Director of the Department of Business Regulation; Kevin Orth; and Stephen P. McAllister. Maria Barry and Jonathan Womer, Director of the Department of Administration were absent.

RIHousing staff participating were: Carol Ventura, Executive Director; Kara Lachapelle, Chief Financial Officer; James Comer, Deputy Executive Director; Brett Pelletier, Chief Administrative Officer; Leslie McKnight, Deputy Assistant Director of Loan Servicing; Christine Hunsinger, Chief

Strategy & Innovation Officer; Anne Berman, Director of Real Estate Development; Corinne Myers, General Counsel; and Carl Rotella, Director of Information Technology.

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

Approval of Minutes of Board Meeting held on February 15, 2024

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

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

The Commissioners voted to unanimously approve the minutes.

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

VOTED: That the minutes of the Board Meeting held on February 15, 2024 hereby are approved.

Chairman's Remarks

Chairman Pryor welcomed everyone and thanked staff, Ms. Ventura and Deborah Flannery of the Department of Housing for reviewing information and advancing some projects forward from the One Stop Application round. He also appreciated the diligent strides made in working together and collaborating between RIHousing and the Department of Housing. The Chairman recognized Mr. Comer and Ms. Berman for their efforts.

Commissioner McAllister arrived at 9:41 am.

Adoption of Executive Director Performance Goals - CY2024

Chairman Pryor asked Ms. Ventura to give the presentation.

Ms. Ventura stated that the request was for adoption of the Executive Director's performance goals for the calendar year 2024. She began by acknowledging and thanking Chairman Pryor for his support during the process.

Pursuant to the Executive Director's January 19, 2023 employment agreement, the Board will evaluate the Executive Director's job performance annually on the basis of her promotion of RIHousing's public mission under its enabling legislation and achievement of specific goals and metrics set by the Board. The Chair and the Executive Director have mutually developed five (5) performance goals for the current calendar year.

Ms. Ventura then announced that the five (5) goals include: 1. advancing the Agency's 5-year Strategic Plan goals; 2. collaborating with state departments to advance the Governor's housing agenda; 3. increasing productivity and efficiency in RIHousing programs and services; 4. leading and supporting collaborative efforts to address Rhode Island's housing needs; and 5. building upon Agency's DEIB efforts and successes to expand access to RIHousing's programs and services.

Ms. Ventura then further explained the goals in detail.

A robust discussion followed the presentation with Chairman Pryor thanking Ms. Ventura for the presentation and the partnership approach in crafting the goals. He noted that the goals were presented to the Management Committee and discussed in detail.

The Chairman also pointed out that for the 5 Year Strategic Plan it was determined that outcome orientated performance metrics were to be established in order to track how RIHousing advances the goals. It's also important to periodically refresh the Plan to ensure progress is made, especially when external challenges are presented. Additionally, the Committee recommended a new look at the overall structure of the agency and to initiate a new strategic planning process in the forthcoming fiscal year.

Ms. Ventura explained that RIHousing will begin crafting a solicitation to engage a consultant to assist in the process. It will not be a full strategic plan but a new look to see where the Corporation is vis a vis the goals outlined in the strategic plan. Ms. Ventura expects that the RFP will be rolled out after the new fiscal year budget commences.

Chairman Pryor also mentioned that Ms. Ventura will provide periodic updates on the progress of the goals.

Ms. Ventura then remarked that following the Management Committee meeting she had a conversation with Commissioner Womer on establishing quantitative performance metrics for the goals. Ms. Ventura remarked that once a format has been designed, she will provide a report for the Board's review. Furthermore, Ms. Ventura spoke with Commissioner Orth regarding establishing quantitative metrics relating to the Corporation's finances.

Commissioner Orth commended Ms. Ventura on the goals, saying that they align well with the 5 Year Strategic Plan. He applauded establishing metrics to monitor and track progress. The Commissioner did note that the one item that he did not see in the goals is financial management. RIHousing is a self-sustaining agency, but if it's not solvent, then the mission cannot be accomplished. Commissioner Orth wanted to ensure that financial strength and integrity of the Corporation is included as part of the resolution. He recommended that it also be tracked with metrics such as equity and assets ratios, doing better than 15% return on assets, (better than 55 basis points), loan delinquencies, non-performing assets to total loan at better than 2%, etc. Commissioner Orth wanted to know if that is achievable.

Kara Lachapelle, Chief Financial Officer said that those metrics might be a stretch, but at the next update meeting she will bring what Standard and Poors (S&P) uses as benchmarks for RIHousing's bond ratings and the Commissioners can compare the standards to establish a format for financial metrics.

Ms. Ventura agreed that establishing financial metrics is a good strategy.

Chairman Pryor noted where under goal 3 the two provisions can be tracked within the goal. Those were leveraging technology and new business process to increase productivity and effectiveness around finance and identifying and implement innovative financing strategies to advance affordable homeownership opportunities. The Chairman thought that is where the finances of the Corporation should be tracked.

Commissioner Orth observed that he wanted to highlight that tracking the Corporation's continued financial viability was emphasized. The Commissioner preferred that the goal would be singularly stated to stress its importance.

Chairman Pryor then asked Commissioner Orth to verbalize his recommendation.

Commissioner Orth stated that he recommends adding to the goals ensuring the financial strength and integrity of RIHousing and insert the sub-metrics he outlined and be reported on quarterly. Commissioner Orth stressed that financial management overarches all the goals and should stand alone.

Ms. Ventura was happy to add that language as goal number 6. She said that she will confer with Ms. Lachapelle to accommodate that request.

Commissioner Diossa asked if Ms. Ventura will return to the next Management Committee with those updates on the metrics.

Chairman Pryor confirmed that fact and said that the reports will include performance and financial metrics.

Commissioner McAllister also said that he was pleased to see the goal for building relationships with non-traditional entities. He mentioned that long standing partners are aware of what the Corporation does, but getting the word out to non-traditional partners and other groups is important. It's a good way to address the housing needs of the State.

Ms. Ventura agreed, saying that it's in the best interest of the Corporation to be more aggressive and proactive on relationship building and encouraging other partners to come to RIHousing for development opportunities.

After the presentation and discussion, Chairman Pryor asked for a motion and a second for Adoption of the Executive Director's Performance Goals - CY2024.

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

Prior to the vote, Ms. Myers restated the motion to properly outline the amendment to the motion.

Ms. Myers stated that the motion was to Adopt the Executive Director's Performance Goals - CY2024 as amended orally to add a goal number 6 to ensure the financial strength and integrity of RIHousing with quarterly reporting and metrics to be established in a subsequent meeting.

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

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: the Executive Director’s January 19, 2023 employment agreement provides for the evaluation of the Executive Director’s job performance annually on the basis of her promotion of RIHousing’s public mission under its enabling legislation and achievement of specific goals and metrics set by the Board, *inter alia*; and

Whereas: in furtherance of such provision, the Chair and the Executive Director have identified the goals set forth in Attachment B as reasonably related to and illustrative of the Executive Director’s role for the current year;

NOW, THEREFORE, IT IS HEREBY:

Resolved: the performance goals set forth at Attachment B are hereby adopted for purposes of the calendar year 2024 performance evaluation of the Executive Director by the Board; and

Resolved: the Board may request that the Executive Director provide any information and documentation that may enable the Board to conduct such evaluation of her job performance; and

Resolved: that the Chair of the Board is hereby authorized and directed to take any and all actions he deems necessary and appropriate to carry out the forgoing resolutions.

Attachment B

EXECUTIVE DIRECTOR GOALS CY2024

1. Advance the Agency’s 5-year Strategic Plan goals.

In collaboration with the Board of Commissioners, establish outcome-oriented metrics to evaluate the Agency’s progress towards the goals within the Strategic Plan and advance these goals.

2. Collaborate with State Departments to advance the Governor’s Housing Agenda.

Coordinate with the Housing Department to manage and deploy state fiscal recovery funds in accordance with applicable deadlines.

Support and help oversee the implementation of the RIHousing Development Corporation proactive development activities.

Partner with the Housing Department as well as other State agencies to implement programs and initiatives that address the Governor's housing goals.

3. Increase productivity and efficiency in RIHousing programs and services.

Increase the nimbleness and efficiency of the Agency's housing production program delivery to accelerate the pace of production and ensure the efficient use of resources.

Monitor the performance of projects in the pipeline to identify and proactively address potential delays in construction start and completion dates and implement strategies to ensure SFRF expenditure deadlines are achieved. Report regularly regarding the progress of approved projects, risks identified, and steps taken to address and mitigate potential risks of project non-completion or delay.

Identify and implement innovative financing strategies to advance affordable homeownership opportunities.

Develop and implement updated design standards which incorporate industry best practices for green building standards/sustainability and accessibility.

Leverage technology and new business processes to increase agency productivity and to enhance our customer service.

Initiate a new strategic planning process to revisit existing objectives and, as merited, to modify RI Housing's programmatic plan and budgetary/investment approach in the current environment (given the latest housing data and resource-related constraints and opportunities).

Participate in the Department of Housing's Statewide Housing Planning and upcoming governance review processes.

4. Lead and support collaborative efforts to address Rhode Island's housing needs.

Expand collaborative initiatives with partners that test and demonstrate effective approaches to addressing state housing needs.

Build relationships with non-traditional entities such as philanthropic foundations, Community Development Financial Institutions, and other non-traditional housing investors.

5. Build upon Agency DEIB efforts and successes to expand access to RIHousing's programs and services.

Reduce barriers to homeownership opportunities for Black, Indigenous and People of Color (BIPOC) and low-English Proficiency communities.

Use the QAP and other financing tools to expand high quality housing choices for extremely low, low, and moderate-income households in both urban and non-urban areas as part of overall strategy to reduce racial and economic segregation and increase the accessibility of housing.

Approval of External Charitable Donations and Contributions

Chairman Pryor invited James Comer, Deputy Executive Director to present the request.

Mr. Comer said the request was for approval and ratification of external Charitable Donations and Contributions of RIHousing pursuant to the Quasi-Public Corporations Accountability and Transparency Act, Chapter 155 of Title 42 of the Rhode Island General Laws (the “Act”).

An attachment setting forth events for which RIHousing has or will make a Charitable Donation or Contribution was included as part of the March 28, 2024 Board of Commissioners package.

RIHousing’s support of the work of the organization(s) listed on the attachment furthers its corporate purposes of encouraging and stimulating the development of housing to alleviate the shortage of safe and sanitary residential housing for low- and moderate-income persons as set forth in R.I.G.L. §42-55-2(a). The Housing Network of Rhode Island, through its work as the trade organization representing non-profit housing developers, acts as an advocate for increased funding for affordable housing development, promotes awareness of the good work done by its members with RIHousing support and serves as a partner in policy development work which impacts our business. The work of this organization furthers and supports the mission of RIHousing.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of External Charitable Donations and Contributions.

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

Ms. Ventura announced that Susan Bodington, former Deputy Executive Director of RIHousing is receiving an award at the ceremony. Ms. Ventura was pleased to offer her congratulations for Ms. Bodington’s accomplishment.

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

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

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

Whereas, the legislative findings set forth in Rhode Island Housing and Mortgage Finance Corporation’s (“RIHousing”) enabling act (R.I.G.L. §42-55-2(a)) provide that the

serious shortage of safe and sanitary residential housing leads to environmental decline, depreciated value, reduced tax-paying capacity and impaired investment in the communities of the state; and

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

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

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

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

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

NOW, THEREFORE, IT IS HEREBY:

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

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

Resolved, that the Executive Director, Deputy Executive Director and the Chief 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 forgoing resolutions.

Approval of Development of Affordable Housing 2 Program (DAH-2) Funding Awards

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

Ms. Berman began by saying that staff modified the request from the Credit Committee to include a recommendation for an additional funding award.

Ms. Berman then said the request was for the Development of Affordable Housing 2 Program (“DAH-2”), which is also known as the ARPA Production Fund Program and in previous rounds has been referred to as the RI Rebounds Production Fund, is funded with State and Local Fiscal Recovery Funds (“SFRF”) appropriated to the United States Department of Treasury (“Treasury”) through the American Rescue Plan Act of 2021 for the production of affordable housing for households with

incomes at or below 80% of area median income (“AMI”). RIHousing was authorized to implement and administer the DAH-2 using approximately \$75,000,000 in funds for the new production of affordable housing for rental opportunities. As of February 2024, approximately \$18,000,000 in DAH-2 funds is available for award.

RIHousing staff recommends approval of funding for six (6) proposals in the total collective amount of \$7,506,051. The recommended awards are described in Attachment A and all such awards are contingent upon the applicant’s ability to close by July 31, 2024 or sooner, as outlined in the attachment.

In closing, Ms. Berman recognized and acknowledged Paul Gagnon, President of the Board of Valley Affordable Housing, and Charlie Adams from Pennrose, who were present at the meeting.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of Development of Affordable Housing 2 Program (DAH-2) Funding Awards.

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

Following the presentation, Chairman Pryor asked Ms. Berman to summarize the process followed for the awards. Ms. Berman outlined the timeframe, steps involved in reviewing, analyzing the applications and the scoring method utilized to determine the awards.

Mr. Comer also reminded the Commissioners that there’s a deadline to expend the SFRF dollars by December 2026; therefore, staff is concentrating on expeditiously and efficiently moving the deals to closing.

Chairman Pryor then thanked Commissioner Orth, Chairman of the Credit Committee for his participation and guidance during the review process.

Commissioner Orth commended and applauded staff on their diligent and proactive work on moving the applications forward.

Mr. Comer also noted that the development partners put in a lot of work to ensure the funding requests were justified.

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

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

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

WHEREAS, The State of Rhode Island has established the Development of Affordable Housing 2 Program (“DAH-2”), which is also known as the ARPA Production Fund Program, using State and Local Fiscal Recovery Funds appropriated to the U.S. Department

of Treasury under the American Rescue Plan Act of 2021 to provide funding for the development of new multifamily units for households with incomes below 80% of Area Median Income;

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the State of Rhode Island to administer DAH-2;

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the threshold requirements of DAH-2;

WHEREAS, staff of RIHousing have reviewed each of the eligible applications submitted and recommend that DAH-2 funds be committed to the proposals listed in Attachment A; and

WHEREAS, RIHousing staff have reviewed the submissions and determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$7,506,051 in DAH-2 funding in compliance with DAH-2 guidelines, subject to certain conditions as well as the receipt of other sources of funds, for the proposals reviewed by staff, as set forth in Attachment A; 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 resolution.

Attachment A Summary of Recommendations

Reynolds Farm Senior Housing II – Valley Affordable Housing Corp. (“VAH”) has proposed the new construction of 40 affordable, 55+ age-restricted units in North Kingstown to be known as Reynolds Farm Senior Housing II (the “Development”). The Development will include a combination of 31 one-bedroom units and 9 two-bedroom units. Eleven units will be restricted to households with incomes at or below 30% of AMI and the remaining units will be restricted to households with incomes at or below 60% of AMI. The newly constructed building will contain community space specifically designed for providing social services to the residents.

Since Preliminary Approval in May 2023, construction costs have significantly increased, and increased insurance costs and higher interest rates have added to the overall funding gap. In addition, the softening of the LIHTC equity market has resulted in a slightly lower price; however, the overall LIHTC equity has increased due to higher overall costs. The overall total development cost reflects an increase of approximately \$1,970,000. While VAH requested \$1,000,000 in additional gap funds allocated between two different sources, staff recommends that \$1,000,000 in DAH-2 funds be awarded to expedite overall feasibility. This \$1,000,000 DAH-2 award would be added to the

\$6,860,000 DAH-2 award preliminarily approved in May 2023 and is contingent upon completion of standard underwriting and closing by July 31, 2024.

Sources	Consolidated Round 2023		Delta	Consolidated Round 2024	
	Amount	Per Unit		Amount	Per Unit
RIH First Mortgage	\$200,000	5,000	\$425,000	\$625,000	\$15,625
HOME	\$1,000,000	25,000	\$0	\$1,000,000	\$25,000
ARPA Production Fund	\$6,860,000	171,500	\$0	\$6,860,000	\$171,500
Housing Trust Fund	\$1,340,000	33,500	\$0	\$1,340,000	\$33,500
DAH-2	\$0	0	\$1,000,000	\$1,000,000	\$25,000
LIHTC Proceeds	\$5,131,730	128,293	\$484,874	\$5,616,604	\$140,415
General Partner Capital	\$0	0	\$100	\$100	\$3
Deferred Development Fee	\$195,442	4,886	\$64,378	\$259,820	\$6,496
Total Sources	\$14,727,172	368,179	\$1,974,352	\$16,701,524	\$417,538
Uses	Amount	Per Unit	Delta	Amount	Per Unit
Construction	\$10,596,775	\$264,919	\$1,539,190	\$12,135,965	\$303,399
Contingency	\$1,059,678	\$26,492	(\$149,481)	\$910,197	\$22,755
Soft Costs	\$1,072,356	\$26,809	\$191,560	\$1,263,916	\$31,598
Financing	\$1,012,535	\$25,313	\$366,092	\$1,378,627	\$34,466
Developer Fee	\$756,000	\$18,900	\$0	\$756,000	\$18,900
Operating Reserve	\$177,432	\$4,436	\$22,646	\$200,078	\$5,002
Replacement Reserve Year 1 Deposit	\$13,000	\$325	\$0	\$13,000	\$325
Other Reserves	\$39,396	\$985	\$4,345	\$43,741	\$1,094
Total Uses	\$14,727,172	\$368,179	\$1,974,352	\$16,701,524	\$417,538

Broad Street Homes - Broad Street Homes (the “Development”) consists of three proximate lots along Broad Street in the heart of Central Falls adjacent to City Hall. The City of Central Falls (the “City”) purchased the properties using RIHousing Site Acquisition Program funds. The properties include (i) a historic former police station and courthouse, (ii) a former Dunkin Donuts site, which is a blighted property and will be demolished, and (iii) a municipal parking lot. The Development is expected to produce 44 units.

Since Preliminary Approval in May 2023, softening of the LIHTC equity market has lowered LIHTC pricing, permanent debt interest rates have increased, and the development has incurred a very significant increase in construction costs, mostly related to State Historic Preservation office review requirements in connection with the Section 106 review of the former courthouse building. The overall total development cost reflects an increase of approximately \$4,200,000, and this gap in the Development’s capital stack is being addressed by a number of different sources, including the developer’s request for \$1,538,070 in additional DAH-2 funds. Staff recommends the award of \$1,538,070 in DAH-2 funds, to be added to the \$5,800,000 DAH-2 award preliminarily approved in May 2023, which is contingent upon completion of standard underwriting and closing by July 31, 2024.

Sources	2023 Consolidated Round		Delta	2024 Consolidated Round	
	Amount	Per Unit		Amount	Per Unit
RIH First Mortgage	\$825,000	18,750	\$361,491	\$1,186,491	\$26,966
Community Revitalization	\$2,000,000	45,455	\$0	\$2,000,000	\$45,455
DAH-2	\$5,800,000	131,818	\$0	\$5,800,000	\$131,818
Federal Appropriations	\$2,000,000	45,455	\$0	\$2,000,000	\$45,455
Additional RIH Funding Request	\$0	0	\$1,538,070	\$1,538,070	\$34,956
LIHTC Proceeds	\$9,326,145	211,958	\$1,412,155	\$10,738,300	\$244,052
Deferred Development Fee	\$189,569	4,308	\$250,000	\$439,569	\$9,990
Seller Note	\$0	0	\$335,000	\$335,000	\$7,614
Infrastructure Grant	\$0	0	\$300,000	\$300,000	\$6,818
Total Sources	\$20,140,714	457,744	\$4,196,715	\$24,337,429	\$553,123
Uses	Amount	Per Unit	Delta	Amount	Per Unit
Construction	\$15,004,000	\$341,000	\$2,275,093	\$17,279,093	\$392,707
Contingency	\$1,244,900	\$28,293	\$483,009	\$1,727,909	\$39,271
Acquisition	\$110,000	\$2,500	\$225,000	\$335,000	\$7,614
Soft Costs	\$1,615,840	\$36,724	\$434,190	\$2,050,030	\$46,592
Financing	\$871,322	\$19,803	\$472,249	\$1,343,571	\$30,536
Developer Fee	\$990,990	\$22,523	\$250,000	\$1,240,990	\$28,204
Operating Reserve	\$249,242	\$5,665	\$2,758	\$252,000	\$5,727
Lease Up Reserve	\$0	\$0	\$20,000	\$20,000	\$455
Replacement Reserve Year 1 Deposit	\$15,275	\$347	\$34,725	\$50,000	\$1,136
Other Reserves	\$39,145	\$890	(\$310)	\$38,835	\$883
Total Uses	\$20,140,714	\$457,744	\$4,196,715	\$24,337,429	\$553,123

Ade Bethune House - Ade Bethune House is a new construction project that consists of a single building with 54 units of affordable, 55+ age-restricted housing and a new Senior Center in Portsmouth. Church Community Housing Corporation (“CCHC”) is the developer. CCHC plans to reuse the site of the former Portsmouth Senior Center to construct the new building. There will be a 99-year land lease between the Town of Portsmouth and CCHC, and the building will be structured as a condominium with the intent for the Town to purchase the new Senior Center upon completion. Of the 54 housing units, 6 one-bedroom units will be restricted to households with incomes at or below 30% of AMI and the remaining one and two-bedroom units will be available to households with incomes up to 60% of AMI. The 30% AMI units will receive operating subsidy through the HPF-ELI program.

Since Preliminary Approval in May 2023, CCHC has had to procure and contract with a new General Contractor and construction costs have increased by approximately \$4,500,000, some of which can be attributed to general increases in the construction industry. In addition, softening of the LIHTC equity market has lowered LIHTC pricing contributing to a gap in the Development budget. The overall total development cost reflects an increase of approximately \$6,100,000; however, due to changes in the small area fair market rents, the Development is now located in a Difficult to Develop area which makes the project eligible for additional LIHTC equity. Developer has requested \$1,471,481 in additional ancillary funds, and staff recommends the award of \$1,471,481 in DAH-2 funds, to be added to the \$5,550,000 DAH-2 award preliminarily approved in May 2023, which is contingent upon completion of standard underwriting and closing by July 31, 2024.

Sources	2023 Consolidated Round		Delta	2024 Consolidated Round	
	Amount	Per Unit		Amount	Per Unit
RIH First Mortgage	\$3,200,000	59,259	(\$520,000)	\$2,680,000	\$49,630
Capital Magnet Fund	\$200,000	3,704	\$0	\$200,000	\$3,704
DAH-2	\$5,550,000	102,778	\$0	\$5,550,000	\$102,778
HOME	\$1,000,000	18,519	\$0	\$1,000,000	\$18,519
Community Development Block Grant	\$750,000	13,889	\$0	\$750,000	\$13,889
Housing Trust Fund	\$1,000,000	18,519	\$0	\$1,000,000	\$18,519
FHLB Affordable Housing Program	\$0	0	\$850,000	\$850,000	\$15,741
Town Purchase Senior Center	\$1,000,000	18,519	(\$1,000,000)	\$0	\$0
LIHTC Proceeds	\$6,456,200	119,559	\$5,087,552	\$11,543,752	\$213,773
General Partner Capital	\$0	0	\$100	\$100	\$2
Deferred Development Fee	\$620,268	11,486	(\$170,000)	\$450,268	\$8,338
RI Housing Predevelopment Grant	\$0	0	\$250,000	\$250,000	\$4,630
Renewable Energy Fund Grant & Investment	\$0	0	\$106,248	\$106,248	\$1,968
Additional DAH-2	\$0	0	\$1,471,481	\$1,471,481	\$27,250
Total Sources	\$19,776,468	366,231	\$6,075,381	\$25,851,849	\$478,738
Uses	Amount	Per Unit	Delta	Amount	Per Unit
Construction	\$13,391,184	\$247,985	\$4,329,953	\$17,721,137	\$328,169
Contingency	\$1,004,339	\$18,599	\$331,392	\$1,335,731	\$24,736
Soft Costs	\$1,685,215	\$31,208	\$593,065	\$2,278,280	\$42,190
Financing	\$1,700,023	\$31,482	\$861,253	\$2,561,276	\$47,431
Developer Fee	\$1,520,600	\$28,159	(\$49,732)	\$1,470,868	\$27,238
Operating Reserve	\$401,379	\$7,433	(\$4,127)	\$397,252	\$7,357
Replacement Reserve Year 1 Deposit	\$18,550	\$344	\$0	\$18,550	\$344
Other Reserves	\$55,178	\$1,022	\$13,577	\$68,755	\$1,273
Total Uses	\$19,776,468	\$366,231	\$6,075,381	\$25,851,849	\$478,738

Walker Lofts - The developer, Odin Properties, LLC, has proposed to re-construct a historical blighted mill complex in Lincoln known as Walker Lofts. The development will consist of 126 total units, of which 32 units (equal to 25% of the total units) will be affordable. Walker Lofts will provide 25 one-bedroom, 6 two-bedroom and 1 three-bedroom units, all restricted to households with incomes at or below 80% of AMI. The remaining units will be unrestricted. The property is located five minutes from the newly constructed Pawtucket/Central Falls Commuter Station.

Since Preliminary Approval in May 2023, the developer has experienced rising construction material costs, prevailing wage requirements tied to State Historic Tax Credits, and higher financing costs related to higher rates. The overall total development cost reflects an increase of approximately \$10,540,000. Developer has requested \$5,876,831 in additional ancillary funds; however, only 25% of units in the development are affordable so staff has applied that percentage to the gap request thereby reducing the request to \$1,470,000. Staff is recommending a \$940,000 DAH-2 award, which is contingent upon completion of standard underwriting and closing by July 31, 2024. RIHousing is recommending that the balance of the gap request be funded with Middle Income Program funds, which is the subject of a separate Request for Action to be presented to the Board. The developer will need to secure funding for the remaining \$4,400,000 in connection with the market rate units from other non-RIHousing sources.

Sources	Consolidated Round 2023		Delta	Consolidated Round 2024	
	Amount	Per Unit		Amount	Per Unit
First Mortgage	\$21,750,000	172,619	\$1,000,000	\$22,750,000	\$180,556
Providence Revolving Fund	\$1,000,000	7,937	\$0	\$1,000,000	\$7,937
Community Revitalization	\$2,000,000	15,873	\$0	\$2,000,000	\$15,873
Middle Income Program	\$2,230,000	17,698	\$530,000	\$2,760,000	\$21,905
DAH-2	\$0	0	\$940,000	\$940,000	\$7,460
GP Equity	\$2,000,000	15,873	(\$2,000,000)	\$0	\$0
Developer Funding Gap (Market Uni	\$0	0	\$4,406,831	\$4,406,831	\$34,975
Fed. Historic Tax Credit Proceeds	\$5,479,855	43,491	\$1,572,014	\$7,051,869	\$55,967
General Partner Capital	\$2,000,000	15,873	\$1,000,000	\$3,000,000	\$23,810
State Historic TC Proceeds	\$2,975,000	23,611	\$0	\$2,975,000	\$23,611
Deferred Development Fee	\$2,209,145	17,533	\$594,855	\$2,804,000	\$22,254
RI Rebuild Credit	\$1,000,000	7,937	\$2,500,000	\$3,500,000	\$27,778
Total Sources	\$42,644,000	338,444	\$10,543,700	\$53,187,700	\$422,125
Uses	Amount	Per Unit	Delta	Amount	Per Unit
Construction	\$25,975,000	\$206,151	\$8,802,000	\$34,777,000	\$276,008
Contingency	\$2,597,500	\$20,615	\$880,200	\$3,477,700	\$27,601
Acquisition	\$3,300,000	\$26,190	(\$25,000)	\$3,275,000	\$25,992
Soft Costs	\$3,306,500	\$26,242	(\$1,231,500)	\$2,075,000	\$16,468
Financing	\$3,075,000	\$24,405	\$900,000	\$3,975,000	\$31,548
Developer Fee	\$4,390,000	\$34,841	\$1,218,000	\$5,608,000	\$44,508
Total Uses	\$42,644,000	\$338,444	\$10,543,700	\$53,187,700	\$422,125

Parcel 9 - Parcel 9 is a hybrid development featuring both a 9% and 4% LIHTC tranche. The developer, Pennrose, LLC, is in the midst of constructing a 66-unit building utilizing a condominium structure. Parcel 9 (9%) will consist of 15 units between 30% - 60% of area median income (“AMI”) and 22 market rate units. Parcel 9 (4%) will consist of 29 units, 100% of which will be LIHTC units, between 30% - 60% AMI. The project closed in June 2023 and is currently under construction.

Subsequent to construction closing, the developer ran into cost overruns related to site conditions, structural, electrical scope, and insurance increases. The developer is also experiencing delays related to switch gears, which is adding time to the construction schedule. The overall total development cost for both tranches has increased by approximately \$1,030,000 and the developer has requested this approximate amount in additional ancillary funds. Staff has determined that sufficient contingency exists to cover the majority of the items included in the gap request. In addition, staff acknowledges that since the development has closed, it is the developer’s responsibility to manage the budget without seeking additional funds. However, staff has determined that the request for gap funds relative to the switch gear and electrical equipment is reasonable. Therefore, staff recommends an award of \$100,000 in DAH-2 funds to be prorated between the two tranches.

Rosebrook Commons - Rosebrook Commons (the “Development”) is a proposed mixed income, mixed use development located at 1747 West Main Road, Middletown that will be developed in two phases. Phase I, the subject of this recommendation, consists of 64 residential units within two buildings as well as 23,000 square feet of ground floor commercial space. The unit sizes vary from one to three bedrooms. Of the 64 units, 51 will be LIHTC units and the remaining 13 units are designated as Middle Income Program units with rents up to 120% AMI. Of the 51 affordable units, 13 will be affordable to households with incomes below 30% of AMI and 38 will be affordable to households with incomes below 60% of AMI. The Developer was awarded HPF-ELI funds to provide operating support for the 30% AMI units. The commercial space will be financed separately through a condominium structure.

Since Preliminary Approval in May 2023, permanent debt interest rates have increased, and the Development has incurred a very significant increase in construction costs. The overall total development cost reflects an increase of approximately \$5,627,538. The Department of Housing is preliminarily considering making an award of Priority Project Fund funding in an amount not to exceed \$2,456,500 to fill a portion of this gap, and RIHousing staff is recommending an additional DAH-2 award in the amount of \$2,456,500 to assist in covering the difference. This DAH-2 award will bring the total DAH-2 award for the Development to \$8,456,500. This DAH-2 award is contingent upon completion of standard underwriting and closing by July 31, 2024, as well as final approval of Priority Projects Fund funding from the Department of Housing in a sufficient amount to complete the capital stack. In addition to this DAH-2 award and the Priority Projects Fund funding under consideration, RIHousing is recommending that the gap also be funded with deferred development fee in the amount of \$562,000 as well as additional Middle Income Program funds, which recommendation is the subject of a separate Request for Action to be presented to the Board.

Sources	Preliminary - Residential only		Delta	Firm - Residential & Commercial		
	Amount	Per Unit		Residential	Commercial	Per Unit - Residential
RIH First Mortgage	\$3,659,000	57,172	\$0	\$3,659,000	\$0	\$57,172
RIH Second Mortgage	\$0	0	\$0	\$0	\$3,978,619	\$0
RIH HOME Loan	\$1,000,000	15,625	\$0	\$1,000,000	\$0	\$15,625
DAH-2	\$6,000,000	93,750	\$2,456,500	\$8,456,500	\$0	\$132,133
Middle Income Program	\$960,000	15,000	\$152,538	\$1,112,538	\$0	\$17,383
Priority Projects Fund	\$0	0	\$2,456,500	\$2,456,500	\$0	\$38,383
LIHTC Proceeds	\$9,688,328	151,380	\$0	\$9,688,328	\$0	\$151,380
Other Equity	\$0	0	\$0	\$0	\$1,326,206	\$0
Deferred Development Fee	\$0	8,750	\$562,000	\$562,000	\$0	\$8,781
Total Sources	\$21,307,328	332,927	\$5,627,538	\$26,934,866	\$5,304,825	\$420,857
Uses	Amount	Per Unit	Delta	Residential	Commercial	Per Unit - Residential
Construction	\$14,872,841	\$232,388	\$5,142,559	\$20,015,400	\$4,773,255	\$312,741
Contingency	\$1,041,099	\$16,267	\$359,979	\$1,401,078	\$334,128	\$21,892
Acquisition	\$800,000	\$12,500	\$0	\$800,000	\$0	\$12,500
Soft Costs	\$1,450,639	\$22,666	\$125,000	\$1,575,639	\$197,442	\$24,619
Financing	\$1,284,434	\$20,069	\$0	\$1,284,434	\$0	\$20,069
Developer Fee	\$1,339,800	\$20,934	\$0	\$1,339,800	\$0	\$20,934
Operating Reserve	\$425,195	\$6,644	\$0	\$425,195	\$0	\$6,644
Replacement Reserve Year 1 Deposit	\$20,800	\$325	\$0	\$20,800	\$0	\$325
Other Reserves	\$72,520	\$1,133	\$0	\$72,520	\$0	\$1,133
Total Uses	\$21,307,328	\$332,927	\$5,627,538	\$26,934,866	\$5,304,825	\$420,857

DAH-2 Award Summary

Reynolds Farm Senior Housing II	\$1,000,000
Broad Street Homes	\$1,538,070
Ade Bethune House	\$1,471,481
Walker Lofts	\$ 940,000
Parcel 9 (4%/9%)	\$ 100,000
Rosebrook Commons	\$2,456,500
Total DAH-2 Awards	\$7,506,051

Commissioner Diossa left at approximately 10:10 a.m. and Commissioner Designee Robert Craven took over for the Treasurer.

Approval of Community Revitalization Program (CRP) Funding Awards

Chairman Pryor stated that Anne Berman would present the request.

Ms. Berman said that the Community Revitalization Program (“CRP”) is funded with State and Local Fiscal Recovery Funds (“SFRF”) appropriated to the United States Department of Treasury (“Treasury”) through the American Rescue Plan Act of 2021 for the production of affordable housing for households with incomes at or below 80% of area median income (“AMI”). RIHousing was authorized to implement and administer CRP using approximately \$20,000,000 in funds for the acquisition and redevelopment of blighted properties in order to increase the development of affordable housing. CRP funds may be used for projects that include commercial or community spaces that are ancillary to the housing and serve residents of affordable housing. As of February 2024, approximately \$3,200,000 in CRP funds is available for award.

RIHousing staff recommends CRP funding for one (1) proposal in the amount of \$680,000. The recommended award is described in Attachment A and the award is contingent upon the applicant’s ability to close by July 31, 2024, or sooner.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of Community Revitalization Program (CRP) Funding Awards.

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

There being no 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, the Community Revitalization Program (“CRP”) was created using State and Local Fiscal Recovery Funds appropriated to the United States Department of Treasury (“Treasury”) through the American Rescue Plan Act of 2021 to provide funding for the acquisition and redevelopment of blighted properties to increase the development of affordable housing for households with incomes at or below 80% of Area Median Income;

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by Treasury and the State of Rhode Island to administer the CRP;

WHEREAS, the applicant listed in Attachment A has submitted an application that meets the threshold requirements of CRP;

WHEREAS, RIHousing staff have reviewed the submission and determined that the recommended proposal qualifies for financing under RIHousing's enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$680,000 in CRP funds in compliance with CRP guidelines, subject to certain conditions as well as the receipt of other sources of funds, for the proposal reviewed by staff, as set forth in Attachment A; 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 resolution.

Attachment A

Lockwood Plaza Phase I - Lockwood Plaza is a 209-unit development in Providence that was built in 1979 and last renovated in 2011. It is located at and around 50 Prairie Avenue and consists of 108 townhouses in 17 garden-style townhouse buildings as well as a 101-unit high-rise building. This current award for Phase I is being made in connection with the townhouse units only, which offer a combination of one-, two-, three- and four-bedroom units restricted for households with incomes at or below 60% of AMI. Approximately 88% of the units are supported by Section 8 housing choice vouchers and provide homes for residents with incomes below 50% of AMI and often below 30% of AMI.

Since Preliminary Approval in May 2023, the developer, WinnResidential, completed their plans and specifications as well as a full assessment of the critical systems. After a full review by the developer and RIHousing, it was determined that replacement, rather than refurbishment, of the windows and gutters is necessary to allow the project to continue to function safely, be energy efficient, and prevent moisture intrusion for the next 15-20 years. These construction-related items, along with rising interest rates, contributed to an overall funding gap of approximately \$2,640,000. The developer requested \$950,000 in ancillary funds, however, based on further review of the acquisition component of the project, staff is recommending an award of \$680,000 in CRP funds contingent upon completion of standard underwriting and closing by July 31, 2024.

Sources	May 2023		Delta	Consolidated 2024	
	Amount	Per Unit		Amount	Per Unit
RIH First Mortgage	\$3,000,000	27,778	(\$150,000)	\$2,850,000	\$26,389
Capital Magnet Fund	\$990,000	9,167	\$0	\$990,000	\$9,167
ARPA Production Fund	\$4,010,000	37,130	\$0	\$4,010,000	\$37,130
City of Providence	\$1,500,000	13,889	\$0	\$1,500,000	\$13,889
Assumed Debt (Rollover)	\$2,148,439	19,893	\$0	\$2,148,439	\$19,893
Seller Loan	\$0	0	\$1,103,333	\$1,103,333	\$10,216
Community Revitalization	\$0	0	\$680,000	\$680,000	\$6,296
LIHTC Proceeds	\$8,850,000	81,944	\$1,174,000	\$10,024,000	\$92,815
Cashflow from Operations	\$450,000	4,167	\$0	\$450,000	\$4,167
Deferred Development Fee	\$1,187,516	10,996	\$207,447	\$1,394,963	\$12,916
Citizens Bank EOF Funds	\$750,000	6,944	(\$375,000)	\$375,000	\$3,472
Total Sources	\$22,885,955	211,907	\$2,639,780	\$25,525,735	\$236,349

Uses	May 2023		Delta	Consolidated 2024	
	Amount	Per Unit		Amount	Per Unit
Construction	\$7,466,214	\$69,132	\$1,398,066	\$8,864,280	\$82,077
Contingency	\$746,621	\$6,913	\$139,807	\$886,428	\$8,208
Acquisition	\$8,222,222	\$76,132	\$833,333	\$9,055,555	\$83,848
Soft Costs	\$1,563,944	\$14,481	\$234,322	\$1,798,266	\$16,651
Financing	\$1,110,079	\$10,279	\$130,486	\$1,240,565	\$11,487
Developer Fee	\$2,076,384	\$19,226	\$292,569	\$2,368,952	\$21,935
Operating Reserve	\$639,862	\$5,925	(\$28,025)	\$611,837	\$5,665
Replacement Reserve Year 1 Deposit	\$216,000	\$2,000	\$0	\$216,000	\$2,000
Other Reserves	\$844,630	\$7,821	(\$360,778)	\$483,852	\$4,480
Total Uses	\$22,885,955	\$211,907	\$2,639,780	\$25,525,735	\$236,349

Approval of Middle Income Loan Program Funding Awards

Chairman Pryor once again invited Anne Berman to give the presentation.

Ms. Berman said that the Middle Income Loan Program (the “MI Program”) is funded with State and Local Fiscal Recovery Funds (“SFRF”) appropriated to the United States Department of Treasury (“Treasury”) through the American Rescue Plan Act of 2021 for the production of affordable housing for households with incomes between 80% and 120% of area median income (“AMI”). RIHousing was authorized by the State of Rhode Island to implement and administer the MI Program using approximately \$20,000,000 in funds for the new production of affordable housing for both rental and homeownership opportunities. As of February 2024, approximately \$13,800,000 in MI Program funds is available for award.

Staff recommends approval of funding for two (2) proposals in the amount of \$682,538. The recommended awards are described in Attachment A and are contingent upon the applicants’ ability to close by July 31, 2024 or sooner.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Middle Income Loan Program Funding Awards.

A motion was duly made by Commissioner McAlister and seconded by Commissioner Designee Craven.

Commissioner Orth referenced the new per unit cost guideline recommended for the program and asked what that is. Ms. Berman responded that the recommendations are \$75,000 for an efficiency,

\$85,000 for a one bedroom unit and \$95,000 for a two bedroom or larger unit. Ms. Berman also said that she will circulate the guidelines to the Board.

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 adopted:

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

WHEREAS, The State of Rhode Island has established the Middle Income Loan Program (the “MI Program”) using State and Local Fiscal Recovery Funds appropriated to the United States Department of Treasury under the American Rescue Plan Act of 2021 to provide funding for the development of new multifamily rental and homeownership units for households with incomes between 80% and 120% of Area Median Income;

WHEREAS, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) has been designated by the State of Rhode Island to administer the MI Program;

WHEREAS, the applicants listed in Attachment A have submitted applications that meet the threshold requirements of the MI Program; and

WHEREAS, RIHousing staff have reviewed the submissions and determined that the recommended proposals qualify for financing under RIHousing’s enabling legislation, regulations, guidelines and policies.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that RIHousing is authorized to commit up to \$682,538 in MI Program funds in compliance with the MI Program guidelines, subject to certain conditions and the receipt of other sources of funds, for the proposals reviewed by staff, as set forth in Attachment A; 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 resolution.

**Attachment A
Summary of Recommendations**

Walker Lofts - The developer, Odin Properties, LLC, has proposed to re-construct a historical blighted mill complex in Lincoln known as Walker Lofts. The development will consist of 126 total units, of which 32 units (equal to 25% of the total units) will be affordable. Walker Lofts will provide 25 one-bedroom, 6 two-bedroom and 1 three-bedroom units, all restricted to households with

incomes at or below 80% of AMI. The remaining units will be unrestricted. The property is located five minutes from the newly constructed Pawtucket/Central Falls Commuter Station.

Since May 2023, the developer has experienced rising construction material costs, prevailing wage requirements tied to State Historic Tax Credits, and higher financing costs related to higher rates. The overall total development cost reflects an increase of approximately \$10,540,000. Developer has requested \$5,876,831 in additional ancillary funds; however, only 25% of units in the development are affordable so staff has applied that percentage to the gap request, thereby reducing the request to \$1,470,000. Staff is recommending a \$530,000 MI Program award, which is contingent upon completion of standard underwriting and closing by July 31, 2024. Staff is recommending that the balance of the gap request be funded with DAH-2 funds, which is the subject of a separate Request for Action to be presented to the Board. The developer will need to secure funding for the remaining \$4,400,000 in connection with the market rate units from other non-RI Housing sources.

Sources	Consolidated Round 2023		Delta	Consolidated Round 2024	
	Amount	Per Unit		Amount	Per Unit
First Mortgage	\$21,750,000	172,619	\$1,000,000	\$22,750,000	\$180,556
Providence Revolving Fund	\$1,000,000	7,937	\$0	\$1,000,000	\$7,937
Community Revitalization	\$2,000,000	15,873	\$0	\$2,000,000	\$15,873
Middle Income Program	\$2,230,000	17,698	\$530,000	\$2,760,000	\$21,905
DAH-2	\$0	0	\$940,000	\$940,000	\$7,460
GP Equity	\$2,000,000	15,873	(\$2,000,000)	\$0	\$0
Developer Funding Gap (Market Unit)	\$0	0	\$4,406,831	\$4,406,831	\$34,975
Fed. Historic Tax Credit Proceeds	\$5,479,855	43,491	\$1,572,014	\$7,051,869	\$55,967
General Partner Capital	\$2,000,000	15,873	\$1,000,000	\$3,000,000	\$23,810
State Historic TC Proceeds	\$2,975,000	23,611	\$0	\$2,975,000	\$23,611
Deferred Development Fee	\$2,209,145	17,533	\$594,855	\$2,804,000	\$22,254
RI Rebuild Credit	\$1,000,000	7,937	\$2,500,000	\$3,500,000	\$27,778
Total Sources	\$42,644,000	338,444	\$10,543,700	\$53,187,700	\$422,125
Uses	Amount	Per Unit	Delta	Amount	Per Unit
Construction	\$25,975,000	\$206,151	\$8,802,000	\$34,777,000	\$276,008
Contingency	\$2,597,500	\$20,615	\$880,200	\$3,477,700	\$27,601
Acquisition	\$3,300,000	\$26,190	(\$25,000)	\$3,275,000	\$25,992
Soft Costs	\$3,306,500	\$26,242	(\$1,231,500)	\$2,075,000	\$16,468
Financing	\$3,075,000	\$24,405	\$900,000	\$3,975,000	\$31,548
Developer Fee	\$4,390,000	\$34,841	\$1,218,000	\$5,608,000	\$44,508
Total Uses	\$42,644,000	\$338,444	\$10,543,700	\$53,187,700	\$422,125

Rosebrook Commons - Rosebrook Commons (the “Development”) is a proposed mixed income, mixed use development located at 1747 West Main Road, Middletown that will be developed in two phases. Phase I, the subject of this recommendation, consists of 64 residential units within two buildings as well as 23,000 square feet of ground floor commercial space. The unit sizes vary from one to three bedrooms. Of the 64 units, 51 will be LIHTC units and the remaining 13 units are designated as Middle Income Program units with rents up to 120% AMI. Of the 51 affordable units, 13 will be affordable to households with incomes below 30% of AMI and 38 will be affordable to households with incomes below 60% of AMI. The Developer was awarded HPF-ELI funds to provide operating support for the 30% AMI units. The commercial space will be financed separately through a condominium structure.

Since Preliminary Approval in May 2023, permanent debt interest rates have increased, and the Development has incurred a very significant increase in construction costs. The overall total

development cost reflects an increase of approximately \$5,627,538. RIHousing staff is recommending an award of \$152,538 in MI funds to assist in covering this gap. This MI award is contingent upon completion of standard underwriting and closing by July 31, 2024. This MI award will bring the total MI Program funding for the Development to \$1,112,538. In addition to this MI award, and Priority Projects Fund funding from the Department of Housing currently under consideration, RIHousing is recommending that the gap also be funded with deferred development fee in the amount of \$562,000 as well as an additional DAH-2 award, which recommendation is the subject of a separate Request for Action to be presented to the Board.

Sources	Preliminary - Residential only		Delta	Firm - Residential & Commercial		
	Amount	Per Unit		Residential	Commercial	Per Unit - Residential
RIH First Mortgage	\$3,659,000	57,172	\$0	\$3,659,000	\$0	\$57,172
RIH Second Mortgage	\$0	0	\$0	\$0	\$3,978,619	\$0
RIH HOME Loan	\$1,000,000	15,625	\$0	\$1,000,000	\$0	\$15,625
DAH-2	\$6,000,000	93,750	\$2,456,500	\$8,456,500	\$0	\$132,133
Middle Income Program	\$960,000	15,000	\$152,538	\$1,112,538	\$0	\$17,383
Priority Projects Fund	\$0	0	\$2,456,500	\$2,456,500	\$0	\$38,383
LIHTC Proceeds	\$9,688,328	151,380	\$0	\$9,688,328	\$0	\$151,380
Other Equity	\$0	0	\$0	\$0	\$1,326,206	\$0
Deferred Development Fee	\$0	8,750	\$562,000	\$562,000	\$0	\$8,781
Total Sources	\$21,307,328	332,927	\$5,627,538	\$26,934,866	\$5,304,825	\$420,857
Uses	Amount	Per Unit	Delta	Residential	Commercial	Per Unit - Residential
Construction	\$14,872,841	\$232,388	\$5,142,559	\$20,015,400	\$4,773,255	\$312,741
Contingency	\$1,041,099	\$16,267	\$359,979	\$1,401,078	\$334,128	\$21,892
Acquisition	\$800,000	\$12,500	\$0	\$800,000	\$0	\$12,500
Soft Costs	\$1,450,639	\$22,666	\$125,000	\$1,575,639	\$197,442	\$24,619
Financing	\$1,284,434	\$20,069	\$0	\$1,284,434	\$0	\$20,069
Developer Fee	\$1,339,800	\$20,934	\$0	\$1,339,800	\$0	\$20,934
Operating Reserve	\$425,195	\$6,644	\$0	\$425,195	\$0	\$6,644
Replacement Reserve Year 1 Deposit	\$20,800	\$325	\$0	\$20,800	\$0	\$325
Other Reserves	\$72,520	\$1,133	\$0	\$72,520	\$0	\$1,133
Total Uses	\$21,307,328	\$332,927	\$5,627,538	\$26,934,866	\$5,304,825	\$420,857

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 McAllister and seconded by Commissioner Designee Craven 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 10:16 a.m.

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

Respectfully submitted,

Carol Ventura
Secretary and Executive Director