

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

November 14, 2024

A Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, November 14, 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 Val Lingasami, Assistant Director of Information Technology, who summarized the parameters of the meeting.

Ms. Lingasami 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. Ms. Lingasami also asked that to prevent any feedback or background noise, telephone participants to please mute their telephone if not speaking. Additionally, Ms. Lingasami announced that if during the meeting anyone had technical difficulties with audio or accessing the call, they should call (401) 429-1430.

Kelly Kenyon LeValley, Deputy General Counsel, then provided additional guidance for the meeting. Ms. LeValley stated that the meeting was being held in a 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. LeValley 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 phones 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 9:32 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; Rebecca Webber, Designee for Jonathan Womer, Director of the Department of Administration; Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation; Kevin Orth; and Stephen P. McAllister. James Diossa, General Treasurer, and Maria Barry were absent.

RIHousing staff participating were Carol Ventura, Executive Director; James Comer, Deputy Executive Director; Kara Lachapelle, Chief Financial Officer; Leslie McKnight, Assistant Deputy Director of Loan Servicing; Christine Hunsinger, Chief Strategy & Innovation Officer; Anne Berman,

Director of Real Estate Development; Kelly Kenyon LeValley, Deputy General Counsel; and Val Lingasami, Assistant Director of Information Technology.

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

Approval of Minutes of Board Meeting held on October 17, 2024

Chairman Pryor asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on October 17, 2024. A motion was duly made by Commissioner McAllister and seconded by Commissioner Designee Cabral.

There being no comments or discussion, Kelly Kenyon LeValley, Deputy General Counsel of RIHousing, conducted a voice vote of the Commissioners.

The Commissioners unanimously voted to approve the minutes.

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

VOTED: That the minutes of the Board Meeting held on October 17, 2024, are hereby approved.

Chairman's Remarks

Chairman Pryor greeted everyone and duly proceeded with the agenda.

Executive Director's Review of Recent Activities and Trends

Carol Ventura, Executive Director, welcomed everyone, referred the Commissioners to her report, and commented on a few items of the Corporation's activities.

Homeownership. Ms. Ventura was pleased to report that as of the end of October, RIHousing exceeded its performance goals for homeownership. The 2024 performance goal was 1300 units but as of October 31st, the amount is 1331 units. Ms. Ventura congratulated the Homeownership team and participating lenders on the accomplishment.

Development. Ms. Ventura announced that Development has been extremely busy and recently launched the Consolidated RFP for LIHTC and various ancillary financing programs. Applications are due December 16th. Staff conducted a workshop with developers on October 24th to review the funding sources available, including the State LIHTC and the HOME-ARP program, as well as changes to the proforma and the application. Staff anticipates that some actions might be brought forward to the Board as early as January 2025.

Ms. Ventura then related that staff closed two (2) 4% bond transactions in October and expect to close four (4) additional deals by the end of the month.

Leased Housing and Rental Services. Ms. Ventura was pleased to share that HUD Section Eight Management Assessment (SEMAP) concluded that the Housing Choice Voucher Program has earned the designation of High Performer, the highest level available for that assessment. Ms. Ventura congratulated the Leased Housing Department for achieving the high performer designation for the second year in a row.

Continuing, Ms. Ventura reported that on November 13th, RIHousing joined Church Community Housing Corporation, Governor McKee, elected officials, and other community partners and speakers to celebrate the start of construction of Ade Bethune House, a new construction project in Portsmouth with 54 units of affordable, age-restricted housing, and a new senior center. Ms. Ventura mentioned that James Comer represented the Corporation at the event.

Human Resources. Ms. Ventura underlined the work HR has accomplished regarding DEIB initiatives. Ms. Ventura stated that as part of RIHousing's journey to build a diverse, equitable, and inclusive culture, staff has developed a DEIB Strategic Action Plan. One of the top four (4) recommendations, based on the DEIB assessment, was establishing a common understanding. This statement is clear and concise and defines what DEIB means to RIHousing for internal and external audiences. Ms. Ventura referenced page 7 of the Executive Director's report that features the statement. She invited the Commissioners to review the statement at their convenience. She commended the Human Resources team on that accomplishment.

Finance. Lastly, Ms. Ventura said that on September 19th, Finance successfully executed a new bond issuance for the Multi-Family Development Bond Program. The bond sale provides \$87 million in tax-exempt financing to fund new construction, and acquisition and rehabilitation of five affordable housing developments, providing 186 total units for renters making below 80% of the area median income.

The bond sale saw strong demand, with over \$216 million in orders, including \$30 million in national retail orders and \$10 million belonging to Rhode Island-specific accounts. This oversubscription resulted in a decreased overall debt cost, allowing RIHousing to reduce the interest rates to its borrowers.

Following the presentation Ms. Ventura welcomed questions.

Commissioner Orth referenced the delinquency rates and asked Leslie McKnight, Deputy Assistant Director of Servicing, where she foresees that the situation is heading and the future of the borrower.

Ms. McKnight stated that presently delinquencies are high, but staff is monitoring the trend. The rates are as high as of March 2021 which is concerning. RIHousing experienced 1653 delinquent loans at the end of October. What is most concerning regarding that number is that 1100 of those borrowers previously received loss mitigation assistance during and post-COVID. That is a significant number of borrowers re-defaulting after receiving assistance. Staff is focusing on that situation to determine the reason for the re-defaults. What staff is hearing is that inflation is strangling borrowers. Even though there is a reduction in inflation, food and energy prices have not decreased, insurance rates continue to increase, and interest rates on credit card debt have increased drastically. Additionally, the other challenge is the high rents.

Continuing, Ms. McKnight said the challenge is how to overcome those circumstances. 19% of the customers who received loss mitigation financing have received multiple modifications, HAF funds, and FHA partial claim funds and are at the end of their options. In April 2025 many of the loss mitigation options will come to an end and will revert to pre-COVID options which are less flexible.

Servicing is coordinating with Mr. Pagonis and the Homeownership division to strategize options, such as intensive budget counseling, to tackle the issue. Ms. McKnight stressed that staff would continue to explore every option available for borrowers to retain their homes.

Commissioner Orth then asked if staff is noting a buildup of equity for the borrowers. Ms. McKnight confirmed that borrowers definitely have equity. For those borrowers that were foreclosed, the equity was considerable.

Chairman Pryor mentioned the tax credit issuance expected for December and asked Ms. Berman if Developers had expressed any questions or feedback. Ms. Berman stated that very few questions were presented except for a few regarding the state low-income housing tax credits, which the Department of Housing addressed.

No further questions were presented.

Firm Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Financing for Parcel 9 Phase II (Providence)

Chairman Pryor announced that Anne Berman, Director of Real Estate Development, would give the presentation.

Ms. Berman said that the request was for firm approval of the reservation of up to \$1,000,000 of 2024 and/or 2025 9% Low-Income Housing Tax Credits (“LIHTC”) as well as firm approval of: (i) a taxable leasehold first mortgage loan in an amount up to \$4,352,000, (ii) a Development of Affordable Housing 2 (“DAH-2”) loan in an amount not to exceed \$8,178,940, (iii) a Housing Production Fund (“HPF”) loan in an amount not to exceed \$784,487, (iv) a Middle Income Program (“MIP”) loan in an amount not to exceed \$1,325,000, and (v) an Acquisition and Revitalization Program (“ARP”) loan in an amount not to exceed \$1,750,000 for Parcel 9 Phase II (the “Development”), a 61-unit rental housing development to be located in Providence, Rhode Island. Pennrose, LLC is the developer (the “Developer”). The Development received preliminary approval from the Board of Commissioners on May 16, 2024 (“Preliminary Approval”).

Parcel 9 Phase II is a new construction, mixed-income development on a currently vacant parcel at the edge of the Fox Point neighborhood in Providence. Phase I is currently under construction and will create 66 units and a Head Start center. Phase II, which is the subject of this RFA, will complete the planned two-phase development. This infill parcel is part of a I-195 Redevelopment District, and redevelopment of the parcel will support the District Commission’s economic development goals for the former 195 Interstate land.

Phase II will create 61 new units, providing 13 units at 30% of area median income (“AMI”), two units at 50% of AMI, 21 units at 60% of AMI, 15 middle-income units at 100% AMI, and 10 market-rate units. The Development includes a mix of bedroom sizes ranging from efficiency to three-bedroom units. To help subsidize the 30% AMI units, the Developer was awarded HPF-ELI assistance from RIHousing for 9 units, which is intended to bridge the gap between a resident’s ability to pay 30% of their gross household income toward rent and the established 50% LIHTC rent. The Developer was also awarded eight project-based vouchers from the Providence Housing Authority. In addition, the Developer has partnered with Operation Stand Down to provide services for qualified veterans living at the Development.

The Developer's application scored points for energy efficiency and the Developer intends to follow the Zero Energy Homes Standard. The project will meet RNC Tier II and Energy Star 3.1 Version 8. The Developer is also proposing a solar photovoltaic system and community solar to cover common area electricity.

Since Preliminary Approval, total development costs have increased by approximately \$1,600,000. The increase can mainly be attributed to construction-related costs as well as an increase in the contingency based on experience in Phase I. Additional site work is also required for soil excavation, export, and remediation due to the need to update the foundation design to account for existing infrastructure and unsuitable soils. To address the cost increases, the developer has increased their first mortgage by approximately \$1,500,000. This increase is supported by higher market-rate rents and increased LIHTC rents from the preliminary projections. As a result of the increase in hard debt, the operating reserve has also increased. The developer has undertaken value engineering to help address the cost increases. As part of this value engineering, RIHousing staff worked with Pennrose to review and trim some of the soft costs where possible and was able to reduce the overall amount of RIHousing subsidy by \$587,000. The developer was also awarded funds from the Providence Redevelopment Agency.

In addition, the Development has been awarded \$4,400,000 in RIHousing Emergency Rental Assistance 2 ("ERA-2") funds pursuant to subaward agreements between RIHousing and the State. A portion of the ERA-2 funds, approximately \$2,700,000, has replaced several RIHousing sources, which will be freed up for future transactions.

Staff requests firm approval of a reservation of up to \$1,000,000 of 2024 and/or 2025 9% LIHTC, and firm approval of: (i) a first mortgage loan in an amount not to exceed \$4,352,000, (ii) a DAH-2 loan in an amount not to exceed \$8,178,940, (iii) an HPF loan in an amount not to exceed \$784,487, (iv) a MIP loan in an amount not to exceed \$1,325,000, and (v) an ARP loan in an amount not to exceed \$1,750,000 for Parcel 9 Phase II.

Such approvals are subject to certain conditions.

Ms. Ventura asked for clarification of the ERA2 expenditure deadline. Ms. Berman confirmed that the deadline is September 30, 2025.

Chairman Pryor commended staff on utilizing the ERA2 funds and asked what the developer needs to do to ensure that that deadline is met. Ms. Berman explained that closing is mandatory. She did acknowledge that Pennrose is extremely proactive and closing calls have been initiated and the goal is to close by December. The contractor is mobilized and is wrapping up Phase 1 so they can seamlessly move to Phase 2.

Following the presentation and questions, Chairman Pryor asked for a motion and a second for Firm Approval of Reservation of Low-Income Housing Tax Credits (LIHTC) and Financing for Parcel 9 Phase II (Providence).

Chairman Pryor stated that Parcel 9 is a very important project and congratulated staff and Pennrose on moving to completion.

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

Kelly Kenyon LeValley, Deputy General Counsel, then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

Ms. LeValley 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”) 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, the Low-Income Housing Tax Credit Program (the “Program”) was created as part of the Tax Reform Act of 1986, as amended (the “Act”);

Whereas, RIHousing has been designated the administrator of the Program in the State of Rhode Island;

Whereas, staff for RIHousing has determined that Pennrose, LLC (“Applicant”) is eligible for the Program under the laws of the State of Rhode Island and the federal tax code;

Whereas, in May, the RIHousing Board of Commissioners granted preliminary approval of a reservation of low-income housing tax credits available in calendar year 2024 and/or 2025 (“LIHTC”) and preliminary approval of permanent financing for Parcel 9 Phase II (the “Development”);

Whereas, since preliminary approval, the request for permanent financing from the Applicant listed below has increased to the following:

Applicant	Development	9% LIHTC	RIHousing 1st Mortgage	DAH-2 Loan
Pennrose, LLC	Parcel 9 Phase II	\$1,000,000	\$4,352,000	\$8,178,940
HPF Loan	MIP Loan	ARP Loan		
\$784,487	\$1,325,000	\$1,750,000		

Whereas, the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for mortgage financing and determined that the Development qualifies for financing under RIHousing’s enabling legislation, regulations, guidelines and policies; and

Whereas, RIHousing finds that:

(1) there exists a shortage of decent, safe, and sanitary housing at rents 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) 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) 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) the proposed housing development to be assisted will be of public use and will provide a public benefit; and

(5) 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, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that up to \$1,000,000 of allocated 2024 and/or 2025 LIHTC be reserved for the Applicant or an affiliated entity (the “Borrower”) pursuant to Section 4.4 of the Rules Relative to Multifamily Loan Programs - Allocation of Low-Income Housing Tax Credits (825-RICR-30-00-4) (the “RIHousing Regulations”), and 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 necessary to cause such reservation to be effective; and further, that any final allocation shall be made at such time as the Borrower complies with the requirements of the Act and the RIHousing Regulations.

Resolved, that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$4,352,000 for a taxable first mortgage loan to the Borrower for rental housing to be located in Providence and known as Parcel 9 Phase II.

Resolved, that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$8,178,940 for a Development of Affordable Housing - 2 loan to the Borrower for rental housing to be located in Providence and known as Parcel 9 Phase II.

Resolved, that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$784,487 for a Housing Production Fund loan to the Borrower for rental housing to be located in Providence and known as Parcel 9 Phase II.

Resolved, that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$1,325,000 for Middle Income Program funding to the Borrower for rental housing to be located in Providence and known as Parcel 9 Phase II.

Resolved, that, subject to the special conditions listed below, RIHousing hereby approves firm commitment of up to \$1,750,000 for Acquisition and Revitalization Program funding to the Borrower for rental housing to be located in Providence and known as Parcel 9 Phase II.

Resolved, that the foregoing resolutions are subject to the following special conditions:

- 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 plans and specifications by RIHousing, as well as related construction documentation;
- Confirmation from the City of Providence that the entire development will be taxed at 8% of gross potential income;
- Approval by RIHousing of all management related issues including the marketing and tenant selection plans;
- Execution and delivery by the Applicant of a Construction Completion Guaranty in form and substance satisfactory to RIHousing and any lender;
- Closing of a construction loan with Webster Bank 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 the U.S. Department of Housing and Urban Development for a minimum of 50% of the first mortgage loan; 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.

Approval of Transfer of Physical Assets (TPA) and Prepayment for Williams Woods Apartments (Providence)

Chairman Pryor stated that once again Ms. Berman would present the request.

Ms. Berman said that the request is administrative and seeks approval of the sale of Williams Woods Apartments (the “Development”), a 65-unit affordable housing development for individuals and families located in Providence, and the prepayment of the existing first mortgage loan and the Targeted Loan (collectively, the “Loans”) on the Development.

Under RIHousing 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.

The owner of the Development is Williams Woods Limited Partnership, a Massachusetts limited partnership (the “Owner”). The current general partner of the Owner is Williams Woods Winn Limited Partnership, which holds a .001% interest in the partnership. The current investor limited partners in the Development are PHA Opportunity Corporation and Winn Partnership Holdings LLC, as both Special Limited Partner and Investor Limited Partner. The Owner intends to sell the Development to Williams Woods Apartments, LLC, a California limited liability company (the “Buyer”). The principals of the Buyer are Robert Budman (51% interest), Jake Walker (25% interest), and Patrick Late (24% interest), all of whom are affiliated with BLVD Capital.

The Buyer will pay the sum of approximately \$8,000,000 to purchase the Development and will finance the acquisition with a new first mortgage from Fannie Mae issued by JLL Real Estate Capital, LLC in the approximate amount of \$6,592,000 and an estimated \$2,008,400 in cash. The Owner is proposing to use approximately \$3,100,000 to prepay the Loans in full. RIHousing has determined that there is a prepayment penalty associated with the first mortgage loan payoff in the approximate amount of \$317,985. The initial compliance period for the Development ended in December 2020, and the financial benefits of the tax credits and depreciation losses have been substantially realized by the Owner. The Buyer will assume all other existing obligations encumbering the Development, including all affordability restrictions.

The current property manager is WinnResidential, who has a strong track record of management at the Development. WinnResidential also has significant experience as a third-party management agent in Rhode Island and is among the largest managers of affordable housing in the U.S., with over 48,500 units under management. No change in the management agent is contemplated.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of Transfer of Physical Assets (TPA) and Prepayment for Williams Woods Apartments (Providence).

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

There being no questions, Ms. LeValley, Deputy General Counsel, conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the resolution.

Ms. LeValley then officially announced that the following resolution was unanimously 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, Williams Woods Limited Partnership seeks approval of the sale of Williams Woods Apartments (the “Development”) to William Woods Apartments, LLC (the “Buyer”); 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 sale of the Development from Williams Woods Limited Partnership to Williams Woods Apartments, 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. Approval of the organizational documents of Buyer;
3. Receipt by RIHousing of the transfer 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, the Deputy Executive Director, or the Director of Real Estate Development, each acting singly, be and hereby are authorized to execute and deliver on behalf of RIHousing all documents necessary or advisable to consummate such transfer and to take such further actions as he or she shall deem necessary or advisable in connection therewith.

**Resolution of the Board of Commissioners of
Rhode Island Housing Mortgage and 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; and

Whereas, Williams Woods Limited Partnership, the owner of Williams Woods Apartments (the “Development”), seeks approval of the prepayment of the existing first mortgage loan; and

Whereas, Williams Woods Limited Partnership, the owner of the Development, seeks approval of the prepayment of the Targeted Loan; and

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

NOW, THEREFORE, IT IS HEREBY:

Resolved, that the prepayment of the existing first mortgage loan and Targeted Loan currently encumbering Williams Woods Apartments 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 the Processing Fee, as defined in § 3.4 of the TPA Regulations, and, in accordance with the loan documents, reimbursement of any and all costs incurred by RIHousing as a result of such prepayment, as determined by RIHousing in its sole discretion; and
3. 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

Approval of Transfer of Physical Assets (TPA) for Deerfield Commons (North Smithfield)

Anne Berman gave the presentation.

Ms. Berman began by noting that the request was administrative. Ms. Berman then informed the Commissioners that the request was for approval of the transfer of the limited partnership interest in Deerfield Commons Apartments (the “Development”), an affordable housing development located in North Smithfield.

Under RIHousing 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.

The owner of the Development is Deerfield Acquisition, LP (the "Owner"). The current general partner of the Development is Deerfield GP, LLC, which holds a .01% interest in the partnership. The two current investor limited partners in the Development are Countryside Corporate Tax Credits XIX Limited Partnership, a Massachusetts limited partnership (the "Withdrawing Limited Partner"), and Michel Properties, LLC, a Massachusetts limited liability company (the "Withdrawing Special Limited Partner" and together with the Withdrawing Limited Partner, collectively, the "Withdrawing LP"). The Withdrawing LP intends to transfer its partnership interests to 190 Deerfield Investor, LLC, a Rhode Island limited liability company (the "Transferee") for the sum of \$78,441. The Transferee will become the replacement investor limited partner and the replacement special limited partner of the Partnership. Both the current general partner and the Transferee are affiliated with Cathedral Development Group, Inc., the original developer.

No new financing is currently anticipated. The Transferee will assume all existing obligations encumbering the Development.

The current property manager is Property Advisory Group, Inc. ("PAG"). The Owner and management company are affiliated entities. No change in the management agent is contemplated. The Development received a 99b on its most recent REAC score, and PAG provided a list of capital improvements made over the past three years.

Staff recommends approving the transfer of the limited partnership interest, subject to certain conditions.

After the presentation, Chairman Pryor asked for a motion and a second for Approval of Transfer of Physical Assets (TPA) for Deerfield Commons (North Smithfield).

A motion was duly made by Commissioner Orth and seconded by Commissioner Designee Webber.

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

Ms. LeValley then officially 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, Deerfield GP, LLC seeks approval of the transfer of the limited partnership interest in Deerfield Acquisition, LP, the owner of Deerfield Commons Apartments (the

“Development”), from Countryside Corporate Tax Credits XIX Limited Partnership and Michel Properties, LLC to 190 Deerfield Investor, 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 limited partnership interest in the Development from Countryside Corporate Tax Credits XIX Limited Partnership and Michel Properties, 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 the transfer Processing Fee, as defined in §3.4 of the TPA Regulations; and
3. 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, the Deputy Executive Director, or the Director of Real Estate Development, each acting singly, be and hereby are authorized to execute and deliver on behalf of RIHousing all documents necessary or advisable to consummate such transfer and to take such further actions as he or she shall deem necessary or advisable in connection therewith.

Approval of List of Pre-Qualified Communication Services and Research Firms

Chairman Pryor acknowledged Christine Hunsinger, Chief Strategy and Innovation Officer, who gave the presentation.

Ms. Hunsinger said that the request was for approval for RIHousing to establish a roster of pre-qualified communication services and research firms to assist RIHousing with various external communication efforts including marketing, advertising, creative services, public and stakeholder engagement; focus groups, surveys, in-depth interviews and facilitated meetings and strategic communication advice and counsel. RIHousing seeks to accept bids from and engage approved firms on an as-needed basis to provide various external communication services listed above.

In September 2024, RIHousing issued a Request for Proposals (“RFP”) to create a roster of qualified firms to fulfill these needs:

1. Marketing/Advertising/Media Buying
2. Creative Services
3. Photography

4. Report Writing
5. Public and Stakeholder Engagement
6. Focus Groups, Surveys, In-Depth Interviews, & Facilitated Meetings
7. Strategic Communications Advice and Counsel
8. Website Hosting, Maintenance and Support

The RFP notice was posted on RIHousing’s website and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Twenty (20) firms submitted proposals, with some firms applying for multiple service categories.

The RFP notice included a list of eleven (11) services, the eight (8) services listed here, above (1-8) and three (3) additional services, Production of State or Federal Required Plans or Reports, Grant Writing, and Industry/Market Analysis. However, because there was an insufficient number of responses related to those three (3) services, we are extending the deadline for those services and expect to bring those to the Board in the near future.

A selection committee comprised of RIHousing staff (the “Review Committee”) reviewed the responses in accordance with the criteria set forth the RFP and determined whether respondents were qualified to perform the required services. Based on this review, RIHousing seeks approval to include the following seventeen (17) firms on its roster for Communication Services (please note, some firms appear under more than one category):

Marketing/Advertising/Media Buying

Advocacy Solutions
 Argus
 Duffy and Shanley
 Luminous
 MORE
 Reach Consulting
 True North

Creative Services

Argus
 Duffy and Shanley
 KSA Marketing
 Libra
 Luminous
 MORE
 Reach Consulting
 Thirdspoon
 True North

Photography

DDL
 Josh Edenbaum
 KSA Marketing
 Luminous
 Michael Salerno
 Thirdspoon

Report Writing

Advocacy Solutions
Keenan Consulting
Libra

Public and Stakeholder Engagement

Advocacy Solutions
Argus
Libra
Reach Consulting

Focus Groups, Surveys, In-Depth Interviews, & Facilitated Meetings

Advocacy Solutions
Argus
Duffy and Shanley
MDR
Reach Consulting

Strategic Communications Advice and Counsel

Advocacy Solutions
Duffy and Shanley
Ninigret Partners

Website Hosting, Maintenance and Support

Duffy and Shanley
Luminous
Ninedot

The selected firms will appear on RIHousing's roster of pre-qualified Communication Services and Research Services for a period of three (3) years. Staff will engage firms from this list on an as-needed basis or solicit bids for particular projects consistent with RIHousing's Purchasing Policies.

The Review Committee recommends that the Board of Commissioners approve the resolution authorizing the creation of a roster of qualified providers of Communication Services and Research Services.

Chairman Pryor referenced the open RFP for the three (3) services not included as part of the request and asked when that deadline is. Ms. Hunsinger stated that the deadline was the following day, November 15th.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of a List of Pre-Qualified Communication Services and Research Firms.

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

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

Ms. LeValley 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 to make and execute contracts necessary to exercise the powers and functions provided to it under said 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 communication services and research firms to provide various marketing, advertising, and creative services; public and stakeholder engagement; focus groups, surveys, in-depth interviews and facilitated meetings; and strategic communication advice and counsel;

Whereas: RIHousing issued a Request for Proposals (“RFP”) for qualified communication services and research firms; and

Whereas: a selection committee comprised of 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 create a roster of qualified communications and research firms from which RIHousing may select providers of primary communication, public information, business planning, marketing, advertising, plan- and report-production, and research services on such matters as the Executive Director or her designee deems advisable or necessary; and

Resolved: that RIHousing be, and hereby is authorized, to establish the following roster of firms pre-qualified to provide communications and research services to the corporation for a term of three years, as such services were described in the RFP and consistent with the responses submitted in response thereto:

Marketing/Advertising/Media Buying

Advocacy Solutions
Argus
Duffy and Shanley
Luminous
MORE
Reach Consulting
True North

Creative Services

Argus
Duffy and Shanley
KSA Marketing
Libra

Luminous
MORE
Reach Consulting
Thirdspoon
True North

Photography

DDL
Josh Edenbaum
KSA Marketing
Luminous
Michael Salerno
Thirdspoon

Report Writing

Advocacy Solutions
Keenan Consulting
Libra

Public and Stakeholder Engagement

Advocacy Solutions
Argus
Libra
Reach Consulting

Focus Groups, Surveys, In-Depth Interviews, & Facilitated Meetings

Advocacy Solutions
Argus
Duffy and Shanley
MDR
Reach Consulting

Strategic Communications Advice and Counsel

Advocacy Solutions
Duffy and Shanley
Ninigret Partners

Website Hosting, Maintenance and Support

Duffy and Shanley
Luminous
Ninedot

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

without limitation negotiation of the terms of the engagement and execution of all relevant agreements and documents.

Approval of Renewal of Master Agreement with MetaSource, LLC

Chairman Pryor invited Leslie McKnight, Deputy Assistant Director of Servicing, to present the request.

Ms. McKnight said that the request seeks authorization for RIHousing to enter into a renewal of the Master Agreement with MetaSource, LLC, dated January 1, 2021, for a term of two (2) years beginning on January 1, 2025. MetaSource, LLC provides residential mortgage post-closing due diligence services for RIHousing's Homeownership and Loan Servicing Divisions.

To comply with investor and insurer requirements, RIHousing must conduct regular compliance reviews for residential mortgages that RIHousing originates, purchases, and sub-services.

In November 2020, RIHousing's Board of Commissioners authorized RIHousing to engage Titan Lender Corporation – now known as MetaSource, LLC (“MetaSource”) – to provide various post-closing due diligence services to RIHousing. In January 2021, RIHousing entered into a Master Agreement with MetaSource to provide various post-closing due diligence services, including but not limited to: 1) whole loan purchase review; 2) post-closing audits; 3) FHA case binders; 4) document retention; 5) integration and development; 6) FNMA loan detail for delivery; 7) processing original documents for secondary financing; and 8) document services for Maine State Housing Authority (the “Master Agreement”). The term of engagement of the Master Agreement was four (4) years, terminating on January 1, 2025. Under the Master Agreement, the Master Agreement may be renewed for two (2) years upon mutual agreement by the parties, subject to a three percent (3%) fee increase.

Staff has determined that renewal of the Master Agreement is in RIHousing's best interest. MetaSource's services and MetaSource's proprietary software, MetaWorx, are deeply integrated into the services provided by RIHousing's Loan Servicing and Homeownership divisions, such that a change in supplier would be disruptive across business functions. In addition, RIHousing's Homeownership division has determined, based on an informal market survey, that the option for a 3% increase in fees would be more economical than re-competition through the RFP process.

Finally, Ms. McKnight said that staff recommends authorizing RIHousing to renew the Master Agreement with MetaSource, LLC.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Renewal of Master Agreement with MetaSource, LLC.

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

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

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

Resolution of the Board of Commissioners

**Of Rhode Island Housing and Mortgage Finance Corporation
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:** Staff of RIHousing has identified a need for residential mortgage post-closing due diligence services to support the business functions of its Homeownership and Loan Servicing Divisions; and
- Whereas:** In January 2021, RIHousing entered into a Master Agreement with MetaSource, LLC to provide various post-closing due diligence services; and
- Whereas:** Said Master Agreement expires on January 1, 2025, and contains a clause allowing the parties to mutually renew the Master Agreement for an additional two (2) years subject to a three-percent (3%) increase in fees; and
- Whereas:** Given the proprietary nature of the product to be provided and the economical term of the renewal, the Chief Purchasing Officer has granted her approval to enter into a multi-year contract renewal of the Master Agreement without requiring that the contract be re-competed through the RFP process.

NOW, THEREFORE, IT IS HEREBY:

- Resolved:** that RIHousing be, and hereby is, authorized to renew the Master Agreement with MetaSource, LLC, dated January 1, 2021, to provide residential mortgage post-closing due diligence services to support the business functions of its Homeownership and Loan Servicing Divisions;
- Resolved:** that such renewal term be for a two (2) year term beginning on January 1, 2025 and will increase the fees paid to MetaSource by no more than three percent (3%) above the fees set forth in the original Master Agreement.
- Resolved:** that the Executive Director, Deputy Executive Director, Chief Financial Officer, Chief Administrative Officer, Director of Homeownership, and Assistant Deputy Director of Loan Servicing, each acting singly, be and hereby are authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate 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 resolutions.

Approval of Delegation of Corporate Authority for Government National Mortgage Association (Ginnie Mae) MBS Programs

Chairman Pryor instructed Bernadette MacArthur, Director of Finance, to give the presentation.

Ms. MacArthur said that the request was to provide authorization of certain designated officers and employees of RIHousing to execute and deliver to the Government National Mortgage Association (“Ginnie Mae”) such instruments as may be necessary for RIHousing to participate in the Ginnie Mae Mortgage-Backed Securities (“MBS”) Programs.

RIHousing has been an approved Ginnie Mae Single-Family MBS issuer/servicer since April 2009 and an approved Multi-Family issuer/servicer since June 2014.

Ginnie Mae requires that the RIHousing Board of Commissioners (the “Board”) authorize designated officers and/or employees to execute and deliver to Ginnie Mae instruments necessary to participate in the Ginnie Mae Single-Family and Multi-Family MBS Programs. Ginnie Mae requires that the Board authorize named officers and employees to act on behalf of RIHousing, rather than designating authorized persons by position, which is the usual commercial practice. In addition, Ginnie Mae requires the use of a particular form of resolution for this purpose. From time to time, staff will seek authorization of other specifically identified officers and employees due to turnover or reorganization of functions. The designation of officers and employees authorized to act on behalf of RIHousing with respect to the Ginnie Mae Single-Family and Multi-Family MBS Programs supersedes any previous such designations.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Delegation of Corporate Authority for Government National Mortgage Association (Ginnie Mae) MBS Programs.

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

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

Ms. LeValley then announced that the resolution was unanimously adopted in the form presented to the November 14, 2024, Board of Commissioners meeting.

Ms. Ventura expressed her appreciation to the Commissioners for their assistance in working with Keven Hively on the Strategic Plan and priority goals for 2025. She thanked them for their participation.

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

Ms. LeValley, Deputy General Counsel, then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to adjourn the meeting.

Ms. LeValley then announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 9:59 a.m.

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

Respectfully submitted,

Carol Ventura
Secretary and Executive Director