

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

October 19, 2023

A Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, October 19, 2023 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.

Kelly Kenyon LeValley, Deputy General Counsel, then provided additional guidance for the meeting. Ms. LeValley 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. 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 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 9:40 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; Jonathan Womer, Director of the Department of Administration; Robert Craven, Designee for James Diossa, General Treasurer; Sara Cabral, Designee for Elizabeth Dwyer, Director of the Department of Business Regulation; and Kevin Orth. Stephen P. McAllister and Maria Barry were absent.

RIHousing staff participating were: Carol Ventura, Executive Director; Kara Lachapelle, Chief Financial Officer; Peter Pagonis, Director of Homeownership; Leslie McKnight, Deputy Assistant Director of Loan Servicing; Christine Hunsinger, Chief Strategy & Innovation Officer; Anne Berman, Director of Real Estate Development; Bernadette MacArthur, Director of Finance; Amy Rainone,

Director Government Relations and Policy; Kelly Kenyon LeValley, Deputy General Counsel; and Carl Rotella, 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 September 21, 2023

Chairman Pryor asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on September 21, 2023. A motion was duly made by Commissioner Womer and seconded by Commissioner Orth.

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 September 21, 2023 hereby are approved.

Chairman's Remarks

Chairman Pryor greeted everyone and gave an update on the homeless situation and the progress made to address the approaching winter season in Rhode Island. The Chairman said that positive progress is being made to tackle the issue of homelessness. Chairman Pryor shared that with the help of a lot of agencies and partners, the State as a whole is engaged in a strategy that is focused on three (3) concepts of the situation. Those include expansion, prevention and collaboration.

Expansion involves building on the strong shelter bed baseline that has been maintained since the previous winter. In 2022, the state had 1100 beds and has increased that number by 318. That is a 30% increase in the total roster of beds. The Chairman acknowledged that a lot of the credit goes to the cities, towns, municipalities, mayors, town managers, service providers, faith communities and partners such as RIHousing who recognized the need and were willing to undertake solutions to the problem. The emphasis is building upon that number and new sites are being identified daily.

Regarding the area of prevention, the State is investing in the prevention of evictions and providing legal services to those in need. A substantial multi-million dollar allocation has been made to Rhode Island Legal Services to prevent unnecessary evictions. The State is also investing in problem solving to ensure that individuals at risk of homelessness do not become homeless. The State is also collaborating with the Rhode Island Foundation to help Rhode Islanders contribute to that effort.

Finally, regarding collaboration, the Chairman pointed out that strides have been made to establish partnerships with mayors and community leaders. The cities of Providence, East Providence, Pawtucket, and Cumberland have stepped up to collaborate on housing the homeless. Additionally, partnerships have been formed with RI Emergency Management Agency (EMA), fire departments, churches and libraries to address the issue. With the assistance of EMA, a new strategy is in place for pop up shelters to be erected on extremely cold evenings. Furthermore, the State has invested money for Rhode Islanders who lose their heat to seek shelter at one of those locations.

In closing, Chairman Pryor thanked everyone who is strategically working on long term solutions for the homeless housing issue. The Chairman stated that the true solution to homelessness centers on housing.

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 interest on the Corporation's activities.

Homeownership. Ms. Ventura began by recognizing the State investment in the Downpayment Assistance (DPA) program. The program continues to drive lending production that benefits first time homebuyers. In nine (9) months, RIHousing reserved \$30 million in downpayment assistance. The Executive Director mentioned that the program was so well received that RIHousing has requested additional funds be allocated for this budget cycle to assist more households. Ms. Ventura was very pleased with the results of the DPA program.

Development. Ms. Ventura relayed that Development staff is preparing to launch the next Consolidated Funding Round. The RFP will include a number of the Department of Housing's new programs. Staff is looking forward to presenting viable projects to the Board of Commissioners in the first quarter of 2024.

Continuing, Ms. Ventura highlighted some of the exciting events that took place throughout the month. The Executive Director shared that on October 13th, RIHousing joined developer Pennrose in a groundbreaking for Frenchtown Road Apartments in East Greenwich. The mixed-income development will provide 63 affordable apartments with supportive services including an office space for Cove Homes Inc. Key funding sources include LIHTC (both 4% and 9%), HOME program funding, BHRI, Housing Trust Fund and the State Fiscal Recovery Funds (SFRF).

On October 12th, James Comer, Deputy Executive Director attended the National Association of Hispanic Real Estate Professionals (NAHREP) as a presenter to discuss affordable housing, the resources available, and mortgage product options that help make homebuying more affordable for first-time homebuyers.

Additionally, on October 6th, RIHousing joined Crossroads RI in a ceremonial groundbreaking for the Summer Street Apartments in Providence. The net-zero apartments will provide 176 permanent supportive apartments with kitchens and private bathrooms. Built exclusively for formerly homeless adults, residents will have access to case management and other support services as needed to help them retain their housing. Key funding sources include Tax Exempt bonds, 4% LIHTC, HOME program funding, a Capital Magnet Fund loan, BHRI and State Fiscal Recovery (SFRF) funding.

Finally, Ms. Ventura informed the Commissioners that in celebration of RIHousing's 50th anniversary, staff has invited the Corporation's developer and community partners to celebrate their contribution to the agency's 50 years of accomplishments. The event is scheduled for October 24th and Ms. Ventura encouraged the Commissioners to attend.

In closing, Ms. Ventura was pleased to share that RIHousing received \$16,000 in 2023 annual pool credits to add to the 9% tax credits available for distribution.

Following the presentation, Ms. Ventura welcomed questions. None were presented.

Approval of External Charitable Donations and Contributions

Chairman Pryor announced that Carol Ventura, Executive Director, would give the presentation.

Ms. Ventura said that 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”).

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

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

An attachment setting forth events for which RIHousing has or will make a Charitable Donation or Contribution was included as part of the October 19, 2023 Board package. The attachment identified the recipient of the expenditure, the amount of the expenditure, the nature of the event, the reason for supporting the event or recipient, each Commissioner or employee who will receive any benefit from the expenditure, and the general ledger account number where the expenditure will be recorded in RIHousing’s accounting system. None of these expenditures require any disclosure under the Rhode Island Code of Ethics.

RIHousing’s support of the work of the organization(s) listed on the attachment furthers our corporate purposes of encouraging and stimulating the development of housing to alleviate the shortage of safe and sanitary residential housing for low- and moderate-income persons as set forth in R.I.G.L. §42-55-2(a). For example, the mission of the Childhood Lead Action Project is to work to eliminate childhood lead poisoning in Rhode Island through parent support, community education, and grassroots organizing. The 30th anniversary celebration is an important event for our Lead Safe staff to attend to demonstrate our support as a partner and to take advantage of the opportunity to network with colleagues in the field. Additionally, Crossroads Rhode Island’s Neighbors Helping Neighbors event directly raises funds to support Crossroads’ programs and services. Participation in these events directly supports the work that RIHousing does and shows commitment to its partners.

Ms. Ventura requested approval of the external charitable donations and contributions.

Following 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 Designee Craven and seconded by Commissioner Designee Cabral.

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, 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 Chief Operating Officer, each acting singly, are hereby authorized and directed to take any and all actions they deem necessary and appropriate to carry out the forgoing Resolutions.

Preliminary Approval of Financing for Hillcrest Village Apartments (Providence)

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

Ms. Berman said that staff requests preliminary approval of a RIHousing tax-exempt construction loan in an amount not to exceed \$23,500,000 for Hillcrest Village Apartments (the “Development”), of which \$13,500,000 would remain as a permanent first mortgage. Preservation of Affordable Housing, Inc. (“POAH” or the “Developer”) is the developer.

Hillcrest Village Apartments is an existing 6-story 130-unit housing development built in 1979 consisting of 112 one-bedroom units and 18 two-bedroom units located in the City of Providence’s Mount Pleasant neighborhood. The initial fifteen-year low-income housing tax credit (“LIHTC”) compliance period ended in December 2021 with the original tax credit investor exiting the partnership in June 2022. The Developer seeks to undertake a moderate rehabilitation and recapitalization of the Development.

There is a Section 8 Project-Based HAP contract (the “HAP Contract”) currently in place for all 130 units that expires in January 2027. POAH is in the process of extending the HAP Contract for another 20 years with rents marked up to market at closing.

POAH anticipates a 12-month construction timeline with a construction budget of approximately \$12,800,000 for a mixed level of renovations including new kitchen cabinets and countertops, updated lighting, interior doors, VCT flooring, baseboard heater covers, and water saving water closets. Additional communitywide renovations and improvements will include a new roof, full building Wi-Fi, new washer and dryers, a new generator, DHW heating system, and building security upgrades. In addition, upgrades will be made to the current ADA-accessible units, and three units will be upgraded to conform to the 2% hearing and visual impairment guidelines.

The capital stack is comprised of the following sources: (i) the tax-exempt first mortgage contemplated herein, (ii) cash flow from operations, (iii) LIHTC equity, (iv) a deferred developer fee, and (v) a seller note and sponsor loan. Boston Financial Investment Management (“BFIM”) will be the syndicator purchasing the 4% LIHTC at \$0.950 per credit. As part of the refinancing, RIHousing loans totaling approximately \$9,400,000 will be repaid at closing.

Finally, Ms. Berman said that staff recommends providing preliminary approval of \$23,500,000 in tax-exempt financing for Hillcrest Village Apartments, subject to certain conditions.

Following the presentation, Chairman Pryor asked for a motion and a second for Preliminary Approval of Financing for Hillcrest Village Apartments (Providence).

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

Chairman Pryor mentioned that staff discussed the 17 year balloon payment structure at the Credit Committee meeting and asked Ms. Berman if staff has perceived a certain pattern to the strategy and if the structure does work.

Ms. Berman explained that the loan amortizes over 40 years and the year 17 balloon structure allows the borrower to leverage higher debt. Additionally, the 17 year balloon payment option permits Finance to price lower on the yield curve for a better interest rate. That lower interest rate ability is critical especially in the present fluctuating market. Furthermore, RIHousing has HUD approval under the risk share program and staff has imposed extra underwriting criteria to mitigate risk. Staff periodically reviews the financing to ensure the developer has a solid balance sheet and requires, at

year 10, an additional Capital Needs Assessment to ensure that when year 17 arrives, the project is in good shape. Development and Finance proactively monitor the entire portfolio and resolution to ensure continued viability.

Kara Lachapelle, Chief Financial Officer, reiterated Ms. Berman’s comments. She emphasized that the Corporation scrutinizes the developers as not all the borrowers have the capacity to participate in the financing structure. Staff reviews balance sheet and concentration risks to ensure that the timing of when bonds come due are scattered to be able to sustain the loan within the bond resolution.

Chairman Pryor wanted to know if there have been other situations where borrowers had a balloon structure and were able to navigate the debt without problems.

Ms. Berman responded that she was not positive that other transactions have reached the 17 year payment period. She did say that typically, most loans refinance at the end of the LIHTC period, which is at the 15 or 17 year mark. Ms. Berman also mentioned that the developers utilizing the financing structure are strong Section 8 projects, and the partner usually wants to exit at the 17 year mark and is looking to refresh the loan and affordability period.

No further questions were presented.

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

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

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

Whereas, Preservation of Affordable Housing, Inc. (“Applicant”) has presented an application to RIHousing requesting mortgage financing to acquire and/or rehabilitate the development as set forth below (the “Development”):

<u>Development</u>	<u>Applicant</u>	<u>Mortgage</u>
Hillcrest Village Apartments	Preservation of Affordable Housing, Inc.	\$23,500,000

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

Whereas, RIHousing finds that:

- (1) That there exists a shortage of decent, safe, and sanitary housing at rentals or prices which persons and families of low or moderate income can afford within the general housing market area to be served by the proposed housing development;
- (2) That private enterprise and investment have been unable, without assistance, to provide an adequate supply of decent, safe, and sanitary housing in the general housing market area at prices which persons or families of low and moderate income can afford or to provide sufficient mortgage financing for residential housing for occupancy by those persons or families;
- (3) That the housing sponsor or sponsors undertaking the proposed housing development in this state will supply well-planned, well-designed housing for persons or families of low and moderate income and that those sponsors are financially responsible;
- (4) That the proposed housing development to be assisted will be of public use and will provide a public benefit; and
- (5) That the proposed housing development will be undertaken, and the housing sponsor or sponsors regulated pursuant to the authority and within the restrictions provided for by the RIHousing enabling act, Chapter 55 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that subject to the special conditions listed below, RIHousing hereby declares preliminary commitment for tax-exempt mortgage financing for the Applicant or other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$23,500,000 for rental housing known as Hillcrest Village Apartments located in Providence, Rhode Island to be financed, in part, by tax-exempt bonds.

Resolved, that RIHousing hereby declares that this preliminary commitment of financing for the Borrower constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$23,500,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue

Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

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

- Final appraisal acceptable to RIHousing prepared by an independent appraiser demonstrating support for the acquisition price and that the first mortgage loans do not exceed 90% of the as-stabilized value of the Development phases and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of a new 20 year Section 8 Project-Based HAP contract;
- Execution and delivery by the Borrower of a construction completion guaranty in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications and construction documentation;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing; and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

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

Preliminary Approval of Financing for Pocasset Manor and Hillside Village Apartments (Providence)

Chairman Pryor stated that Ms. Berman would present the request for Pocasset Manor and Hillside Village Apartments.

Ms. Berman said that the request seeks preliminary approval of a RIHousing tax-exempt construction loan in an amount not to exceed \$20,500,000 for Pocasset Manor and Hillside Village Apartments (collectively, the “Development”), of which \$12,000,000 would remain as a permanent first mortgage. Preservation of Affordable Housing, Inc. (“POAH” or the “Developer”) is the developer.

Pocasset Manor and Hillside Village Apartments are two existing housing developments located in Providence being combined into a single economic entity. The initial 15-year low-income housing tax credit (“LIHTC”) compliance period at both properties ended in December 2021 with the original tax credit investor exiting the partnership in June 2022.

Pocasset Manor is an 11-story 82-unit senior housing development built in 1982 consisting of 71 one-bedroom and 11 two-bedroom units. Hillside Village Apartments is a 42-unit community for families built in 1982 with three 3-story buildings containing a mix of 24 two-bedroom units and 18 three-bedroom units. Altogether, the Development will contain a total of 124 units. The buildings are located in close proximity to each other in the Silver Lake neighborhood of Providence.

There is a separate Section 8 Project-Based contract (“HAP Contract”) in place at each location that expires in November 2026. POAH is in the process of extending both HAP Contracts for another 20 years and is seeking to consolidate the HAP Contracts with rents marked up to market at closing.

POAH anticipates a 12-month construction timeline and a construction budget of approximately \$11,000,000 for a mixed level of renovations including new kitchen cabinets and countertops, updated lighting, interior doors, VCT flooring, baseboard heater covers, and water saving water closets. Additional communitywide renovations and improvements will include new roofs, full building Wi-Fi, new washer, and dryers, clapboard siding (Hillside Village), elevator, generator (Pocasset Manor), domestic hot water heating system, building security upgrades, and sitework. In addition, upgrades will be made to the current ADA accessible units, with one being added to meet the 5% requirement and one hearing and visual impaired unit being added to conform to the 2% hearing and visual impairment guidelines.

The capital stack is comprised of the following sources: (i) the tax-exempt first mortgage contemplated herein, (ii) cash flow from operations, (iii) LIHTC equity, (iv) a deferred developer fee, and (v) a seller note, sponsor loan and existing POAH debt assumption. Boston Financial Investment Management (“BFIM”) will be the syndicator purchasing the 4% LIHTC at \$0.950 per credit. In addition, since Hillside Village Apartments, which represents 33% of the total unit count, is in a Qualified Census Tract, a 10% basis boost was applied. As part of the refinancing, RIHousing loans totaling approximately \$7,700,000 will be repaid at closing.

Staff recommends providing preliminary approval of \$20,500,000 in tax-exempt financing for Pocasset Manor and Hillside Village Apartments, of which \$12,000,000 will remain as permanent debt, subject to certain conditions.

After the presentation, Chairman Pryor asked for a motion and a second for Preliminary Approval of Financing for Pocasset Manor and Hillside Village Apartments (Providence).

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

There being no comments, Kelly Kenyon 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, Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is authorized to make loans to mortgagors or sponsors for such developments as in the judgment of RIHousing have promise of supplying well-planned, well-designed apartment units which will provide or preserve housing for low- and moderate-income

persons or families, or the elderly, or others in locations where there is a need for such housing;

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

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

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

Whereas, Preservation of Affordable Housing, Inc. (“Applicant”) has presented an application to RIHousing requesting mortgage financing to acquire and/or rehabilitate the development as set forth below (the “Development”):

<u>Development</u>	<u>Applicant</u>	<u>Mortgage</u>
Pocasset Manor and Hillside Village Apartments	Preservation of Affordable Housing, Inc.	\$20,500,000

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

Whereas, RIHousing finds that:

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

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

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

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

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

NOW, THEREFORE, IT IS HEREBY:

Resolved, that subject to the special conditions listed below, RIHousing hereby declares preliminary commitment for tax-exempt mortgage financing for the Applicant or other affiliated entity of the Applicant (the “Borrower”) in an amount not to exceed \$20,500,000 for rental housing known as Pocasset Manor and Hillside Village Apartments located in Providence, Rhode Island to be financed, in part, by tax-exempt bonds.

Resolved, that RIHousing hereby declares that this preliminary commitment of financing for the Applicant constitutes the affirmative official act of RIHousing of its intention to issue bonds to finance, and to reimburse qualified expenditures incurred by the Borrower or RIHousing in advance of the issuance of the bonds, up to \$20,500,000 in mortgage funds, plus the required bond reserve funds, and the related costs of issuance for the bond issue for the above-referenced Development pursuant to the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. The intent to reimburse the aforementioned bond-funded costs is intended to satisfy the requirements of Section 1.150-2 of the United States Treasury Regulations. This resolution shall take effect immediately upon adoption.

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

- Final appraisal acceptable to RIHousing prepared by an independent appraiser demonstrating support for the acquisition price and that the first mortgage loans do not exceed 90% of the as-stabilized value of the Development phases and that sufficient demand exists for the proposed units;
- Syndication equity from the allocation of LIHTC in an amount sufficient to achieve project feasibility;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Final approval of new 20 year Section 8 Project-Based HAP contracts;
- Execution and delivery by the Borrower of a construction completion guaranty in form and substance satisfactory to RIHousing and any other lender;
- Approval by RIHousing of design and construction plans, specifications and construction documentation;
- Approval by RIHousing of all management related documentation, including the marketing and tenant selection plans;
- Recordation of a RIHousing Declaration of Land Use Restrictive Covenant and Regulatory Agreement in form(s) acceptable to RIHousing; and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

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

Firm Approval of Financing for Ralph R. aRusso Manor (Johnston)

Chairman Pryor once again asked Ms. Berman to give the presentation.

Ms. Berman said the transaction was for firm approval of RIHousing for a taxable first mortgage in an amount not to exceed \$650,000, a Capital Magnet Fund (“CMF”) loan in the amount of \$400,000, and a Development of Affordable Housing 2 (“DAH-2”) loan in the amount of \$2,100,000 for Ralph R. aRusso Manor (hereinafter referred to as the “Development”). Rosemont Associates, Inc. is the developer (the “Developer”). The Development received preliminary approval for CMF and DAH-2 funds from the Board of Commissioners on May 18, 2023 (“Preliminary Approval”).

Ralph R. aRusso Manor is an existing 22-unit affordable housing development in two adjacent buildings located at 150 Greenville Avenue in Johnston. The Development, which was originally constructed in 1990, has had little investment since and needs substantial rehabilitation. All 22 units are subsidized by a recently renewed 20-year project-based voucher (“PBV”) contract. All units are scheduled to be completely rehabilitated including new kitchens and bathrooms, new flooring, new interior and exterior doors, new baseboard heat, roofing, siding and windows, parking lot and drainage improvements, and restoration of the existing elevator. The tenants will be relocated during construction. The Developer is looking to refinance and preserve the project as affordable housing for the next 30 years.

The Development was previously awarded \$660,000 in Preservation Loan Program Funds which is being used to cover certain predevelopment costs and the rehabilitation of two vacant units in order to bring them back online.

The current owner is Rosemont Associates Limited Partnership (the “Partnership”). The current general partner is Rosemont Associates, Inc., which holds a 1% interest in the Partnership. The current investor limited partner is the Rhode Island Housing Equity Pool, L.P. (the “Equity Pool”), which holds a 99% limited partner interest. As part of this refinance, the Equity Pool will exit the partnership and transfer their interest to Forand Community Corporation (“Forand”), a non-profit affiliate of the general partner. The transfer would be consistent with the planned dissolution and liquidation of the Equity Pool as established by that certain September 18, 2014 resolution of the general partner of the Equity Pool, the RIH Equity Corporation. In addition, the RIH Equity Corporation has delegated certain decision-making and corporate authority to RIHousing officers pursuant to a resolution dated September 21, 2023 which would allow such officers to effectuate this transfer.

As part of the refinance, Forand or an affiliated entity will repay the existing senior loan and assume the existing Targeted Loan.

In closing, Ms. Berman said that staff requests firm approval of a taxable first mortgage not to exceed \$650,000, a CMF loan of \$400,000, and a DAH-2 loan of \$2,100,000, as well as approval of the transfer of the limited partnership interest in Rosemont Associates, Inc. from the Equity Pool to Forand or its nominee, subject to certain conditions.

After the presentation, Chairman Pryor asked for a motion and a second for Firm Approval of Financing for Ralph R. aRusso Manor (Johnston).

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

Commissioner Womer noted the previous maintenance issue with the development and asked if staff is comfortable that the developer will properly maintain the property.

Ms. Berman stated that she is confident that the owner will be in a much better financial situation to maintain the property. Her understanding was that the previous problems were due to the fact that the owner did not have the benefit of a project based voucher contract, therefore, rents were extremely low. In 1990, when developers first embarked on tax credit projects, the debts were leveraged with large loans at high interest rates. aRusso Manor was not big enough to support the loan and therefore struggled. The procurement of the project based contract allows the developer to upgrade all the units. Additionally, staff has sized the loan appropriately to mitigate any unforeseen risks.

Commissioner Orth mentioned the Credit Committee discussed that the debt service coverage ratio was high. Consequently, staff has adjusted the underwriting to provide a cushion to resolve previous issues.

There being no other comments, Kelly Kenyon 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, Rosemont Associates, Inc. (the “Applicant”), the owner of Ralph R. aRusso Manor (the “Development”), seeks approval of the transfer of the limited partnership interest in Rosemont Associates Limited Partnership from Rhode Island Housing Equity Pool, L.P. (the “Equity Pool”) to Forand Community Corporation (“Forand”) or its nominee;

Whereas, staff has reviewed this request and determined that the proposed transaction complies with RIHousing’s requirements;

Whereas, staff has determined that this transfer approval would be consistent with the planned dissolution and liquidation of the Equity Pool as established by that certain September 18, 2014 resolution of the general partner of the Equity Pool, the RIH Equity Corporation; and with the Delegation of Corporate Authority granted by the RIH Equity Corporation on September 21, 2023;

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

Whereas, RIHousing intends to provide taxable loan funds for the purpose of financing qualified housing developments throughout the state;

Whereas, on May 18, 2023, the RIHousing Board of Commissioners granted approval of a Capital Magnet Fund loan for the Development, subject to the completion of the capital stack;

Whereas, on May 18, 2023, the RIHousing Board of Commissioners granted approval of a DAH-2 loan for the Development, subject to the completion of the capital stack;

Whereas, The Applicant is requesting firm approval of taxable first mortgage financing for the Development as set forth below:

Applicant	Development	Taxable Mortgage	Capital Magnet Fund	DAH-2
Rosemont Associates, Inc.	Ralph R. aRusso Manor	\$650,000	\$400,000	\$2,100,000

Whereas, the RIHousing Board of Commissioners and staff have reviewed the submission of Rosemont Associates, Inc. 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 subject to the special conditions listed below, RIHousing hereby declares firm commitment for first mortgage financing for Rosemont Associates, Inc. or other affiliated entity of Rosemont Associates, Inc. in an amount not to exceed \$650,000 for rental housing known as Ralph R. aRusso Manor located in Johnston, Rhode Island.

Resolved, that subject to the special conditions listed below, RIHousing hereby declares firm commitment of a Capital Magnet Fund loan not to exceed \$400,000 for Rosemont Associates, Inc. or other affiliated entity of Rosemont Associates, Inc. for rental housing known as Ralph R. aRusso Manor located in Johnston, Rhode Island.

Resolved, that subject to the special conditions listed below, RIHousing hereby declares firm commitment of a DAH-2 loan not to exceed \$2,100,000 for Rosemont Associates, Inc. or other affiliated entity of Rosemont Associates, Inc. for rental housing known as Ralph R. aRusso Manor located in Johnston, Rhode Island.

Resolved, that the transfer of the limited partnership interest in the Development from the Equity Pool to Forand Community Corporation or its nominee be, and hereby is, approved, subject to the following terms and conditions;

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

- 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;
- Receipt by RIHousing of the transfer Processing Fee, as defined in § 3.4 of the TPA Regulations, if applicable;
- 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;
- Final approval of plans and specifications by RIHousing, as well as related construction documentation;
- Approval by RIHousing of all management related issues including the marketing and tenant selection plans;
- Availability of subordinate financing in amounts sufficient to achieve project feasibility or the availability of alternative equity satisfactory to RIHousing;
- Execution and delivery by the Applicant of a Construction Completion Guaranty in form and substance satisfactory to RIHousing and any other lender;
- Recording of a Regulatory Agreement in form(s) acceptable to RIHousing; 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, be and hereby are empowered and directed to take any and all actions they deem necessary to carry out the foregoing resolutions.

Firm Approval of Land Acquisition Financing for Dakota Partners, Inc. (Lincoln)

Chairman Pryor invited Ms. Berman to give the presentation.

Ms. Berman said that the request was for firm approval of a RIHousing taxable loan in an amount not to exceed \$625,000 for the acquisition of land in Lincoln, Rhode Island to facilitate the development of 72 units of housing to be known as The Villages at Manville (hereinafter referred to as the “Development”). Dakota Partners, Inc. is the developer (the “Developer”).

The Developer has entered into a purchase and sales agreement to purchase 5.26 acres of land in the Manville section of Lincoln (the “Property”) which is currently part of the larger St. James Church and School site. The Property was primarily used as a parking lot; however, a portion of the Property is improved with a former convent building that is vacant and in below average condition. Development plans call for the demolition of the building and the construction of 72 one and two-bedroom units in 3 three-story buildings. As currently projected, all units will be affordable to households between 30% - 80% of area median income. The Developer has completed the rezoning of the property.

The Development received Preliminary Approval of low-income housing tax credits (“LIHTC”) and subordinate financing from RIHousing in 2022 and 2023. The Developer has encountered several obstacles in the development process, including loss of a syndicator due to the bankruptcy of Signature Bank, higher interest rates and higher construction costs. The Developer is working on resolving these items so that they can move to Firm Commitment, however, the seller is no longer willing to extend the Purchase and Sales Agreement. This acquisition loan will allow the Developer to secure site control while they move forward. The loan to value ratio of the proposed loan is 40% with a purchase price of \$625,000 and an appraised value of \$1,580,000.

Finally, Ms. Berman said that staff recommends approval of a taxable acquisition loan in an amount not to exceed \$625,000, subject to certain conditions.

Following the presentation, Chairman Pryor asked for a motion and a second for Firm Approval of Land Acquisition Financing for Dakota Partners, Inc. (Lincoln).

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

There being no questions, Kelly Kenyon 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 (“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 units which will provide or preserve housing for low- and moderate-income persons or families, or the elderly, or others in locations where there is a need for such housing;

Whereas, RIHousing intends to provide taxable loan funds for the purpose of financing qualified housing developments throughout the state;

Whereas, RIHousing provides acquisition financing for eligible applicants to acquire undeveloped real estate, vacant lots, developed properties, or a combination thereof, which are intended for the production of affordable housing;

Whereas, Dakota Partners, Inc. (the “Applicant”) has presented an application to RIHousing requesting taxable financing for the acquisition of real property to facilitate the development of an affordable housing project known as The Villages at Manville (the “Development”), as set forth below:

Applicant	Development	Real Property	RIHousing Acquisition Loan
Dakota Partners, Inc.	The Villages at Manville	5.26 acres located at the Intersection of 33 Division Street and Bouvier Avenue, Lincoln, RI	\$625,000

Whereas, the RIHousing Board of Commissioners and staff have reviewed the submission of the Applicant for taxable financing and determined that the Development qualifies for such 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 RI Housing enabling act, namely Chapter 55 of Title 42 of the Rhode Island General Laws.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that subject to the special conditions listed below, RI Housing hereby declares firm commitment for taxable financing for Dakota Partners, Inc., or an affiliated entity, in an amount not to exceed \$625,000 for the acquisition of real property in Lincoln, Rhode Island to facilitate the development of The Villages at Manville.

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

- Loan is in conformance with the terms as outlined herein;
- Receipt by RI Housing of evidence that all involved entities are in good standing with the Rhode Island Secretary of State; and
- Completion of all items required for firm commitment and closing in accordance with normal underwriting and processing requirements.

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

Approval of Transfer of Physical Assets (TPA) for Shannock Falls Apartments (Richmond/Charlestown)

Chairman Pryor instructed Anne Berman to give the presentation.

Ms. Berman commenced by saying that the request was administrative. Ms. Berman then said that the request was for approval of the transfer of the minority interest of the General Partner for Shannock Falls Apartments (the "Development"), an affordable housing development for families located in Richmond and Charlestown.

The owner of the Development is Shannock Falls, L.P. (the "Owner Entity"). The current investor limited partner in the Development is CREA SLP, LLC (the "Limited Partner"), which holds a 99.99% interest in the Owner Entity. The current general partner of the Development is SF Development, Inc. (the "General Partner"), which holds a .01% interest in the Owner Entity. Washington County Community Development Corporation ("WCCDC") holds a 49% interest in the General Partner while Women's Opportunity Realty Corporation ("WORC") holds the other 51% interest. WCCDC proposes to assign and transfer all of its interest in the General Partner (the "Assigned Shares") to WORC. After the assignment and transfer of the Assigned Shares, WORC shall own one hundred percent (100%) of the General Partner interest in the Owner Entity.

The current property manager is Housing Opportunities Corporation. WORC and the management company are affiliated entities. No change in the management agent is contemplated.

The resolution approving the transfer of WCCDC's interest in the General Partner of Shannock Falls, L.P., subject to the conditions contained therein, is recommended for approval.

Following the presentation, Chairman Pryor asked for a motion and a second for Approval of Transfer of Physical Assets (TPA) for Shannock Falls Apartments (Richmond/Charlestown).

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

There being no comments or discussion, Kelly Kenyon LeValley, Deputy General Counsel, conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve.

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

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

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

Whereas, Washington County Community Development Corporation seeks approval of the assignment and transfer all of its right, title, and interest in SF Development, Inc., the General Partner of Shannock Falls, L.P., to Women's Opportunity Realty Corporation ("WORC"), thereby making WORC the sole shareholder of the General Partner for Shannock Falls Apartments (the "Development"); 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 Washington County Community Development Corporation's interest in SF Development, Inc., the General Partner of Shannock Falls, L.P., to WORC 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 LeadSafe Homes Program Lead Inspectors/Risk Assessors

Chairman Pryor acknowledged Christine Hunsinger, Chief Strategy and Innovation Officer, who presented the request.

Ms. Hunsinger stated that the request was for approval to engage Rhode Island Department of Health (“DOH”) certified Environmental Lead Inspectors (“Inspectors”) and inspection firms employing such Inspectors to conduct Certified Environmental Lead Inspections and Lead Inspection Risk Assessments for the LeadSafe Homes Program administered by Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”).

RIHousing’s LeadSafe Homes Program provides financial assistance to eligible homeowners across the state to remediate their properties of lead-based paint hazards. RIHousing oversees and coordinates all activities around this remediation, including hiring inspectors to conduct lead inspections and risk assessments. The LeadSafe Homes Program is funded through a 2019 U.S. Department of Housing and Urban Development High Impact Neighborhood Grant that targets properties in Central Falls, East Providence, Pawtucket and Newport, as well as state funding that serves households in other parts of the state.

A Request for Proposals (“RFP”) was issued in June 2023 seeking proposals from qualified Inspectors/agencies. The lead inspectors/risk assessors are expected to conduct lead-based paint risk assessments, paint inspections, soil sampling, dust wipe sampling and clearance examinations. Such services will be required as needed, on an ongoing basis. Inspectors/agencies will be compensated for such services based on a schedule of fees.

In response to the RFP, RIHousing received three proposals from LBP Solutions, LLC, All Phase Lead Inspections, Inc., and Environmental Lead Detection, Inc.

A committee consisting of the Chief Strategy and Innovation Officer and staff from the LeadSafe Homes Program conducted a review of each proposal in accordance with the criteria set forth in an attachment that was included as part of the October 19, 2023 Board package. All three (3) Inspectors/agencies met the criteria for engagement; therefore, the committee is recommending engagement of LBP Solutions, LLC, All Phase Lead Inspections, Inc., and Environmental Lead Detection, Inc.

The resolution approving the engagement of qualified Environmental Lead Inspectors and agencies employing such Inspectors is recommended for approval.

Chairman Pryor thanked Ms. Hunsinger and asked for a motion and a second for Approval of LeadSafe Homes Program Lead Inspectors/Risk Assessors.

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

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: the enabling act of the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) provides the agency with all the powers to make and execute contracts necessary for the exercise of its functions under the Rhode Island Housing and Mortgage Finance Corporation Act, R.I. Gen. Laws §42-55-5(6);

WHEREAS: RIHousing has determined that it is in the best interests of the corporation to engage LBP Solutions, LLC, All Phase Lead Inspections, Inc., and Environmental Lead Detection, Inc. to conduct Certified Environmental Lead Inspections and Lead Inspection Risk Assessments for RIHousing’s LeadSafe Homes Program;

WHEREAS: RIHousing issued a Request for Proposals (“RFP”) for qualified lead inspectors and agencies; and

WHEREAS: staff reviewed the proposals according to the criteria outlined in the RFP and have determined that LBP Solutions, LLC, All Phase Lead Inspections, Inc., and Environmental Lead Detection, Inc. are qualified to provide the activities in the scope of work.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that RIHousing be, and hereby is, authorized to engage LBP Solutions, LLC, All Phase Lead Inspections, Inc., and Environmental Lead Detection, Inc., on an as-needed basis, to provide Certified Environmental Lead Inspections and Lead Inspection Risk Assessments for RIHousing’s LeadSafe Homes Program, as such services are set forth in the RFP and the proposals submitted in response thereto; and

RESOLVED: that the Executive Director, Deputy Executive Director, and Chief Strategy and Innovation Officer, each acting singly, be and hereby are authorized and empowered to negotiate terms, execute contracts, instruments and/or documents, and take any other actions necessary or desirable to carry out the foregoing resolution.

Appointment of Successor Trustee to the Affordable Housing Trust Fund

Chairman Pryor asked Kelly Kenyon LeValley, Deputy General Counsel, to give the presentation.

Ms. LeValley began by noting that the request was an administrative matter. Ms. LeValley then said that the request was for the appointment of a successor Trustee to the Affordable Housing Trust.

RIHousing is the Grantor under that certain Trust Agreement dated July 1, 1988, as amended and restated, which established the Affordable Housing Trust Fund (the "Trust"). The Trust provides that RIHousing, as Grantor, has the power to appoint successor Trustees as necessary when vacancies in Trustees occur. The Trust also provides that any Trustee who is no longer employed by or serves as a commissioner of RIHousing shall be deemed to have resigned as Trustee without the need for notice or acceptance of such action.

Historically, the Chairperson of the Board of Commissioners, the Executive Director, and the Chief Financial Officer of RIHousing have served as Trustees of the Trust. James Thorsen, the former Vice-Chair of RIHousing, was appointed a Trustee by the Board of Commissioners on February 17, 2022 and served until he stepped down from the Board on April 28, 2023. As a result, staff recommend that a successor Trustee be appointed. The attached resolution appoints Stefan Pryor, Chair of RIHousing, as successor Trustee and authorizes Carol Ventura, Secretary of the Board of Commissioners and Trustee of the Trust, to take any action necessary to carry out and effectuate this appointment.

Ms. LeValley then said the resolution appointing a successor trustee to the Affordable Housing Trust is recommended for approval.

Following the presentation, Chairman Pryor asked for a motion and a second for the Appointment of Successor Trustee to the Affordable Housing Trust Fund.

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

Chairman Pryor mentioned that in regard to voting on the appointment of a successor Trustee, he felt that he was not conflicted and therefore able to vote on his appointment. The Chairman asked Ms. LeValley if that was appropriate.

Ms. LeValley confirmed that she believed that the Chairman was eligible to vote on the appointment.

Steven Richard, Counsel to the Corporation, announced that as a quorum was present if the Chairman wanted to abstain in an abundance of caution, that would be acceptable.

Chairman Pryor thanked Mr. Richard for the advice. However, the Chairman stated that as the appointment is in his official capacity, and there is no financial interest involved, he would vote on the appointment.

Mr. Richard agreed and stated that the Board could move forward on the vote.

There being no other questions or comments, Kelly Kenyon 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 (“RIHousing”) is the Grantor under that certain Trust Agreement dated July 1, 1988, as amended and restated, which established the Affordable Housing Trust Fund (the “Trust”), for the sole purpose of making housing more affordable to low- and moderate-income residents of the state of Rhode Island;

WHEREAS: pursuant to Article VII of the Trust, in the event of a vacancy in the number of Trustees, RIHousing, as Grantor, shall have the power to appoint a successor Trustee; and

WHEREAS: any successor Trustee shall have all of the powers and duties that are assumed and conferred by the Trust upon the Trustee.

NOW, THEREFORE, BE IT HEREBY:

RESOLVED: that Stefan Pryor be, and hereby is, appointed a Trustee of the Trust to serve until his death, resignation, or removal or until a successor is duly appointed and qualified, whichever shall first occur.

RESOLVED: that the Secretary of the Board of Commissioners, acting singly, be and is authorized, empowered and directed to execute and deliver any and all instruments, certificates and documents and to take any and all other actions in the name of and behalf of the Corporation to carry out the foregoing resolution as she may deem necessary or advisable.

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 Womer and seconded by Commissioner Designee Cabral to adjourn the meeting.

Kelly Kenyon 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 10:12 a.m.

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

Respectfully submitted,

Carol Ventura
Secretary and Executive Director