

**MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF
RHODE ISLAND HOUSING DEVELOPMENT CORPORATION**

A regular meeting of the Board of Directors of the Rhode Island Housing Development Corporation (“RIHDC” or “Corporation”) was held on Friday, June 21, 2019 at 9:00 a.m. at the Offices of the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”), 44 Washington Street, Providence, RI.

Directors in attendance were Chairman Nicolas P. Retsinas; Vice Chairman Michael DiBiase, Director of the Department of Administration; Kelly Rogers, Designee for Seth Magaziner, General Treasurer; Elizabeth Tanner, Director of the Department of Business Regulations; Maria Barry; Stephen P. McAllister and Kevin Orth.

Also, in attendance were: Carol Ventura, Interim Executive Director; Lisa Primiano, Chief Operating Officer; Kara Lachapelle, Chief Financial Officer; Peter Pagonis, Director of Homeownership; Leslie McKnight, Assistant Deputy Director – Loan Servicing; Eric Shorter, Director of Real Estate Development; Claribel Shavers, Director of Leased Housing and Rental Services; Christine Hunsinger, Assistant Deputy Director for Policy and Research; and Nicole Clement, General Counsel.

Andrew Prescott, Counsel to the Corporation, was also present, as were members of the public.

Pursuant to Chapter 46 of Title 42 of the General Laws of Rhode Island, notice of the meeting of the Board of Directors was posted at the Offices of RIHousing, and at the first-floor bulletin board in the State House.

A quorum being present, Chairman Retsinas called the meeting to order at approximately 9:16 a.m.

Approval of Minutes of the Rhode Island Housing Development Corporation Meeting Held April 11, 2019

Upon a motion made by Commissioner Orth and seconded by Commissioner McAllister, the following was unanimously adopted:

VOTED: That the minutes of the Rhode Island Housing Development Corporation meeting held on April 11, 2019 be and hereby are approved.

Designation of Registered Agent of Rhode Island Housing Development Corporation

Nicole Clement, General Counsel, presented this request.

The Rhode Island Nonprofit Corporation Act, Chapter 6 of Title 7 of the Rhode Island General Laws, mandates that each corporation registered within the state must have and continuously maintain a registered office and a registered agent. This Request for Action is for the designation of a new registered agent for the Rhode Island Housing Development Corporation (the “Development Corporation”).

The Development Corporation is a non-profit, statutory subsidiary of the Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”), which was established, in part, to serve as the real estate holding company for RIHousing. The powers of the Development Corporation are vested in seven (7) directors. The RIHousing Board of Commissioners constitutes all of the Board of Directors of the Development Corporation. The officers of the Development Corporation are the same as the officers of the RIHousing Board of Commissioners.

All corporations formed or registered to do business in Rhode Island must inform the Office of the Secretary of State, Corporations Division, of any changes to the identity and/or address of its registered agent. Barbara G. Fields, RIHousing’s former Executive Director and Secretary, is the current registered agent for the Development Corporation. Since Ms. Fields has stepped down from this role a new registered agent must be designated. The Development Corporation’s bylaws give the Board of Directors authority to designate registered agents of the organization for the performance of administrative functions. RIHousing staff recommends that Nicole R. Clement, RIHousing’s General Counsel, be designated as the registered agent for the Development Corporation.

The attached resolution designating Nicole R. Clement, RIHousing’s General Counsel, as the registered agent for the Development Corporation is recommended for approval.

Upon a motion made by Commissioner McAllister and seconded by Commissioner Barry the following resolution was unanimously adopted:

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF RHODE ISLAND HOUSING DEVELOPMENT
CORPORATION**

WHEREAS: the Rhode Island Nonprofit Corporation Act, Chapter 6 of Title 7 of the Rhode Island General Laws, mandates that each corporation registered within the state must have and continuously maintain a registered office and a registered agent;

WHEREAS: the Rhode Island Housing Development Corporation (the “Development Corporation”) is a non-profit, statutory subsidiary of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”);

WHEREAS: the powers of the Development Corporation are vested in seven (7) directors; the RIHousing Board of Commissioners constitute all the Board of Directors of the Development Corporation and the officers of the Development Corporation are the same as the officers of the RIHousing Board of Commissioners;

WHEREAS: the Development Corporation’s bylaws give the Board of Directors authority to designate registered agents of the organization; and

WHEREAS: RIHousing staff recommends that Nicole R. Clement, General Counsel of RIHousing, be designated as the registered agent for the Development Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that Nicole R. Clement, General Counsel of the Rhode Island Housing and Mortgage Finance Corporation, be and hereby is designated as the registered agent of the Rhode Island Housing Development Corporation with an address of 44 Washington Street, Providence, Rhode Island 02903.

RESOLVED: that the Chairperson or Vice Chairperson of the Development Corporation, each acting singly, be and hereby is authorized to cause this designation to be filed with the Office of the Secretary of State and take any further actions that may be required in connection therewith.

There being no further business, a motion to adjourn the meeting at 9:19 a.m. was made by Commissioner Barry and seconded by Commissioner Orth.

Respectfully submitted,

Carol Ventura
Secretary and Interim Executive Director