

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

September 15, 2022

The Annual Meeting of the Rhode Island Housing and Mortgage Finance Corporation (the “Corporation” or “RIHousing”) Board of Commissioners was held on Thursday, September 15, 2022 at 9:30 a.m. The meeting was held at the main office of the Corporation, 44 Washington Street, Providence, RI 02903, Conference Boardroom and via telephone conference call.

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

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

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

Ms. Myers stated that Vice Chairman Thorsen 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 Vice Chairman Thorsen to call the meeting to order.

A quorum being present, Vice Chairman Thorsen introduced himself and officially called the meeting to order at approximately 9:34 a.m. The Vice 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: James Thorsen, Director of the Department of Administration; Josh Saal, Secretary of Housing; LeeAnn Byrne, Designee for General Treasurer Seth Magaziner; Elizabeth Dwyer, Interim Director of the Department of Business Regulation; Kevin Orth; Maria Barry and Stephen P. McAllister.

RIHousing staff participating were: Carol Ventura, Executive Director; James Comer, Deputy Executive Director; Kara Lachapelle, Chief Financial Officer; Lisa Primiano, Chief Operating Officer; Leslie McKnight, Assistant Deputy Director of Loan Servicing; Peter Pagonis, Director of Homeownership; Anne Berman, Director of Real Estate Development; Amy Rainone, Director of

Government Relations and Policy; Corinne Myers, General Counsel; and Carl Rotella, Director of Information Technology.

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

Approval of Minutes of Board Meeting held on August 18, 2022

Vice Chairman Thorsen asked for a motion and a second for the approval of the minutes of the Board of Commissioners meeting held on August 18, 2022. A motion was duly made by Commissioner Designee Byrne and seconded by Commissioner Barry.

There being no discussion, Vice Chairman Thorsen conducted a voice vote of the Commissioners.

The Commissioners unanimously voted to approve the minutes.

VOTED: That the minutes of the Board Meeting held on August 18, 2022 hereby are approved.

Remarks of Presiding Commissioner

Vice Chairman Thorsen welcomed everyone to the Board meeting; noting that he was pleased to be fully back in person for the meetings. As the agenda was quite robust, the Vice Chairman said he would do his best to keep the agenda moving.

Executive Director's Review of Recent Activities and Trends

Carol Ventura, Executive Director, greeted everyone and proceeded with an update on the Corporation's activities.

Homeownership. Ms. Ventura began by announcing that that the FirstGenHomeRI Program has preapproved 417 applications. Since inception, staff has closed 23 grants. Residency in diverse areas from Providence, Pawtucket, East Providence, Woonsocket, Newport and Central Falls is required to qualify for the funds. Additionally, 48% of the applications closed were in Providence with 57% of all households identifying as persons of color. The income levels of the applicants ranged from \$47,000 to a high of \$120,000.

Ms. Ventura also noted that the Homeowner Assistance Fund Rhode Island (HAF-RI) continues to help struggling RI homeowners avoid foreclosure. Staff is working diligently with applicants and loan servicers to deploy the funds and has committed approximately 50% of the allocated funds and provided assistance to over 800 households. RIHousing is presently working to clear any backlog of applications that were started and not completed. Ms. Ventura noted that it's possible that RIHousing will have to reopen the program to applicants that did not complete their applications to fully disperse the funds.

Loan Servicing. Ms. Ventura stated that Loan Servicing continues to perform admirably mitigating delinquencies and keeping residents in their homes. She said that Loan Servicing continues to record a reduction in delinquencies in all categories. Ms. Ventura was pleased to note that the 90+ day delinquencies have decreased by 50% from the previous year.

Development. Ms. Ventura then informed the Board that 15 projects have been awarded Site Acquisition Program (SAP) funds. Four (4) projects have closed, nine (9) will close in the next 30-60 days and two (2) are waiting for appraisals. Development is working to move the projects to firm commitment and expects to bring them to the Board for approval in January.

Staff is also working with partners at the State Department of Housing on creating the new programs authorized in the State Budget. Staff had a meeting on September 13th to review drafts and process due diligence to finalize the guidelines. Ms. Ventura anticipates that the programs will be finalized late October.

Leased Housing and Rental Services. The Executive Director announced that the Corporation is on track to wind down the RentReliefRI program for September 30, 2022. RIHousing is in the process of reducing staff and determining how many employees will be needed to close out the program. Staff expects to retain three (3) staff members until the end of year to complete all reporting components required for the program.

Ms. Ventura next announced that numerous ribbon cuttings and events are outlined in the media coverage in her report and encouraged the Commissioners to review them at their convenience.

Ms. Ventura also mentioned that Amy Rainone, Director of Government Relations and Policy, provided the Commissioners with a memo on the preliminary results of the 2022 Primary Election. She invited the Commissioners to review the memo at their leisure.

The Executive Director then informed the Commissioners that on August 29th, staff and members of the Board were joined by the Corporation's three Senior Bond Underwriters (JP Morgan, RBC and Morgan Stanley), quantitative analytics firm (cfX) and swap advisory firm (Swap Financial Group) for a day long, on-site Financial Planning Session to discuss financing challenges and opportunities in the current market and economic climates.

Commissioner Orth, Designee Cabral and a representative from the Department of Housing joined staff for the informative session. Ms. Ventura said that the annual meeting is a great opportunity to network and ask questions on the financial market.

Ms. Ventura then welcomed questions from the Commissioners

A brief dialogue followed. Commissioner Designee Byrne acknowledged the challenges for emergency housing voucher recipients in locating available units to lease and wanted to know if any of those voucher recipients are at risk of losing their vouchers. Ms. Ventura and Mr. Comer confirmed that they are not aware of anyone at risk of losing their voucher. Staff does an amazing job administering and leasing up vouchers.

Commissioner Orth referenced the Homeowners Assistance Fund noting that approximately 1,400 applications are in process. However, Ms. Ventura mentioned the possibility that staff would need to reopen the program. Commissioner Orth wanted to know if RIHousing expects those applicants will not qualify for the funds.

Peter Pagonis, Director of Homeownership stated that the number in the pipeline has been reduced to 900 applicants. Staff estimates that 43% will qualify for the assistance. RIHousing will work to

address incomplete applications that were received by the March 14, 2022 deadline and if needed, reopen the program to deploy any remaining funds.

Commissioner Orth also asked what the typical amount of assistance is requested from applicants. Mr. Pagonis responded that \$27,000 is the average grant distributed. The regulations allow for 24 months of assistance or a maximum of \$50,000 per qualifying applicant. The amount varies depending on need exhibited, but the maximum allowable grant is \$50,000.

Commissioner Orth referenced the next consolidated lending round and speculated if staff can utilize private activity volume cap to finance certain tax credit projects. Anne Berman, Director of Real Estate Development, replied that she has thought about that possibility and plans to confer with Finance on the feasibility of that strategy.

Vice Chairman Thorsen requested that staff provide the Commissioners with an overview on the volatility of the financial market in general, specifically the interest rate climate, mortgage volume and how that might impact RIHousing.

Ms. Ventura said she would coordinate that presentation for the Board.

Approval of External Charitable Donations and Contributions

Vice Chairman Thorsen introduced James Comer, Deputy Executive Director, who gave the presentation.

Mr. Comer began by saying that the request is 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 September 15, 2022 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 the 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 and furthers the 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 Providence Journal Readers’ Choice program polls the local community to select the best businesses and organizations in the area through nominations and voting in more than 150 categories. This year, RIHousing was nominated as one of the top three for the Mortgage Lender category. The winner will be announced at this event. Attendance at these events provides recognition, exposure, and networking opportunities, all of which furthers and supports the mission of RIHousing.

Mr. Comer noted that the event was held the previous evening and even though RIHousing did not win, he remarked that it was a great honor for Homeownership and congratulated Mr. Pagonis on the nomination.

Vice Chairman Thorsen thanked Mr. Comer for the presentation and asked for a motion and a second for Approval of External Charitable Donations and Contributions.

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

There being no discussion, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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’s”) 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.

Approval of Pre-Qualification of Residential Real Estate Appraisal Firms

Vice Chairman Thorsen announced that Peter Pagonis, Director of Homeownership, would give the presentation.

Mr. Pagonis stated that RIHousing seeks approval to establish a roster of residential real estate appraisal firms to support its single-family loan origination and servicing operations.

To comply with the requirements of mortgage loan investors/insurers and applicable loan origination and servicing laws and regulations, RIHousing must engage qualified residential real estate appraisal firms who can produce industry-standard short form and full appraisals. Appraisals must be performed in connection with each mortgage loan that the Homeownership Division underwrites, and the Loan Servicing Division engages appraisers to evaluate distressed properties in its servicing portfolio. Approximately two hundred and twenty (220) appraisals were transacted through the Homeownership Division in 2021, while the Loan Servicing Division expects to order approximately seventy (70) appraisals in connection with servicing activities performed this year.

In May 2022, RIHousing issued a Request for Proposals (“RFP”) seeking proposals from qualified, licensed residential real estate appraisal firms to provide appraisal services for the benefit of these business areas. The RFP was posted on RIHousing’s website and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. In response to the RFP, RIHousing received proposals from the following ten (10) firms:

- AMC Appraisal Co., Inc.
- Appraisal Resource
- Appraisal Solutions LLC

- Appraise RI, Ltd.
- Eastern Appraisal Services, Inc.
- Nicholas Sammartino d/b/a NAS Appraisal Service
- Garry Reilly d/b/a Reilly Appraisal Co.
- Daniel M. Couture d/b/a Stone Bridge Appraisal Services
- United Appraisal Group, Inc.
- White Appraisal Co., Inc.

A selection committee comprised of RIHousing staff reviewed the proposals and rated them based on the criteria as set forth in an attachment that was included as part of the September 15, 2022 Board package. Staff determined that all respondent firms are qualified and able to support RIHousing's single-family loan origination and servicing activities in Rhode Island.

The selected firms will appear on RIHousing's roster of pre-qualified residential real estate appraisers for a period of two (2) years, with an option to renew each engagement for an additional one (1) year period. The firms will be engaged on an as-needed basis and will be compensated based on a uniform schedule at rates ranging from approximately \$175-\$675, depending on the nature of the appraisal order. There is no guarantee of any level of spending activity to any firm appointed to this roster.

Following the presentation, Vice Chairman Thorsen asked for a motion and a second for Approval of Pre-Qualification of Residential Real Estate Appraisal Firms.

A motion was duly made by Commissioner Saal and seconded by Commissioner Dwyer.

Commissioner Dwyer asked Mr. Pagonis if staff allocates work to the firms on a rotating basis. Mr. Pagonis confirmed that fact. The Commissioner also wanted to know if the firms are allowed to reapply once the three (3) year engagement period expires. Mr. Pagonis confirmed that all the firms are encouraged to respond and apply for every RFP RIHousing issues. Additionally, a majority of the firms have been on the roster for over 12 years.

Commissioner Orth referenced the allocation of points for minority homeownership activity in the scoring criteria and noted the large concentration of white appraisers. He wanted to ensure that appraisers did not unfairly discriminate based on minority status. Mr. Pagonis acknowledged the sentiment saying that RIHousing employs an experienced appraiser who has undergone extensive training on fair housing. That employee reviews appraisals with an eye toward issues of prejudice and discrimination. Mr. Pagonis acknowledged that this is a national concern.

Commissioner Orth also wanted to know if the composition of appraisers is ethnically diverse to include Black and brown appraisers. Mr. Pagonis stated that it's an aging industry with very few minority appraisers engaged locally in the business. Most of the appraisers have been in the industry between 20 to 30 years with very few young people venturing into the business. At the same time, technology has evolved where institutions are increasingly using virtual databases to determine the value of properties.

Following the comments, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was adopted:

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

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

Whereas: RIHousing has determined that creating a roster of pre-qualified residential real estate appraisal firms to perform appraisals in connection with its single-family loan origination and servicing activities is in the best interests of the corporation; and

Whereas: RIHousing has solicited proposals pursuant to an open competitive process for firms to perform residential real estate appraisals and who are able to substantially meet the requirements associated with this set of functions; and

Whereas: A selection committee comprised of RIHousing staff reviewed the proposals for these services, evaluated them pursuant to the criteria set forth in the Request for Proposals, and determined that all respondents are qualified and able to support RIHousing’s single-family loan origination and servicing activities in Rhode Island.

NOW THEREFORE, IT IS HEREBY:

Resolved: that RIHousing be, and hereby is, authorized to establish the following roster of pre-qualified firms to provide it with residential real estate appraisal services as set forth in the Request for Proposals and the proposals submitted in response thereto:

- AMC Appraisal Co., Inc.
- Appraisal Resource
- Appraisal Solutions LLC
- Appraise RI, Ltd.
- Eastern Appraisal Services, Inc.
- Nicholas Sammartino d/b/a NAS Appraisal Service
- Garry Reilly d/b/a Reilly Appraisal Co.
- Daniel M. Couture d/b/a Stone Bridge Appraisal Services
- United Appraisal Group, Inc.
- White Appraisal Co., Inc.; and

Resolved: that RIHousing be, and hereby is authorized, to engage the above-listed firms on an as-needed basis; and

Resolved: that the Executive Director, Chief Financial Officer, Chief Operating Officer, Assistant Deputy Director of Loan Servicing, and Director of Homeownership, each acting singly, be and hereby are authorized and empowered to take any and all actions

necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate the terms and fees of the engagements as he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

Approval of Pre-Qualification of Commercial Real Estate Appraisal and Market Study Firms

Vice Chairman Thorsen instructed Anne Berman, Director of Real Estate Development, to present the request.

Ms. Berman began by noting that the request is for authorization for RIHousing to establish a roster of commercial real estate appraisal and market study analysis firms to provide industry-standard appraisals and market studies for RIHousing's multifamily real estate lending programs.

To conduct its multifamily lending programs, RIHousing engages commercial real estate appraisal firms to provide industry-standard appraisals consistent with the requirements of Uniform Standards of Professional Appraisal Practice (USPAP) and market studies consistent with the requirements of the National Council of Housing Market Analysts (NCHMA) Model Content Standards for Market Studies for Rental Housing. The Development Division maintains a roster from which appraisers and/or market study analysts are selected through a Request for Quotation for each development project.

In April, RIHousing issued a Request for Proposals ("RFP") seeking proposals from qualified firms to engage state-licensed certified general real estate appraisal firms to produce full narrative appraisals and/or market study reports on an as-needed basis for the Real Estate Development Division. The RFP was posted on RIHousing's website, and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. In addition, an email notification was sent to the appraisers on the current RIHousing, State, and MassHousing appraiser lists. In response to the RFP, RIHousing received proposals from nine firms, three of which are new to RIHousing. A selection committee comprised of RIHousing staff reviewed the proposals and ranked them based on the criteria as set forth in an attachment provided to the September 15, 2022 Board package. RIHousing seeks approval to engage all of the firms that submitted proposals in response to the RFP, as set forth below:

- Bonz and Company, Inc.
- Foster Appraisal & Consulting Co., Inc.
- Gill Group
- JLL Valuation & Advisory Services, LLC
- Keystone Consulting Group, Inc.
- Kirk & Company, Inc.
- LDS Consulting Group, LLC (Market Study only)
- Novogradac and Company, LLC
- VSI Appraisal Group

Each of the above-listed commercial real estate appraisal firms are qualified and able to support RIHousing’s multifamily lending programs.

Following the presentation, Vice Chairman Thorsen asked for a motion and a second for Approval of Pre-Qualification of Commercial Real Estate Appraisal and Market Study Firms.

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

Committee Chairman Thorsen noted that the list includes one (1) new entity and inquired how many of the firms are based in Rhode Island. Ms. Berman explained that most of the firms are based out of state. A majority are located in Boston and are very familiar with Rhode Island and its market.

Continuing Ms. Berman stated that some firms on the State list are Rhode Island based, however those firms did not respond to the RFP.

The Vice Chairman also wanted to know how long it takes to receive an appraisal. Ms. Berman replied that if the firms are busy and the appraisal is complicated, it can take up to eight (8) weeks to receive the appraisal. Mr. Pagonis stated that for Homeownership appraisals, the timeframe is approximately four (4) days.

Commissioner Barry corroborated that the industry is extremely busy, has limited resources and appraisals are taking longer to complete.

There being no further questions, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

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 of the power to make and execute contracts necessary for the exercise the powers and functions provided to it under that act (R.I. Gen. Laws §42-55-5(6)); and

Whereas, RIHousing has determined that creating a roster of approved commercial real estate appraisal and market study firms to perform appraisals and market studies in connection with its multifamily lending is in the best interests of the corporation; and

Whereas, RIHousing issued a Request for Proposals (“RFP”) for commercial real estate appraisal and market study firms; and

Whereas, a selection committee comprised of staff reviewed all proposals and evaluated them in accordance with criteria outlined in the RFP.

NOW THEREFORE, IT IS HEREBY:

Resolved, that RIHousing be, and hereby is authorized, to establish the following roster of pre-qualified firms to provide commercial real estate appraisal and market study services as set forth in the Request for Proposals and the proposals submitted in response thereto:

- Bonz and Company, Inc.
- Foster Appraisal & Consulting Co., Inc.
- Gill Group
- JLL Valuation & Advisory Services, LLC
- Keystone Consulting Group, Inc.
- Kirk & Company, Inc.
- LDS Consulting Group, LLC(Market Study only)
- Novogradac and Company, LLC
- VSI Appraisal Group

Resolved, that RIHousing be, and hereby is, authorized to engage the above-listed firms on an as-needed basis; and

Resolved, that this approval with respect to any individual firm is conditional upon the firm's being or becoming duly registered with the R.I. Secretary of State to do business in Rhode Island, to the extent required by Rhode Island law, prior to contract execution;

Resolved, that the Executive Director, Deputy Executive Director, and Director of Real Estate Development, 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 terms of the engagements as he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing.

Approval of Reauthorization of Engagement of Morris, Manning & Martin, LLP

Vice Chairman Thorsen stated that Corinne Myers, General Counsel, would present the request.

Ms. Myers said the transaction seeks reauthorization for RIHousing to engage the law firm of Morris, Manning & Martin, LLP ("MMM") to provide legal services and representation to RIHousing in connection with efforts by the U.S. Housing and Urban Development ("HUD") to solicit Performance-Based Contract Administration ("PBCA") services or the equivalent.

For more than twenty years, RIHousing has served as the Performance-Based Contract Administrator in the State of Rhode Island, administering Section 8 rental subsidies and performing a variety of administrative, accounting, and project monitoring activities on behalf of HUD. In the past decade, HUD has attempted on several occasions to rebid these services, but those attempts have been challenged and/or abandoned. HUD is once again taking steps to issue a solicitation to re-procure these services and has indicated in a draft solicitation that it may require or prefer these services to be performed on a regional (as opposed to a state-by- state) basis. In anticipation of this possibility, RIHousing staff are again (i) considering the impact the solicitation would have on the

corporation's PBCA program, (ii) exploring with other housing agencies in New England the feasibility of a regional collaboration, which may result in the establishment of a joint venture and the decision to file a joint application in response to the final solicitation, and (iii) evaluating legal aspects of the solicitation, including corporate formation for the joint venture and possible bid protest mechanisms.

Due to the importance of these efforts, and the anticipated need to seek legal counsel quickly, RIHousing believes that reauthorizing the engagement of the law firm of Morris, Manning & Martin, LLP ("MMM") will position the corporation to effectively understand the solicitation and, to the extent prudent, challenge any improprieties with the solicitation, and navigate specialty administrative proceedings or the federal court system.

In November 2017, the Board of Commissioners authorized RIHousing to engage attorney Andrew Mohr when he was with a previous firm, Cohen Mohr LLP. In 2018, the Board voted to continue Mr. Mohn's engagement when he transferred to a new firm, Morris, Manning & Martin, LLP.

Morris, Manning & Martin, LLP has an extensive background working within federal and state procurements and navigating relationships with government agencies. In addition to contract formation matters, their lawyers specialize in administrative and contract law spanning the full range of federal, state, and local government contract formation and administration. They also have extensive knowledge in federal procurement that allows them to engage quickly and provide the advice, counsel and representation contractors need. Their considerable expertise in bid protests allows them to apply past experience to protest matters, whether in the Government Accountability Office or the Court of Federal Claims.

After the presentation, Vice Chairman Thorsen asked for a motion and a second for Approval of Reauthorization of Engagement of Morris, Manning & Martin, LLP.

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

Commissioner Saal mentioned that the Governor's and his office requested an extension of the comment period. He asked Ms. Myer the length of the extension granted. Ms. Myers responded that 30 days was added to the solicitation comment period.

Commissioner Dwyer asked for clarification that the engagement of Morris, Manning and Martin is shared by all six New England participating states. Ms. Myers confirmed that the states individually are engaging the firm and will share costs.

There being no other comments, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was adopted:

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

Whereas, Rhode Island Housing and Mortgage Finance Corporation's ("RIHousing's") enabling act provides the agency with all of the power necessary to make and execute

contracts for the exercise of the powers and functions provided to it under that act and the power to engage attorneys, among other advisors, consultants, and agents, R.I. Gen. Laws §42-55-5(6) and -(13); and

Whereas, staff anticipates the issuance by the U.S. Department of Housing and Urban Development (“HUD”) of a solicitation to procure Performance-Based Contractor Administration (“PBCA”) services with respect to housing developments financed with project-based Section 8 assistance (or substantially equivalent services), and the need for quick legal advice and representation in response to any solicitation; and

Whereas, staff has determined that the reauthorization of engagement of Morris, Manning & Martin, LLP will best position the corporation to understand and enforce its legal rights with respect to any such solicitation, maintain superior and efficient legal representation, ensure observance of critical deadlines in relevant administrative and court proceedings, and is generally in the best interest of the corporation.

NOW THEREFORE, IT IS HEREBY:

Resolved, that RIHousing be, and hereby is authorized, to reengage Morris, Manning & Martin, LLP to provide legal services and representation to RIHousing in connection with the solicitation of Performance-Based Contract Administration (or substantially equivalent) services by HUD and related matters; and

Resolved, that the Executive Director, Deputy Executive Director, and General Counsel, 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 terms of the engagement and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing.

Approval of Engagement of Real Estate Tax Service Vendor

Vice Chairman Thorsen stated that Leslie McKnight, Assistant Deputy Director of Loan Services, would report on the recommendation for the engagement of real estate tax service vendor.

Ms. McKnight said that the request is for the approval of the engagement of a real estate tax service vendor, namely LERETA, LLC.

The oversight and management of real estate tax reporting and payment processing is a complex and challenging process for mortgage loan servicers, as payment schedules vary widely amongst numerous taxing authorities and require ongoing monitoring. To streamline and automate these functions, RIHousing’s Loan Servicing Division utilizes the services of a real estate tax vendor.

On July 1, 2022 RIHousing issued a Request for Proposals (“RFP”) through which it sought proposals from qualified firms to provide real estate tax support for the agency’s mortgage loan servicing and subservicing portfolios. The RFP was posted on RIHousing’s website and the website for the State of Rhode Island’s Division of Purchases. It was also distributed to RIHousing’s RFP email distribution list and sent directly to vendors who perform this work. Two national vendors submitted responses

to the RFP. The responses were reviewed and scored by a committee of staff members based on the criteria set forth in an attachment that was provided as part of the September 15, 2022 Board package. Ms. McKnight stated that LERETA, LLC (“LERETA”) received the highest score.

LERETA is RIHousing’s current real estate tax vendor. Staff find their customer applications to be user-friendly and have been satisfied with their performance of the services. Although the pricing proposed by CoreLogic Tax Solutions, Inc. (“CoreLogic”) (approximately \$70 per mortgage loan, plus additional fees depending upon the amount of the mortgage loan) is lower than the fee proposed by LERETA (ranging from \$98 to \$110 per mortgage loan), CoreLogic has also proposed a conversion fee for each loan (ranging from \$5 to \$15 per mortgage loan converted). The reengagement of LERETA would avoid this conversion and the incurrence of additional fees.

Following the presentation, Vice Chairman Thorsen asked for a motion and a second for Approval of Engagement of Real Estate Tax Service Vendor.

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

Commissioner McAllister expressed his appreciation to Ms. McKnight for the breakdown of fees and explaining how the other vendor’s charge for the conversion of each loan made that proposal more expensive.

There being no other comments, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was unanimously adopted:

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

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

Whereas: RIHousing has identified a need for a real estate tax service vendor; and

Whereas: RIHousing has solicited proposals pursuant to an open competitive process for vendors to provide real estate tax services and who are able to substantially meet the requirements associated with this set of functions; and

Whereas: A selection committee comprised of staff in RIHousing’s Loan Servicing Division reviewed the proposals for these services, evaluated them pursuant to the criteria set forth in the Request for Proposals and determined that LERETA, LLC had submitted the highest-scoring proposal to RIHousing.

NOW, THEREFORE, IT IS HEREBY:

Resolved: that RIHousing be, and hereby is, authorized to enter into a contract with LERETA, LLC to provide real estate tax services as set forth in the Request for Proposals and the proposal submitted in response thereto;

Resolved: that such engagement shall be for a three (3) year term, with an option to renew the engagement for an additional one (1) year; and

Resolved: that the Executive Director, Chief Operating Officer, 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 he or she may determine are in the best interests of RIHousing, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

Approval of Appointment of MERS Corporate Signing Officers

Vice Chairman Thorsen invited Peter Pagonis, Director of Homeownership, to give the presentation.

Mr. Pagonis said the request was for approval of the appointment of signing officers for the purpose of RIHousing membership in the Mortgage Electronic Registration Systems, Inc. (“MERS”) System.

MERS owns and operates an electronic registry, known as the “MERS System.” Throughout the MERS System, MERS tracks the servicing rights and ownership of mortgages located throughout the country. To perform this tracking, MERS assigns a Mortgage Identification Number to each mortgage loan that is registered on the MERS System and requires MERS members to name MERS as the mortgagee on each mortgage loan that it originates.

RIHousing became a MERS member in 2016. As part of its membership, each year RIHousing obtains a corporate resolution from MERS through which certain RIHousing employees are designated as MERS Signing Officers and, as part of that designation, are granted limited authority to perform certain actions, such as executing mortgage discharges, on behalf of MERS. The MERS System Rules of Membership specify that MERS Signing Officers must be officers and/or employees of the MERS member.

Following the presentation, Vice Chairman Thorsen entertained a motion and a second for Approval of Appointment of MERS Corporate Signing Officers.

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

Vice Chairman Thorsen asked Mr. Pagonis if there was anything that the Board should be aware of regarding the designation. Mr. Pagonis verified that there are no issues with the MERS system.

There being no other questions, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was unanimously adopted:

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

Whereas: Article VII, Section 1 of the Bylaws of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) provides that the Board of Commissioners may authorize any officer or officers or employee or employees of RIHousing to enter into any contract or to execute and deliver any instrument in the name of and on behalf of RIHousing that it may enter into under Rhode Island law.

NOW, THEREFORE, IT IS HEREBY:

Resolved: that the Chief Financial Officer, Assistant Deputy Director of Loan Servicing, Director of Homeownership, and any Assistant Director of Homeownership or Assistant Director of Loan Servicing, be and hereby are appointed as MERS Signing Officers and, in that capacity, have the authority to perform any actions that MERS may authorize them to perform as if they were officers of RIHousing; and

Resolved: that the Executive Director be and hereby is authorized to delegate her authority as an officer of RIHousing to the MERS Signing Officers as may be necessary to carry out the foregoing resolution.

Approval of Delegation of Corporate Authority

Vice Chairman Thorsen remarked that Ms. Myers would give the presentation for the delegation of Corporate Authority.

Ms. Myers stated that the request is for authorization of designated officers and/or employees to act on behalf of RIHousing and to execute and deliver any contracts, documents or instruments, which may be entered into by RIHousing pursuant to the Rhode Island Housing and Mortgage Finance Corporation Act, Chapter 55 of Title 42 of the General Laws of Rhode Island (the “Act”).

The Board of Commissioners last updated RIHousing’s corporate signatory authority on September 23, 2021. Staff believes it is prudent and in the best interest of RIHousing to periodically update its corporate signatory authority to allow for any changes in staffing and reorganization of functions.

This designation of officers and/or employees authorized to act on behalf of RIHousing shall supersede any previous designation.

Following the presentation, Vice Chairman Thorsen asked for a motion and a second for Approval of Delegation of Corporate Authority.

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

Vice Chairman Thorsen asked Ms. Myers what the process is for signatory approval in the event of turnover of staff. Ms. Myers explained that signatory approval is specified by position rather than by

the individual. That is why staff believes it's advantageous to update the corporate authorities on a yearly basis to ensure the various positions were properly identified.

Vice Chairman Thorsen then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was unanimously adopted:

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

WHEREAS, Article VII, Section 1 of the by-laws of Rhode Island Housing and Mortgage Finance Corporation ("RIHousing") provide that the Board of Commissioners may authorize any officer or officers or employee or employees of RIHousing to enter into any contract or to execute and deliver any instrument in the name of and on behalf of RIHousing, which may be entered into by RIHousing under Rhode Island law, and such authority may be general or confined to specific instances.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Chair, Vice Chair, Executive Director (or his or her designee), Deputy Executive Director and Chief Financial Officer, each acting singly, be and hereby are authorized, empowered and directed to execute and deliver any and all agreements, contracts, certificates, loan commitments, discharges, amendments, or other instruments of any type in the name of and on behalf of RIHousing, in furtherance of any actions by RIHousing authorized from time to time by the Board of Commissioners, including, without limitation, (i) the issuance, remarketing, refunding or redemption of any bonds of RIHousing, (ii) the granting, amending or discharging of any loan or mortgage securing the same of RIHousing, and (iii) any agreements, documents, certificates or other instruments regarding the U.S. Department of Housing and Urban Development; and

RESOLVED, that the Chair, Vice Chair, Executive Director (or his or her designee), Deputy Executive Director, and Chief Financial Officer, each acting singly, be and hereby are authorized, empowered, and directed to take any and all such further actions as each may deem necessary, convenient, or advisable, in such officer's sole discretions, to carry out the foregoing resolution; and

RESOLVED, that the resolution of the Board of Commissioners dated September 23, 2021 granting corporate signatory authority for certain employees and officers is revoked and is no longer of any force and effect.

Approval of Authority to Issue Homeownership Opportunity Bonds Series - \$250,000,000

Vice Chairman Thorsen introduced and invited Bernadette MacArthur, Director of Finance, to give the presentation.

Ms. MacArthur commenced by saying that staff monitors single-family loan origination activity; prepayment speeds of existing mortgages; refunding, recycling and optional redemption opportunities for existing bond offerings; bond market tone; short and long interest rates and available tax-exempt volume cap. All of these activities have the objective of maximizing our lending flexibility and minimizing our net interest costs in order to provide mortgages to low- and moderate-income homebuyers.

The single-family bonding program provides funding for first time homebuyers and is a sustainable source for funding borrower assistance loans, which are used for down payment and closing costs, a key feature for Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) borrowers. At the same time, the program strengthens the future financial sustainability of the corporation by increasing the balance sheet and creating a reliable future annuity stream.

RIHousing’s last single-family bond issue was executed in April 2022 with proceeds expected to be utilized by the end of September 2022. Based on the current pipeline of registrations and production estimates, staff anticipates issuing approximately \$250 million of single-family bonds to fund new first-time homebuyer mortgages and/or refund existing bonds to lower interest costs over the next 12-18 months.

The resolution, which was included as part of the September 15, 2022 Board package, authorizes the issuance of up to \$250 million of bonds under various series and tax plan components depending on market conditions and fund delivery requirements. In closing, Ms. MacArthur said that the authority expires December 31, 2023.

After the presentation, Vice Chairman Thorsen asked for a motion and a second for the Approval of Authority to Issue Homeownership Opportunity Bonds Series - \$250,000,000.

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

Vice Chairman Thorsen announced that the Management Committee reviewed the offering, discussed the size of the bond, the interest rate environment, demand and volume of the issuance. The Management Committee was satisfied with the volume requested.

Commissioner Orth mentioned that he attended RIHousing’s Financial Planning session with Senior Bond Underwriters and swap advisory firm. The underwriters and staff discussed the possibility of employing variable rates and some derivative product to bring the rate down. The Commissioner wanted to know if staff has considered that option. Kara Lachapelle, Chief Operating Officer, responded that the alternative is not possible for this issuance, but staff is exploring that option for forthcoming issuances. RIHousing has engaged its swap advisor and they are exploring that strategy and drafting the legal agreements for the counter parties for that option.

There being no additional comments, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The resolution was unanimously adopted in the form presented at the September 15, 2022 Board of Commissioners meeting.

Approval of Fiscal Year (FY) 2023 Operating Budget and Staffing Changes

Vice Chairman Thorsen acknowledged Carol Ventura, Executive Director, who presented the request.

The Executive Director said that she would walk through the highlights of the budget for the Commissioners. Ms. Ventura remarked that an attachment that was included as part of the September 15, 2022 Board of Commissioner package contained a summary memorandum, the programmatic and operating budget forecasts, and various charts and graphs.

The Executive Director noted that the approval of the proposed FY 2023 Operating Budget and Staffing Changes reflects an increase of four (4) full time employees (FTEs) across the organization to administer new programs, manage significant increases in funding of existing programs, and provide continuous operational support for critical business functions. These staff positions may fluctuate depending on the specific needs and funding cycles of various programs.

Ms. Ventura then commenced by providing a breakdown of the new positions proposed and a summary of the primary duties for each classification.

Executive Division

Ms. Ventura said that staff proposes the establishment of a new permanent position of Director of Strategic Initiatives and Partnerships. The position will report to the Chief Strategy and Innovation Officer. The Director of Strategic Initiatives and Partnerships will work collaboratively with state agencies, nonprofits, partners, and community stakeholders to develop and execute highly strategic, innovative, and collaborative new approaches to address gaps in housing policies for homeless, low income and special needs populations in Rhode Island.

Additionally, the Corporation recommends the addition of two new permanent positions in the Information Technology Division; a Client Services Engineer and an Operations Support Specialist. The Client Services Engineer will provide staff with a high level of on-site customer service to triage technical issues. The Operations Support Specialist is an entry level resource who will work across business lines to ensure continuity of operations. The Specialist will focus initial efforts in the Loan Servicing Division by providing technical back-up, preparing technical documentation of processes and procedures, and assisting in automation of processes.

Finance Division

Ms. Ventura declared that RIHousing staff also recommends a new permanent position of Accounting/Compliance Manager, Federal Programs, be established to support federal programs. The position will be responsible for the accounting and financial reporting requirements for various federal grant programs, including programs established under the Coronavirus Aid, Relief, and Economic Security (CARES) Act and ARPA. The Manager will lead the formulation and implementation of accounting and financial management policies, procedures and standards, training programs, and monitoring of laws, guidelines, and regulations to ensure compliance with program requirements.

Continuing, Ms. Ventura said that despite some market challenges, the budget shows the corporation's continued financial strength and dedication to housing with net revenue over expenditures (Net Income) of \$5.3 million. This is a decrease from prior year's budget of \$8.3 million.

RIHousing expects a decrease in homeownership programs based on the high interest rate environment, high real estate prices and low inventory throughout the state. Staff will continue to work on programs to offset these factors, including down payment assistance, and expanded education and outreach to homebuyers.

For multi-family rental development, staff anticipates an increase in the number of new units produced. This is due to new housing development programs created by the State from the American Rescue Plan Act (ARPA) and increased funding for existing federal programs that we administer.

Next, Ms. Ventura explained that operating expenses reflect increases relating to administration of the new federal grant programs, which is offset by fees for reimbursement of those costs. The budget also reflects various capital expenses including server replacements for information technology and HVAC system upgrades. Personnel expenses include merit increases for staff along with the addition of four new positions.

Ms. Ventura then referred the Board to pages four (4) and five (5) of the budget package and briefly touched on the \$2.7 million program budget; outlining the various programs RIHousing administers and funds. Ms. Ventura said that RIHousing continues to fund LISC's Neighborhood Development Fund, prioritize and fund community development housing and down payment assistance programs among other critical programs.

Ms. Ventura also informed the Commissioners that the graph on page six (6) depicts RIHousing's budgeted revenue where fee income is the largest component of the budget with Development contributing 36% to the budget.

Ms. Ventura said that Net Interest Income is the largest component of revenues and indicates a small decrease from prior year budget. This is due to bond issuance costs. Single family production is estimated at \$420 million with 80% funded through tax-exempt bond financing and 20% through the TBA market. This results in lower current year earnings.

Ms. Ventura also noted that the budget displays a reduction for loan losses reserve of \$1 million. That is a decrease from prior years as the Corporation has adequate reserves to cover first mortgages but anticipates some losses in secondary mortgage products.

Page seven (7) outlined budget expenses for the organization, with administrative operating expenses such as personnel expenses being the largest factor of the budget.

Ms. Ventura said that page eight (8) depicted a pie chart of revenue by division. The chart displayed the breakdown of total revenue and total expenses by division.

As discussed in the Committee meetings, Ms. Ventura verified that staff budgeted a 3.5% merit increase for eligible staff and increases in health and dental benefits. Furthermore, the need for temporary staff for the administration of the federal programs remains high.

The budget also reflects a decrease in expenditures which is directly tied to the closure of the Federal programs, particularly the RentReliefRI program for advertising and external provider services.

In closing, Ms. Ventura asked Ms. Lachapelle, Chief Financial Officer, and James Comer, Deputy Executive Director, if they had any additional comments. Ms. Lachapelle and Mr. Comer said that they had no additional comments.

Vice Chairman Thorsen thanked Ms. Ventura for the information and asked for a motion and a second for Approval of Fiscal Year (FY) 2023 Operating Budget and Staffing Changes.

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

A brief dialogue followed. Commissioner McAllister referenced the importance of the program budget and the funding for programs for the most vulnerable population. One of things that stands out is the shift in funding for the homeless. It's not a huge shift, but the Commissioner wanted to know what attributed to that change.

Ms. Ventura explained that it is a growing area of concern, some of which is from legacy programs that RIHousing inherited from the State and the need to assist vulnerable residents that reside in those units. As rent and other operating expenses continue to increase, RIHousing's contribution has risen. Staff has done a good job shifting residents to mainstream resources, but there is a priority for the State to assist this vulnerable population.

Commissioner McAllister also noted that 10 years ago, RIHousing's staff was significantly decreased but appears to have rebounded. He asked Ms. Ventura if she is confident that the Corporation has a full complement of experienced staff. The Commissioner wanted to know if there are departments that requested additional staff but did not receive approval. Ms. Ventura responded that she is certain that RIHousing has a full complement of talented staff. There are various areas that utilize temporary staff which positions might decrease, but for the short term, staff is sufficient. Ms. Ventura did say that there are a number of new initiatives outlined in the Strategic Plan where RIHousing will need to augment its staff, but for the moment, staff is satisfactory.

Commissioner Orth discussed the new positions, the high investment in technology, rising interest rates and the balance that RIHousing has projected for the organization's needs. He was concerned that \$5 million net income was not a sufficient cushion. He felt that amount was below RIHousing's AA rated peers. Commissioner Orth was a bit concerned and would prefer that the net income was higher.

Kara Lachapelle, Chief Financial Officer, confirmed that the rating agencies routinely review RIHousing's financials, loans, balance sheet and reserves to determine how much of a cushion is required. As staff has shifted to FHA loans and converted to Mortgage Backed Securities, the Corporation is much more insulated from losses. The rating agencies take that information into consideration when designating ratings. They also look at retained earnings and loan loss reserves to ensure that RIHousing has the ability to maintain that rating. Additionally, 30 year cash flow projections are run to ascertain the financial strength of the Corporation to account for all contingencies. The Corporation has been successful in maintaining its cash flow and ratings even in challenging times. Ms. Lachapelle expects to beat that \$5 million budget projection, but staff wants to ensure that it's planning for any budget expense that might be incurred in the coming year, especially with the new federal programs that are forthcoming.

Commissioner Orth noted the significant expenditure outlined for technology and asked where those funds were directed. The Commissioner queried if an analysis was undertaken that shows the productivity gain versus the expense.

Lisa Primiano, Chief Operating Officer, said that amount includes the yearly fee for Yardi services for the RentReliefRI program, the Homeowner Assistance Program along with costs for the introduction of new software (ProLink) for the Asset Management and Development Divisions. Additional expenses are also targeted for the reclassification of software for new programs along with the two (2) new positions.

Continuing, Ms. Primiano advised the Commissioners that the expense for the RentReliefRI program calculated for the FY23 budget will not be present in the FY24 budget.

Vice Chairman Thorsen informed the Commissioners that the Management Committee spent quality time discussing the budget, the new positions, allocations of funding and the collaboration between RIHousing and the Office of Housing. The Vice Chairman confirmed that housing is a top priority for the State and those resources are warranted. Vice Chairman Thorsen said that specific details need to be ironed out, but the expenses are merited. What is needed is solutions to address the housing situation.

Commissioner Barry referenced the conversations with the Office of Housing concerning what functions and programs will remain with the Corporation and those that would move the Office of Housing. She wondered if a determination was made regarding programs that would shift to the Office of Housing.

Ms. Ventura responded that no decisions have been made on that subject.

Following the discussion, Vice Chairman Thorsen conducted a voice vote of the Commissioners. The Commissioners unanimously voted to approve the motion.

The following resolution was unanimously adopted:

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

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

Whereas, the Management Committee of the Board of Commissioners (the “Committee”) provided the opportunity for the staff to present and discuss the proposed FY 2023 operating budget; and

Whereas, staff recommended that the proposed FY 2023 operating budget and staffing changes be presented to the Board of Commissioners for approval and adoption.

NOW, THEREFORE, IT IS HEREBY:

Resolved, that the proposed FY 2023 Operating Budget and Staffing Changes of RIHousing as presented to the Committee and as set forth at Attachment A are hereby approved; and

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

Closed Session Pursuant to R.I.G.L. Sec. 42-46-5(a)(2) to Discuss Two Potential Litigation Matters - Housing Assistance Payments Contract Support Services (formerly Performance-Based Contract Administration) Procurement and Martinez et al. v. Rhode Island Housing and Mortgage Finance Corporation (C.A. No. 83-319)

Following the Open Meeting, Vice Chairman Thorsen called for a closed session pursuant to R.I.G.L. Section 42-46-5 (a)(2) to Discuss two (2) Potential Litigation Matters - Housing Assistance Payments Contract Support Services (formerly Performance-Based Contract Administration) Procurement and Martinez et al. v. Rhode Island Housing and Mortgage Finance Corporation (C.A. No. 83-319).

Vice Chairman Thorsen asked for a motion to convene the closed session. A motion was duly made by Vice Chairman Thorsen and seconded by Commissioner McAllister.

Ms. Myers next conducted a roll call vote of the Commissioners, eligible to vote, in response to the call for a closed session. The Commissioners voted as follows:

Vice Chairman Thorsen	Aye
Commissioner Dwyer	Aye
Commissioner Orth	Aye
Commissioner McAllister	Aye
Commissioner Barry	Aye
Commissioner Saal	Aye
Commissioner Designee Byrne	Aye

Ms. Myers then stated the motion to convene in closed session was unanimously approved.

Vice Chairman Thorsen then announced that Carol Ventura, Corinne Myers, and Steven Richard, Corporate Counsel, were invited to participate in the closed session.

The Board of Commissioners entered in closed session at approximately 10:29 a.m.

Commissioner Barry left the meeting at approximately 10:54 a.m.

The closed session ended at approximately 11:07 a.m., and Vice Chairman Thorsen reconvened the Board of Commissioners in open session.

Vice Chairman Thorsen stated that no votes or other actions had been taken in closed session.

Vice Chairman Thorsen then asked for a motion to seal the minutes of the closed session. A motion was duly made by Commissioner Designee Byrne and seconded by Commissioner McAllister.

Vice Chairman Thorsen next conducted a voice vote of the Commissioners, eligible to vote, in response to the motion to seal the minutes of the closed session. The Commissioners unanimously voted to seal the minutes of the closed session.

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

Vice Chairman Thorsen then conducted a voice vote of the Commissioners. The Commissioners unanimously voted to adjourn the meeting.

Vice Chairman Thorsen officially announced that the motion to adjourn was unanimously approved. The meeting was adjourned at 11:08 a.m.

Vice Chairman Thorsen then thanked everyone for participating in the Board meeting.

Respectfully submitted,

Carol Ventura
Secretary and Executive Director