

Request for Action
by
Board of Commissioners

Approval of Transfer of Physical Assets (TPA)
for Smith Hill Visions Limited Partnership (Providence)

1. Summary of Issues

This Request for Action is for: (i) approval of the transfer of the limited partnership interest in Smith Hill Visions (“Visions” or the “Development”), a 26-unit affordable housing development for families located at various properties in the Smith Hill neighborhood of Providence, and (ii) approval of the subsequent sale of the Development.

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, the “TPA Regulations”), project owners must obtain RIHousing’s approval and comply with RIHousing’s administrative procedures for the transfer of physical assets and prepayment of the mortgage before conveying, assigning, or transferring any ownership interest in a multifamily housing project.

2. Discussion

The owner of the Development is Smith Hill Visions Limited Partnership. The current general partner of the Development is Smith Hill Community Development Corporation, a Rhode Island corporation that holds a .01% interest in the partnership. The two current investor limited partners in the Development are Apollo Housing Capital, LLC, Limited Partner and Apollo Housing Manager II, Inc., Special Limited Partner, a/k/a RBC Community Investments Manager II Inc. (collectively, the “Transferor”). The Transferor holds a 99.99% limited partnership interest. The Transferor intends to withdraw and transfer its partnership interests to Smith Hill Community Development Corporation (the “Transferee” or “SHCDC”). SHCDC is the sole shareholder of the general partner.

The Transferee will assume all existing obligations encumbering the Development. The initial compliance period ended in 2019, and the financial benefits of the tax credits and depreciation losses have been fully realized by the Transferor.

The current property manager is Dimeo Properties, Inc. (“Dimeo”). No change in the management agent is contemplated.

Subsequent to the transfer of the limited partnership interest, SHCDC and its affiliated entities will own the Development. SHCDC has entered into an agreement to sell the Development to Dimeo or a related party. Dimeo is a seasoned developer and property management firm with both affordable and market rate properties in its portfolio, including two other developments purchased from SHCDC. The sale of the Development to Dimeo has been reviewed by both the Development and the Leased Housing Divisions who have determined that this transfer will be beneficial to the residents of the Development and the long-term prospects for the Development itself.

3. Recommendation

The attached resolutions approving (i) the transfer of the limited partnership interest and (ii) the subsequent sale of the Development, subject to the conditions contained therein, are recommended for approval.

4. Attachments

- A) Resolution approving limited partnership transfer
- B) Resolution approving the sale of the Development

Attachment A

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

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

Whereas, Smith Hill Visions Limited Partnership seeks approval of the transfer of the limited partnership interest in Smith Hill Visions Limited Partnership, the owner of Smith Hill Visions (the “Development”), from Apollo Housing Capital, LLC, Limited Partner and Apollo Housing Manager II, Inc., Special Limited Partner, a/k/a RBC Community Investments Manager II Inc. to Smith Hill Community Development Corporation;

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

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that the transfer of the limited partnership interest in the Development from Apollo Housing Capital, LLC, Limited Partner and Apollo Housing Manager II, Inc., Special Limited Partner, a/k/a RBC Community Investments Manager II Inc. to Smith Hill Community Development Corporation 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, Deputy Executive Director, or Director of Real Estate Development, each acting singly, be and hereby is 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.

Attachment B

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

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

Whereas, Smith Hill Community Development Corporation, as the limited partner and sole shareholder of the general partner interest, intends to sell the Development known as Smith Hill Visions (the “Development”) to Dimeo Properties, Inc. (“Dimeo”) or an entity related to Dimeo; and

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

NOW, THEREFORE, IT IS HEREBY:

RESOLVED: that the sale of the Development by Smith Hill Community Development Corporation, as the limited partner and sole shareholder of the general partner interest, to Dimeo Properties, Inc. or a related entity, 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;
3. Approval of the organizational documents of the Dimeo-affiliated entity purchasing the Development;
4. Approval of all loan documents related to the sale of the Development; and
5. Satisfaction of any additional requirements that the Executive Director believes to be necessary or advisable to protect the interests of RIHousing with respect to the Development.

RESOLVED: that the Executive Director, Deputy Executive Director, or Director of Real Estate Development, each acting singly, be and hereby is 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.