

Proposed Draft Minutes
Connecticut Housing Finance Authority
Board of Directors Meeting No. 607
November 17, 2022

Directors Present: Seila Mosquera-Bruno, Chairperson of CHFA and Commissioner
(Virtually) of the Department of Housing
Jerrold Abrahams
Cindy Butts
Alexandra Daum, representing David A. Lehman, Commissioner,
Department of Economic & Community Development
Philip DeFronzo
Heidi DeWyngaert, Vice Chairperson of CHFA and Chairperson of the
Mortgage Committee
Timothy Hodges
Catherine MacKinnon
Jorge Perez, State Banking Commissioner
Lisa Tepper Bates
Gregory Ugalde
(In person) Darrell V. Hill, Deputy Treasurer, representing Shawn Wooden,
State Treasurer

Directors Absent: Wendy Clarke
Kiley Gosselin
Franklin Perry II
Sarah Sanders, Chairperson of Finance Committee

Ms. Mosquera-Bruno called the meeting of the Connecticut Housing Finance Authority to order at 10:01 a.m. A roll call of Board members was conducted and a quorum was present.

Ms. Mosquera-Bruno asked for public comments by virtue of the public call-in line. Carol Martin, representing Gyroscope Development Group, LLC, spoke regarding the proposed development, Lascana Homes of Orange.

Ms. Mosquera-Bruno recognized and congratulated Alexander Daum on her appointment as Commissioner of the Department of Economic and Community Development.

Nandini Natarajan, Chief Executive Officer-Executive Director, provided an overview of CHFA's 2023 goals which included the objectives, key results and initiatives related to each goal.

Hazim Taib, Chief Financial Officer, presented the resolution adopting the 2023 Annual Budget and Plan of Operations for CHFA. He outlined the revisions made to the draft budget presented at the October 27th Board meeting; noted that no comments on the budget were received from Board members since the October meeting and summarized discussion items from the Finance/Audit Committee meeting.

Upon a motion made by Ms. MacKinnon, seconded by Mr. Hodges, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding the adoption of the Annual Budget and Plan of Operations for 2023:

RESOLUTION REGARDING THE ADOPTION OF
THE ANNUAL BUDGET AND PLAN OF OPERATIONS FOR 2023

WHEREAS, Section 709 of the General Housing Mortgage Finance Program Bond Resolution (the “Resolution”) requires the Connecticut Housing Finance Authority (the “Authority”) to adopt an Annual Budget and Plan of Operations covering its fiscal operations for the succeeding calendar year not later than December 1 and file the same with the Trustee appointed under the Resolution; and

WHEREAS, the Board of Directors of the Authority may at its discretion amend said budget from time to time in accordance with the Resolution.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority as follows:

The attached 2023 Annual Budget and Plan of Operations is hereby adopted.

Mr. Taib presented the resolution regarding the selection of financial advisors for CHFA. Brief discussion ensued regarding whether one of the firms was a minority and women-owned firm and whether any of the incumbent firms were selected.

Upon a motion made by Mr. Abrahams, seconded by Mr. Ugalde, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding the selection of financial advisors for CHFA:

RESOLUTION REGARDING SELECTION OF
FINANCIAL ADVISORS FOR THE AUTHORITY

WHEREAS, pursuant to Section 8-249(c)(4) of the Connecticut General Statutes, and Sections I(D) and V(C-2) of the Procedures of the Connecticut Housing Finance Authority (the “Authority”), the Authority is required to solicit proposals for a financial advisor at least once every three (3) years; and

WHEREAS, based upon staff review of qualifications and financial information provided, the Authority has identified certain firms that have the requisite expertise to serve as financial advisors for the Authority for a period of up to three (3) years, as described in the attached Memorandum dated November 17, 2022 from Hazim Taib, Chief Financial Officer.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority as follows:

Section 1. The following firms are hereby selected by the Authority as financial advisors:

Caine Mitter & Associates Incorporated (financial and pricing advisory)
cfX Incorporated (quantitative analysis)
Mohanty Gargiulo LLC (swap advisory)

Section 2. The Chief Executive Officer – Executive Director is hereby authorized to enter into an engagement letter with each of the firms selected under Section 1 above, each for a period of up to three (3) years, commencing January 1, 2023, subject to negotiation of the scope of services and of reasonable contract terms and fees.

Section 3. The Chief Executive Officer – Executive Director is hereby authorized to effectuate the assignment or change the designation of financial advisors when necessary and in the best interests of the Authority.

Section 4. This Resolution shall take effect immediately.

Pasquale Guliano, Managing Director of Multifamily, provided a summary of the Mortgage Committee’s recommended resolution regarding financing for Hill Central Phase I, located in New Haven, Connecticut. Discussion ensued regarding the price per tax credit, the impact of rising construction costs on per unit cost, the projected number of affordable housing units, and the need for improved property management.

Upon a motion made by Mr. Ugalde, seconded by Ms. DeWyngaert, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding Hill Central Phase I, located in New Haven, Connecticut:

RESOLUTION REGARDING FINANCING OF
HILL CENTRAL PHASE I, NEW HAVEN, CONNECTICUT
CHFA TAX CREDIT NO. CT-21-906

WHEREAS, HC1, LLC has applied to the Connecticut Housing Finance Authority (the “Authority”) for permanent mortgage financing for the rehabilitation and construction of a 64-unit housing development, known as Hill Central Phase I, located in New Haven, Connecticut (the “Development”); and

WHEREAS, the Authority desires to provide mortgage financing to HC1, LLC and/or a related entity otherwise acceptable to the Authority (the “Proposed Mortgagor”), as described in the attached memorandum and Development summary materials from Carol Gooden, Underwriter III, dated November 15, 2022 (the “Memorandum”).

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority, as follows:

Section 1. The Authority is authorized to provide a permanent loan in a principal amount not to exceed \$12,500,000. The permanent loan shall be secured by a first-priority mortgage on the Development. The permanent loan shall accrue interest on amounts advanced at a rate not to exceed 7.515% per annum and principal and interest repayment shall be based upon an amortization schedule of 35 years over a term of 35 years, after which all outstanding permanent loan principal and interest shall be due, *provided, however*, the permanent loan may be prepaid in full after 15 years of the permanent loan term by virtue of refinance with a mortgage loan from the Authority and subject to the satisfaction of all applicable Authority requirements. The Authority will fund this loan with taxable bond proceeds, including the issuance of bonds as described in Attachment A, attached hereto, or from such other sources of funds, and upon such terms and conditions, as are deemed to be in the best interests of the Authority. The Authority finds that permanent mortgage loan financing is not readily available from another source and that it is appropriate and in the public interest for the Authority to provide such financing from the proceeds of taxable bonds. With respect to any such expenditure, this Resolution is intended to satisfy the technical requirements of Section 1.150-2(d)(1) of the United States Treasury Regulations.

Section 2. The Authority is authorized to provide a subordinate mortgage loan in a principal amount which shall not exceed \$1,000,000 (the “Additional Loan”), which shall be secured by a second-priority mortgage lien on the Development. The Additional Loan shall: (a) for an initial term of up to 30 months, accrue interest on amounts advanced at a rate not to exceed 3% per annum and be paid, in arrears, interest only on a monthly basis; (b) for the immediately succeeding term of 35 years, accrue interest on all amounts advanced at a rate which shall not be less than 1% per annum and be repaid periodically (but not less frequently than annually) in amounts of not less than twenty-five percent (25%) of the Development’s adjusted cash flow prior to the calculation of surplus cash; and (c) have a term of up to 37 years and 6 months, after which all outstanding Additional Loan principal and accrued interest shall be due and payable, *provided, however*, prepayment of the Additional Loan shall be permitted. The Authority will fund the Additional Loan with Authority opportunity fund proceeds, Authority investment trust account proceeds, or from such other sources of funding, and upon such terms and conditions, as are deemed to be in the best interests of the Authority.

Section 3. The Authority’s commitment to provide permanent mortgage financing for the Development shall be conditioned upon the Authority’s acceptance and approval in its sole discretion of the following:

- (a) Affordability restrictions on the Development for a period of 40 years, such that 13 units shall be set aside for households at or below 30% of area median income, 26 units shall be set aside for households at or below 50% of area median income, and 12 units shall be set aside for households at or below 60% of area median income;
- (b) An independent appraisal and a market acceptance analysis for the Development;
- (c) All required governmental approvals, tax abatement agreements, hazardous waste testing at the Development, and hazardous waste removal and disposal (if applicable);

- (d) Final construction costs and plans and specifications;
- (e) Commitments for all sources of funds, as further described in the Memorandum, or in such other amounts and/or from such other comparable sources as are acceptable to the Authority, such that the total of the sources and uses of funds for completion of the Development are in balance;
- (f) Proposed operating income and expenses, housing choice voucher contract with the Housing Authority of the City of New Haven, payments to provide supportive services to chronically homeless persons or at risk of becoming homeless, tenant relocation plan(s), and property management organization and plan;
- (g) United States Department of Housing and Urban Development approval of the transfer of ownership of the Development to the Proposed Mortgagor and the issuance of a new 20 year Section 8 Housing Assistance Payments contract benefitting the Development;
- (h) Satisfaction of all Authority permanent loan closing conditions including, without limitation, completion of Development construction in accordance with approved plans and specifications, satisfactory Development operation and occupancy, and satisfaction of all Development tax credit, financial and cost certification obligations and all required reserve and escrow funding; and
- (i) Compliance by the Proposed Mortgagor with all applicable law, the Authority's Procedures, the provisions of the Memorandum, and all applicable Authority policies, *provided, however*, if there is any inconsistency between the provisions of this Resolution and the Authority's policies, the terms of this Resolution shall control.

Section 4. The Chief Executive Officer - Executive Director is hereby authorized to modify or supplement the terms and conditions hereof and to take all other actions consistent with this Resolution, as may be in the best interest of the Authority and necessary for the development of quality affordable housing.

Section 5. Failure to provide any of the above-referenced requirements in a form acceptable to the Authority and to close the permanent mortgage financing authorized herein on or before the last business day of the thirtieth (30th) month following the Proposed Mortgagor's acceptance of the Authority's permanent loan commitment shall render this Resolution void and of no further effect, *provided, however*, upon good cause shown and upon payment by the Proposed Mortgagor of any extension or other fees as may be required by the Authority, the Chief Executive Officer - Executive Director may extend the time for compliance hereunder, but in no event later than February 28, 2026.

(Hill Central Phase I, New Haven, Connecticut)

ATTACHMENT A

1. The Chief Executive Officer - Executive Director and/or Chief Financial Officer of the Authority and staff are hereby authorized to continue the Authority's Housing Mortgage Finance Program by way of one or more bond sales.

2. The timing of such bond sales shall be determined in coordination with the State Treasurer's Office.

3. The bond sales shall be in an amount not to exceed \$13,800,000 for the Housing Mortgage Finance Program Bonds, of the series designated (subject to paragraph 18 below) 2022 Series O (the "Bonds"), which shall be issued in one or more series and subseries as federally taxable bonds and/or as federally tax-exempt bonds under the Internal Revenue Code of 1986, as amended (the "Code"), or other applicable federal tax law.

4. The Bonds shall be sold on a negotiated basis.

5. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to set the date or dates for receipt of the respective offers from the underwriter(s) or other purchaser(s) (the "Respective Purchasers") to purchase the Bonds.

6. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to execute and cause to be delivered appropriate documentation, including, without limitation, one or more Preliminary Official Statements and Underwriting Commitments, to adopt the expectations, beliefs, assumptions and representations expressed and made on behalf of the Authority in the Official Statement(s) of the Bonds (the "Official Statement(s)") and to execute and deliver the Official Statement(s).

7. The Chief Executive Officer – Executive Director and/or the Chief Financial Officer is hereby authorized both (a) to receive the related offer presented by the Respective Purchasers and (b) to make a formal award of the related portion of the Bonds to the Respective Purchasers and execute one or more Contracts of Purchase, provided the Chief Executive Officer – Executive Director and/or the Chief Financial Officer may make such award only if the highest interest rate of any maturity of tax-exempt or taxable fixed-rate Bonds does not exceed by more than 50 basis points the highest interest rate of any maturity of tax-exempt or taxable fixed-rate bonds, respectively, sold in a comparable housing bond pricing included in pricing information provided by the book-running senior manager in connection with the award. Variable-rate Bonds shall bear interest at rates determined in accordance with the below-defined Series Resolution.

8. The Chief Executive Officer - Executive Director and/or Chief Financial Officer and staff of the Authority are hereby authorized to negotiate one or more interest rate swap agreements with counterparties that meets the requirements of the General Bond Resolution and is satisfactory to the Chief Executive Officer - Executive Director and/or Chief Financial Officer

in conjunction with the 2022 Series O bond sale (collectively, the “Swap”). The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to approve, execute and deliver all documents necessary to consummate the Swap, provided the Swap results in a net interest rate savings to the Authority of not less than 20 basis points of the Swap portion or in the best interest of the Authority, as determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to make such changes, additions, deletions, modifications and amendments to the Swap and other related documents as may be necessary or desirable and in the best interests of the Authority, and not inconsistent with this authorization. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to approve changes, additions, deletions, modifications, novations and amendments to interest rate swap agreements previously executed by the Authority and intended to be allocated to the Bonds, in each case as may be necessary or desirable and in the best interests of the Authority, and not inconsistent with this authorization.

9. The Authority hereby adopts the Series Resolution Authorizing the issuance of not more than \$13,800,000 Housing Mortgage Finance Program Bonds, 2022 Series O (the “Series Resolution”) and hereby authorizes all necessary transfers from the Capital Reserve Fund in accordance with Section 513(8) of the General Bond Resolution on December 1 to the Section 506 account for the purpose of redeeming bonds and the Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to take whatever other action is necessary to carry out such sale including, without limitation, determining the amount of fixed rate, variable or convertible option bonds and to make such changes, additions, deletions, modifications and amendments to the Series Resolution as may be necessary or desirable and in the best interest of the Authority and not inconsistent with the authorization contemplated at this meeting.

10. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to have the Bonds prepared and to execute and authorize the delivery of the Bonds to the Respective Purchasers upon receipt of the purchase price thereof plus accrued interest, if any, and to pay to any underwriter the underwriters’ fee and/or discount and expenses and to do and perform all acts and things and execute any and all documents in the name of the Authority, necessary, useful or convenient to the issuance and sale of the Bonds by the Authority. The Bonds shall bear such rates and maturities, and sinking fund installments shall be made as set forth in the Official Statement(s) and the Series Resolution.

11. The Bonds shall be executed by the manual or facsimile signatures of the Chairperson, Vice Chairperson, Chairperson of the Finance/Audit Committee, or the Chief Executive Officer - Executive Director of the Authority and/or her designee, and the official seal of the Authority or a facsimile thereof shall be affixed, impressed or imprinted on the Bonds and attested by the manual or facsimile signature of the Chief Executive Officer - Executive Director or another duly Authorized Officer of the Authority.

12. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is authorized to establish the interest rate on mortgage loans financed with the proceeds of the Bonds (“Proceeds”), provided that such interest rate shall not exceed that which is permitted or authorized under the Code.

13. The Proceeds are to be used to make new single and/or multi-family mortgages and/or refund current and future maturities of outstanding bonds and/or to refund prepayments. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to determine which multifamily projects are to be funded from proceeds of the Bonds.

14. U.S. Bank National Association is hereby authorized to act as Paying Agent and U.S. Bank National Association is hereby authorized to act, if required, as Tender Agent.

15. The Authority may make or finance, on an interim basis, certain mortgage loans, which costs are reasonably expected to be paid or reimbursed with the proceeds of debt to be incurred by the Authority in the maximum amount of \$13,800,000 and with respect to any such expenditures, this resolution is intended to satisfy the technical requirements of Section 1.150-2(d)(1) of the Treasury Regulations.

16. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to issue a certification as to the Authority's reasonable expectations regarding the amount and use of the Proceeds as described in Section 1.148-2(b)(2) of the Treasury regulations relating to Section 148 of the Code on the date such certificate is issued.

17. In the event the Chief Executive Officer - Executive Director is unable to act in accordance with this resolution or otherwise, then the Chief Financial Officer is hereby authorized to carry out all necessary functions to consummate the sale of the Bonds. In the event his designee is unable to act in accordance with this resolution or otherwise, then a committee of not less than three (3) members of the Board of Directors, at least one of whom shall not be a state employee, is hereby authorized to carry out all necessary functions to consummate the sale of the Bonds (the "Sale Committee"). If neither the Chairperson nor the Vice Chairperson of the Authority is able to attend, then the Chairperson of the Finance/Audit Committee shall be the Chairperson of the Sale Committee, and if he/she is unable to attend, then the Chairperson of the Mortgage Committee shall be the Chairperson of the Sale Committee, and if neither of them is able to attend, the Chairperson or Vice Chairperson of the Authority shall designate a Chairperson of the Sale Committee.

18. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to change the series designation of the Bonds and/or any other of the Authority's bonds and to change the selected bond underwriting firms as necessary and in the best interest of the Authority.

19. The Bonds may be sold as one or more series and bond underwriting firms to act as the book running senior or co-senior managers, co-managers and/or selling group members for the Bonds may be determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer for each series of Bonds from among the appointed Housing Mortgage Finance Program Bond Underwriters.

20. The senior manager, the co-senior bond underwriters and the co-managing underwriters designated by the Authority for participation in the Authority's bond issues are hereby required prior to participation in the 2022 Series O Bond issue to provide an update to the

statutory provisions, affidavits and certifications submitted as part of their agreements with the Authority.

21. Failure to provide the above required information in such form and content as determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer necessary to satisfy the requirements of this resolution shall render the senior manager, co-senior bond underwriters or co-managing underwriters ineligible to participate in the designated bond issue.

Mr. Guliano provided a summary of the Mortgage Committee's recommended resolution regarding financing and the return and exchange of 9% tax credits for Valley Townhouses, located in New Haven, Connecticut.

Upon a motion made by Mr. Ugalde, seconded by Mr. Hodges, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding Valley Townhouses, located in New Haven, Connecticut:

RESOLUTION REGARDING FINANCING AND RESERVATION OF LOW-INCOME
HOUSING TAX CREDITS FOR VALLEY TOWNHOUSES,
NEW HAVEN, CONNECTICUT; CHFA TAX CREDIT NO. CT-19-913

WHEREAS, The Glendower Group, Inc., the applicant-developer (the "Applicant") of a 40-unit housing development known as Valley Townhouses, located in New Haven, Connecticut (the "Development"), applied for tax credits pursuant to Section 42 of the Internal Revenue Code of 1986, as amended (the "Code"), the regulations promulgated thereunder (the "Regulations") and the procedures (the "Procedures") adopted by the Connecticut Housing Finance Authority (the "Authority"), including the 2019 Low-Income Housing Tax Credit Qualified Allocation Plan, all for the allocation of low-income housing tax credits in the State of Connecticut (the "State");

WHEREAS, on November 21, 2019, the Authority approved a reservation of approximately \$960,000 of low-income housing tax credits for the Development from the 2020 or 2021 State housing credit ceiling and on December 23, 2021 allocated \$960,000 of low-income housing tax credits to ECC RAD Group IIA, LLC (the "Owner") and the Development from the 2021 State housing credit ceiling (the "2021 Credits");

WHEREAS, due to project cost increases and delays in the development schedule of the Development, the Owner is unable to complete all of the requirements necessary to qualify for the certification of the 2021 Credits;

WHEREAS, the Owner has applied to the Authority for permanent mortgage financing for the construction of the Development;

WHEREAS, the United States Department of Housing and Urban Development ("HUD") administers a program known as the Rental Assistance Demonstration ("RAD Program"), whereby

public housing properties may convert existing public housing program subsidies to project-based Section 8 subsidy contracts;

WHEREAS, the Applicant and Owner of the Development are applying to participate in the RAD Program;

WHEREAS, the Owner has represented that participation in the RAD Program will provide stability and continuity to the Development, and provide opportunities to secure cash flow into the future and assure the continued viability and affordability of the Development;

WHEREAS, the Owner has requested the Authority consent to its participation in the HUD RAD Program and agree to the terms and conditions thereof, including the subordination of Authority documents establishing affordability requirements to the terms and conditions of the RAD Program as required by HUD;

WHEREAS, the Authority desires to authorize the participation of the Development in the HUD RAD Program; and

WHEREAS, the Authority further desires to provide mortgage financing to the Owner and/or a related entity otherwise acceptable to the Authority (the “Proposed Mortgagor”) and to re-allocate the 2021 Credits to permit the Development to satisfy all of the requirements necessary to qualify for the certification of low-income housing tax credits from the 2022 State housing credit ceiling, all as described in the attached Memorandum and Development summary materials from Elizabeth Valigorsky, Senior Workout Officer, dated November 15, 2022 (the “Memorandum”).

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority, as follows:

Section 1. The Authority hereby reserves up to \$960,000 of low-income housing tax credits from the 2022 State housing credit ceiling for the Development, conditioned upon the Owner’s return of the 2021 Credits. The Chief Executive Officer - Executive Director of the Authority is hereby authorized to issue a certification of tax credit reservation and the allocation of tax credits from the 2022 State housing credit ceiling in an amount not to exceed \$960,000 for the Development, upon her determination that the Owner has complied with all requirements to qualify for such allocation.

Section 2. The Authority is authorized to provide a permanent loan in a principal amount not to exceed \$6,200,000. The permanent loan shall be secured by a first-priority leasehold mortgage on the Development. The permanent loan shall accrue interest on amounts advanced at a rate not to exceed 7.5% per annum and principal and interest repayment shall be based upon an amortization schedule of 35 years over a term of 35 years, after which all outstanding permanent loan principal and interest shall be due, *provided, however*, the permanent loan may be prepaid in full after 15 years of the permanent loan term by virtue of refinance with a mortgage loan from the Authority and subject to the satisfaction of all applicable Authority requirements. The Authority will fund the permanent loan with taxable bond proceeds, including the issuance of bonds as described in Attachment A, attached hereto, or from such other sources of funds, and upon such

terms and conditions, as are deemed to be in the best interests of the Authority. The Authority finds that permanent mortgage loan financing is not readily available from another source and that it is appropriate and in the public interest for the Authority to provide such financing from the proceeds of taxable bonds. With respect to any such expenditure, this Resolution is intended to satisfy the technical requirements of Section 1.150-2(d)(1) of the United States Treasury Regulations.

Section 3. The Authority is authorized to provide a permanent loan in a principal amount not to exceed \$4,374,000 (the “Additional Loan”). The Additional Loan shall be secured by a second-priority leasehold mortgage on the Development. The Additional Loan shall: (i) accrue interest on amounts advanced at a rate not to exceed 1% per annum, (ii) be repaid periodically (but not less frequently than annually) in amounts of not less than twenty-five percent (25%) of the Development’s adjusted cash flow, as determined by the Authority, *provided, however,* full payment of the deferred developer fee amount approved by the Authority for the Development shall have priority over any partial repayment of the Additional Loan, and (iii) have a term of 35 years, after which all outstanding Additional Loan principal and accrued interest shall be due and payable, *provided, however,* the Additional Loan may be prepaid in full after 15 years of the Additional Loan term by virtue of refinance with a mortgage loan from the Authority and subject to the satisfaction of all applicable Authority requirements. The Authority will fund the Additional Loan from the Authority’s opportunity funds proceeds, Authority investment trust account proceeds, or from such other sources of funds, and upon such terms and conditions, as are deemed to be in the best interests of the Authority.

Section 4. The Authority hereby consents to the participation of the Development in the RAD Program.

Section 5. The Authority’s consent to the Development’s participation in the RAD Program and the Authority’s commitment to provide permanent mortgage financing for the Development shall be conditioned upon the Authority’s acceptance and approval in its sole discretion of the following:

- a. Affordability restrictions on the Development for a period of 40 years, such that 19 units shall be set aside for households at or below 25% of area median income and 13 units shall be set aside for households at or below 50% of area median income;
- b. An independent appraisal and a market acceptance analysis for the Development;
- c. All required governmental approvals, tax abatement agreements, hazardous waste testing at the Development, and hazardous waste removal and disposal (if applicable);
- d. Final construction costs and plans and specifications;
- e. Commitments for all sources of funds, as further described in the Memorandum, or in such other amounts and/or from such other comparable sources as are

acceptable to the Authority, such that the total of the sources and uses of funds for completion of the Development are in balance;

f. Proposed operating income and expenses, the issuance of a 20 year Section 8 housing assistance payments contract benefitting the Development, payments to provide supportive services to chronically homeless persons or at risk of becoming homeless, tenant relocation plan(s), and property management organization and plan;

g. Satisfaction of all Authority permanent loan closing conditions including, without limitation, completion of Development construction in accordance with approved plans and specifications, satisfactory Development operation and occupancy, and satisfaction of all Development tax credit, financial and cost certification obligations and all required reserve and escrow funding; and

h. Compliance by the Proposed Mortgagor with all applicable law, the Authority's Procedures, the provisions of the Memorandum, and all applicable Authority policies, *provided, however*, if there is any inconsistency between the provisions of this Resolution and the Authority's policies, the terms of this Resolution shall control.

Section 6. The Chief Executive Officer - Executive Director is hereby authorized to modify or supplement the terms and conditions hereof and to take all other actions consistent with this Resolution, the Procedures, the Code and the Regulations, as may be in the best interest of the Authority and necessary for the development of quality affordable housing.

Section 7. Failure to provide any of the above-referenced requirements in a form acceptable to the Authority and to close the permanent mortgage financing authorized herein on or before the last business day of the thirtieth (30th) month following the Proposed Mortgagor's acceptance of the Authority's permanent loan commitment, shall render this Resolution void and of no further effect, *provided, however*, upon good cause shown and upon payment by the Proposed Mortgagor of any extension or other fees as may be required by the Authority, the Chief Executive Officer - Executive Director may extend the time for compliance hereunder, but in no event later than February 28, 2026.

(Valley Townhouses, New Haven, Connecticut)

ATTACHMENT A

1. The Chief Executive Officer - Executive Director and/or Chief Financial Officer of the Authority and staff are hereby authorized to continue the Authority's Housing Mortgage Finance Program by way of one or more bond sales.

2. The timing of such bond sales shall be determined in coordination with the State Treasurer's Office.

3. The bond sales shall be in an amount not to exceed \$6,900,000 for the Housing Mortgage Finance Program Bonds, of the series designated (subject to paragraph 18 below) 2022

Series P (the “Bonds”), which shall be issued in one or more series and subseries as federally taxable bonds and/or as federally tax-exempt bonds under the Internal Revenue Code of 1986, as amended (the “Code”), or other applicable federal tax law.

4. The Bonds shall be sold on a negotiated basis.
5. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to set the date or dates for receipt of the respective offers from the underwriter(s) or other purchaser(s) (the “Respective Purchasers”) to purchase the Bonds.
6. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to execute and cause to be delivered appropriate documentation, including, without limitation, one or more Preliminary Official Statements and Underwriting Commitments, to adopt the expectations, beliefs, assumptions and representations expressed and made on behalf of the Authority in the Official Statement(s) of the Bonds (the “Official Statement(s)”) and to execute and deliver the Official Statement(s).
7. The Chief Executive Officer – Executive Director and/or the Chief Financial Officer is hereby authorized both (a) to receive the related offer presented by the Respective Purchasers and (b) to make a formal award of the related portion of the Bonds to the Respective Purchasers and execute one or more Contracts of Purchase, provided the Chief Executive Officer – Executive Director and/or the Chief Financial Officer may make such award only if the highest interest rate of any maturity of tax-exempt or taxable fixed-rate Bonds does not exceed by more than 50 basis points the highest interest rate of any maturity of tax-exempt or taxable fixed-rate bonds, respectively, sold in a comparable housing bond pricing included in pricing information provided by the book-running senior manager in connection with the award. Variable-rate Bonds shall bear interest at rates determined in accordance with the below-defined Series Resolution.
8. The Chief Executive Officer - Executive Director and/or Chief Financial Officer and staff of the Authority are hereby authorized to negotiate one or more interest rate swap agreements with counterparties that meets the requirements of the General Bond Resolution and is satisfactory to the Chief Executive Officer - Executive Director and/or Chief Financial Officer in conjunction with the 2022 Series P bond sale (collectively, the “Swap”). The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to approve, execute and deliver all documents necessary to consummate the Swap, provided the Swap results in a net interest rate savings to the Authority of not less than 20 basis points of the Swap portion or in the best interest of the Authority, as determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to make such changes, additions, deletions, modifications and amendments to the Swap and other related documents as may be necessary or desirable and in the best interests of the Authority, and not inconsistent with this authorization. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to approve changes, additions, deletions, modifications, novations and amendments to interest rate swap agreements previously executed by the Authority and intended to be allocated to

the Bonds, in each case as may be necessary or desirable and in the best interests of the Authority, and not inconsistent with this authorization.

9. The Authority hereby adopts the Series Resolution Authorizing the issuance of not more than \$6,900,000 Housing Mortgage Finance Program Bonds, 2022 Series P (the “Series Resolution”) and hereby authorizes all necessary transfers from the Capital Reserve Fund in accordance with Section 513(8) of the General Bond Resolution on December 1 to the Section 506 account for the purpose of redeeming bonds and the Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to take whatever other action is necessary to carry out such sale including, without limitation, determining the amount of fixed rate, variable or convertible option bonds and to make such changes, additions, deletions, modifications and amendments to the Series Resolution as may be necessary or desirable and in the best interest of the Authority and not inconsistent with the authorization contemplated at this meeting.

10. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to have the Bonds prepared and to execute and authorize the delivery of the Bonds to the Respective Purchasers upon receipt of the purchase price thereof plus accrued interest, if any, and to pay to any underwriter the underwriters’ fee and/or discount and expenses and to do and perform all acts and things and execute any and all documents in the name of the Authority, necessary, useful or convenient to the issuance and sale of the Bonds by the Authority. The Bonds shall bear such rates and maturities, and sinking fund installments shall be made as set forth in the Official Statement(s) and the Series Resolution.

11. The Bonds shall be executed by the manual or facsimile signatures of the Chairperson, Vice Chairperson, Chairperson of the Finance/Audit Committee, or the Chief Executive Officer - Executive Director of the Authority and/or her designee, and the official seal of the Authority or a facsimile thereof shall be affixed, impressed or imprinted on the Bonds and attested by the manual or facsimile signature of the Chief Executive Officer - Executive Director or another duly Authorized Officer of the Authority.

12. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is authorized to establish the interest rate on mortgage loans financed with the proceeds of the Bonds (“Proceeds”), provided that such interest rate shall not exceed that which is permitted or authorized under the Code.

13. The Proceeds are to be used to make new single and/or multi-family mortgages and/or refund current and future maturities of outstanding bonds and/or to refund prepayments. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to determine which multifamily projects are to be funded from proceeds of the Bonds.

14. U.S. Bank National Association is hereby authorized to act as Paying Agent and U.S. Bank National Association is hereby authorized to act, if required, as Tender Agent.

15. The Authority may make or finance, on an interim basis, certain mortgage loans, which costs are reasonably expected to be paid or reimbursed with the proceeds of debt to be incurred by the Authority in the maximum amount of \$6,900,000 and with respect to any such

expenditures, this resolution is intended to satisfy the technical requirements of Section 1.150-2(d)(1) of the Treasury Regulations.

16. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to issue a certification as to the Authority's reasonable expectations regarding the amount and use of the Proceeds as described in Section 1.148-2(b)(2) of the Treasury regulations relating to Section 148 of the Code on the date such certificate is issued.

17. In the event the Chief Executive Officer - Executive Director is unable to act in accordance with this resolution or otherwise, then the Chief Financial Officer is hereby authorized to carry out all necessary functions to consummate the sale of the Bonds. In the event his designee is unable to act in accordance with this resolution or otherwise, then a committee of not less than three (3) members of the Board of Directors, at least one of whom shall not be a state employee, is hereby authorized to carry out all necessary functions to consummate the sale of the Bonds (the "Sale Committee"). If neither the Chairperson nor the Vice Chairperson of the Authority is able to attend, then the Chairperson of the Finance/Audit Committee shall be the Chairperson of the Sale Committee, and if he/she is unable to attend, then the Chairperson of the Mortgage Committee shall be the Chairperson of the Sale Committee, and if neither of them is able to attend, the Chairperson or Vice Chairperson of the Authority shall designate a Chairperson of the Sale Committee.

18. The Chief Executive Officer - Executive Director and/or Chief Financial Officer is hereby authorized to change the series designation of the Bonds and/or any other of the Authority's bonds and to change the selected bond underwriting firms as necessary and in the best interest of the Authority.

19. The Bonds may be sold as one or more series and bond underwriting firms to act as the book running senior or co-senior managers, co-managers and/or selling group members for the Bonds may be determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer for each series of Bonds from among the appointed Housing Mortgage Finance Program Bond Underwriters.

20. The senior manager, the co-senior bond underwriters and the co-managing underwriters designated by the Authority for participation in the Authority's bond issues are hereby required prior to participation in the 2022 Series P Bond issue to provide an update to the statutory provisions, affidavits and certifications submitted as part of their agreements with the Authority.

21. Failure to provide the above required information in such form and content as determined by the Chief Executive Officer - Executive Director and/or Chief Financial Officer necessary to satisfy the requirements of this resolution shall render the senior manager, co-senior bond underwriters or co-managing underwriters ineligible to participate in the designated bond issue.

Mr. Guliano provided a summary of the Mortgage Committee's recommended resolution regarding financing for Lascana Homes of Orange, located in Orange, Connecticut.

Upon a motion made by Ms. DeWyngaert, seconded by Mr. Ugalde, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding Lascana Homes of Orange, located in Orange, Connecticut:

RESOLUTION REGARDING FINANCING OF
LASCANA HOMES OF ORANGE, ORANGE, CONNECTICUT
CHFA DEVELOPMENT NO. 21 - 907

WHEREAS, by resolution adopted on March 25, 2021 (the “Prior Resolution”), the Connecticut Housing Finance Authority (the “Authority”) authorized a reservation of \$1,080,016 of low-income housing tax credits (the “Credits”) for Lascana Homes of Orange, a proposed 46-unit development to be located in Orange, Connecticut (the “Development”), and the Credits were conditionally allocated to the Development on December 27, 2021 in accordance with low-income housing tax credit program requirements;

WHEREAS, due to construction cost increases and various other factors, Gyroscope Development Group, LLC (the “Developer”) has applied to the Authority for subordinate mortgage financing for the Development; and

WHEREAS, the Authority desires to provide subordinate mortgage financing for the Development to Lascana Homes of Orange LLC and/or a related entity otherwise acceptable to the Authority (the “Proposed Mortgagor”), all as described in the attached Memorandum and Development Summary Materials from Deborah Alter, Senior Program Officer – Program Administration, dated November 15, 2022 (the “Memorandum”).

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority, as follows:

Section 1. The Authority is authorized to provide a construction-to-permanent loan in a principal amount which shall not exceed \$1,000,000. The loan shall be secured by a subordinate second-priority mortgage on the Development. The construction-to-permanent loan shall: (a) for an initial term of 24 months, accrue interest on amounts advanced at a rate not to exceed 1% per annum and be paid, in arrears, interest only on a monthly basis; (b) for the immediately succeeding term of 40 years, accrue interest on all amounts advanced at a rate which shall not be less than 1% per annum and be repaid periodically (but not less frequently than annually) in amounts of not less than twenty-five percent (25%) of the Development’s adjusted cash flow prior to the calculation of surplus cash, as determined by the Authority, *provided, however*, full payment of the deferred developer fee amount approved by the Authority for the Development shall have priority over any partial repayment of the Additional Loan; and (c) have a term of 42 years, after which all outstanding loan principal and interest shall be due, *provided, however*, prepayment of the loan will be permitted. The Authority will fund this loan with Capital Magnet Fund grant proceeds, Authority opportunity fund proceeds, Authority investment trust account proceeds, or from such other sources of funding, and upon such terms and conditions, as are deemed to be in the best interests of the Authority.

Section 2. The Authority's commitment to provide mortgage financing for the Development shall be conditioned upon the Authority's acceptance and approval in its sole discretion of the following:

- (a) Affordability restrictions on the Development for a period of 40 years, such that 28 units shall be set aside for households at or below 50% of area median income, 8 units shall be set aside for households at or below 80% of area median income, and 10 units shall be set aside for households at or below 100% of area median income;
- (b) An independent appraisal and a market acceptance analysis for the Development;
- (c) All required governmental approvals, tax abatement agreements, hazardous waste testing at the Development, and hazardous waste removal and disposal (if applicable);
- (d) Final construction costs and plans and specifications;
- (e) Commitments for sources of funds, as further described in the Memorandum, or in such other amounts and/or from such other comparable sources as are acceptable to the Authority, such that the total of the sources and uses of funds for completion of the Development are in balance;
- (f) Proposed operating income and expenses, operating subsidies pursuant to a Section 8 housing assistance payments contract and/or from State rental assistance, payments to provide supportive services to intellectually disabled persons, all required reserve and escrow funding, and property management organization and plan; and
- (g) Compliance by the Proposed Mortgagor with all applicable law, the Authority's Procedures, the provisions of the Prior Resolution, the provisions of the Memorandum, and all applicable Authority policies, *provided, however*, if there is any inconsistency between the provisions of this Resolution and the Authority's policies, the terms of this Resolution shall control.

Section 3. The Chief Executive Officer - Executive Director is hereby authorized to modify or supplement the terms and conditions hereof and to take all other actions consistent with this Resolution, as may be in the best interest of the Authority and necessary for the development of quality affordable housing.

Section 4. Failure to provide any of the above-referenced requirements in a form acceptable to the Authority and to close the mortgage financing authorized herein on or before August 31, 2023 shall render this Resolution void and of no further effect, *provided, however*, upon good cause shown and upon payment by the Proposed Mortgagor of any extension or other fees as may be required by the Authority, the Chief Executive Officer - Executive Director may extend the time for compliance hereunder.

Mr. Taib presented the resolution to extend the existing Memorandum of Agreement with the Department of Housing regarding assignment of three CHFA employment positions for one year.

Upon a motion made by Ms. Butts, seconded by Ms. MacKinnon, the Board members voted by roll call and were unanimously in favor of adopting the following resolution regarding assignment of CHFA Employment positions:

**RESOLUTION REGARDING MEMORANDUM OF AGREEMENT
WITH THE STATE OF CONNECTICUT DEPARTMENT OF HOUSING
REGARDING ASSIGNMENT OF CHFA EMPLOYMENT POSITIONS**

WHEREAS, the Connecticut Housing Finance Authority (the “Authority”) is established as a body politic and corporate, constituting a public instrumentality and political subdivision pursuant to Chapter 134 of the Connecticut General Statutes (the “Act”) for the purpose of alleviating the shortage of housing for low and moderate income families and persons in the State of Connecticut (the “State”);

WHEREAS, pursuant to Section 8-250(42) of the Connecticut General Statutes the Authority has entered into agreements with the State of Connecticut Department of Housing (the “Department”) for the delivery of services by the Authority;

WHEREAS, the Authority and the Department are parties to a certain Memorandum of Agreement dated October 8, 2015 Regarding Assignment of Three CHFA Positions (as amended, the “MOA”); and

WHEREAS, the Authority desires, among other things, to further extend the term of the MOA for an additional year.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority, as follows:

Section 1. The Chief Executive Officer - Executive Director is hereby authorized to enter into an amendment to the MOA to extend the term through December 31, 2023 and to make certain other modifications, as set forth in the Memorandum.

Section 2. The Chief Executive Officer - Executive Director is hereby authorized to modify or supplement the terms and conditions hereof and to take all other actions consistent with this Resolution as may be necessary to effectuate this Resolution.

Ms. Mosquera-Bruno presented the Resolution Regarding the Election of the Vice-Chairperson and reported that Ms. DeWynngaert has agreed to continue to serve as Vice Chairperson of the Board for another year and thanked her for her commitment and service.

Upon a motion made by Mr. Ugalde, seconded by Ms. Butts, the Board members voted by roll call and were unanimously in favor adopting the following resolution

authorizing the election of a Vice-Chairperson of the Board and electing Heidi DeWyngaert as Vice-Chairperson:

RESOLUTION REGARDING THE ELECTION OF
OF THE VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS

WHEREAS, in accordance with Chapter 134 of the Connecticut General Statutes and Article II, Section 2.4 of the Bylaws of the Connecticut Housing Finance Authority, adopted on June 25, 2020, the Board of Directors of the Connecticut Housing Finance Authority desires to elect one of its appointed members as vice-chairperson.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority, as follows:

The Board of Directors of the Connecticut Housing Finance Authority is hereby authorized to elect a vice-chairperson for the calendar year 2023.

Ms. Natarajan presented the Resolution Regarding the Adoption of the Monthly Meeting Schedule for Calendar Year 2023 to the Board and noted that Mortgage Committee meetings will continue to be held as virtual-only meetings and that placeholders immediately following monthly Board meetings are on the calendar for QAP Task Force meetings. Discussion ensued regarding the timing and potential agenda items for the 2023 Board Retreats.

Upon a motion made by Mr. Abrahams, seconded by Mr. Ugalde, the Board members voted unanimously in favor of adopting the 2023 monthly meeting calendar as presented:

RESOLUTION REGARDING THE ADOPTION OF
THE REGULAR MONTHLY MEETING SCHEDULE FOR CALENDAR YEAR 2023

WHEREAS, the Board of Directors of the Connecticut Housing Finance Authority desires to adopt a schedule of regular monthly meetings for the 2023 calendar year.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority as follows:

The attached 2023 regular monthly meeting schedule of the Board of Directors and its Standing Committees is hereby adopted.

Ms. Mosquera-Bruno asked Board members to consider the items on the Consent Agenda.

Upon a motion made by Mr. Hodges, seconded by Ms. MacKinnon, the Board members voted by roll call and were unanimously in favor of accepting the following consent agenda items.

Reports Accepted:

- 2022 Series E Bond Issue (Single Family)
- Financial Reports
- Delinquency Reports
- Monthly Tracking Report
- Homeownership Report
- Multifamily Activities
- Minutes from October 27, 2022 Regular Meeting

There being no further business to discuss, the meeting adjourned by unanimous consent at 10:52 a.m.