

Proposed Draft Minutes
Connecticut Housing Finance Authority
Board of Directors' Meeting No. 576
September 26, 2019

Directors Present: Seila Mosquera-Bruno, Chairperson of CHFA and Commissioner of the Department of Housing
Heidi DeWyngaert, Vice Chairperson of CHFA
Michael Cicchetti
Anne Foley, Chairperson of the Mortgage Committee, representing
Melissa McCaw, Secretary, State Office of Policy and Management
Kiley Gosselin
David Kooris, representing the Department of Economic & Community Development (by phone)
Jorge Perez, State Banking Commissioner
Sarah Sanders, representing Shawn Wooden, State Treasurer
Jared Schmitt, Chairperson of the Finance/Audit Committee
Lisa Tepper Bates
Carla Weil

Directors Absent: Timothy Hodges
Franklin Perry II

Ms. Mosquera-Bruno called the meeting of the Connecticut Housing Finance Authority ("CHFA") to order at 9:38 a.m. in the Boardroom of CHFA, 999 West Street, Rocky Hill, Connecticut.

Nancy S. Nicolescu, Director of Education and Communications at the Connecticut Office of State Ethics was introduced and gave a presentation on the State Code of Ethics. She explained that the State Code of Ethics applies to state officials and employees, including employees and Board members of quasi-public entities. Ms. Nicolescu gave an overview of the laws regarding an employee's or public official's acceptance of a "gift" (as defined in the State Code of Ethics) from restricted and non-restricted donors. She then reviewed the exceptions to the definition of a "gift", as well as the reporting requirements regarding gifts. She handed out material from the Office of State Ethics regarding gifts to the State and necessary expenses, fees and honorariums related to attending events. Direct conflicts of interest and potential conflicts of interest related to voting, official actions and contracting with the State were also discussed. Ms. Nicolescu outlined the ethics guidelines for outside employment, post-state employment and revolving door issues. She strongly encouraged Board members and employees to contact Attorney Caldarone, CHFA's Ethics Liaison, Attorney Hicks and/or the Office of State Ethics with any questions.

Ms. Mosquera-Bruno asked for public comments and there were none.

Ms. Smith, Interim Executive Director, provided the Interim Executive Director's Report. She stated that she spoke to nearly every Board member for their input on the structure and content of Committee and Board meetings. Information gathered will be shared with the new Executive Director. In response to the Board's request for more detailed information on CHFA's process improvement activities, she referred Board members to the Summary of Process Improvement projects provided in the Board package. She announced that, as part of CHFA's 50th Anniversary Celebration, CHFA is launching a "50th Anniversary Giving Challenge" for employees and the Board to benefit FoodShare or Connecticut Foodbank.

Mr. Myskowski, Director of Investment and Debt Management, presented the resolution authorizing the sale of 2019 Series F bonds for the single-family program. The resolution authorizes the sale of bonds in an aggregate amount not to exceed \$150,000,000 and it is anticipated that the sale will generate \$125,000,000 of lendable proceeds. CHFA anticipates closing on October 29th. Morgan Stanley is the book running senior manager for this issue.

Upon a motion made by Mr. Schmitt, seconded by Mr. Cicchetti, the Board members voted unanimously in favor of adopting the following resolution authorizing the commencement of necessary preparations for the 2019 Series F Bond Sale:

**RESOLUTION FOR THE COMMENCEMENT OF
NECESSARY PREPARATIONS FOR THE 2019 SERIES F
BOND SALE HOUSING MORTGAGE FINANCE PROGRAM**

WHEREAS, in order to maintain continuity of the Authority's Housing Mortgage Finance Program, it is appropriate to obtain additional funds from one or more bond sales;

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

1. The Interim Executive Director of the Authority (or her duly appointed successor) 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 aggregate amount not to exceed \$150,000,000 for the Housing Mortgage Finance Program Bonds, of the series designated (subject to paragraph 18 below) 2019 Series F (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 Interim Executive Director (or her duly appointed successor) and/or the 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 Interim Executive Director (or her duly appointed successor) and/or the 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) for the Bonds (the "Official Statement(s)") and to execute and deliver the Official Statement(s).

7. The Interim Executive Director (or her duly appointed successor) 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 Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer may make such award only if the net interest cost on the tax-exempt portion or related portion of the Bonds does not exceed the Bond Buyer Revenue Bond Index published most recently prior to the award by more than 50 basis points.

8. The Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer and staff of the Authority are hereby authorized to negotiate one or more interest rate swap agreements with counterparties that meet the requirements of the General Bond Resolution and are satisfactory to the Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer in conjunction with the 2019 Series F bond sale (collectively, the "Swap"). The Interim Executive Director (or her duly appointed successor) and/or Chief Financial Officer is hereby authorized to approve, execute and deliver all documents necessary to consummate the Swap, in the best interest of the Authority, as determined by the Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer. The Interim Executive Director (or her duly appointed successor) and/or the 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 Interim Executive Director (or her duly appointed successor) and/or the 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 \$150,000,000 Housing Mortgage Finance Program Bonds, 2019 Series F (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 Interim Executive Director (or her duly appointed successor) and/or the 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 Interim Executive Director (or her duly appointed successor) and/or the 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 Interim Executive Director of the Authority (or her duly appointed successor) and/or the Chief Financial Officer, 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 Interim Executive Director (or her duly appointed successor) or another duly Authorized Officer of the Authority.

12. The Interim Executive Director (or her duly appointed successor) and/or the 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 or finance new single and/or multi-family mortgage loans (including mortgage-backed securities consisting of such loans), or reimburse the Authority for having made such mortgage loans, and/or refund current and future maturities of outstanding bonds and/or to refund prepayments.

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 \$150,000,000 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 Interim Executive Director (or her duly appointed successor) and/or the 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 Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer are unable to act in accordance with this resolution or otherwise, 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 Interim Executive Director (or her duly appointed successor) and/or the 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 the following bond underwriting firm is hereby selected to act as the book running senior manager for the Bonds:

Morgan Stanley & Co. LLC

20. The following bond underwriting firms are hereby selected to act as co-senior bond underwriters for the Bonds:

Bank of America Merrill Lynch (dba Merrill Lynch, Pierce, Fenner & Smith Incorporated)

Citigroup Global Markets Inc.

RBC Capital Markets LLC

21. The following bond underwriting firms are hereby selected to act as co-managing underwriters for the Bonds:

Barclays Capital

Drexel Hamilton LLC

Janney Montgomery Scott LLC

J.P. Morgan Securities LLC

Samuel A. Ramirez & Co. Inc.

Raymond James & Associates, Inc.

Rice Financial Products Company

Roosevelt & Cross, Incorporated
TD Securities (USA) LLC
Wells Fargo Securities, LLC

22. The following firms are hereby selected to act as the selling group members for the Bonds:

Academy Securities Inc.
Bancroft Capital, LLC
Blaylock Van LLC
Herbert J. Sims & Co., Inc.
Intercoastal Capital Markets, Inc.
Jefferies LLC
Loop Capital Markets LLC
Mesirow Financial, Inc.
Oppenheimer & Co. Inc.
Robert W. Baird & Co. Incorporated
Ross, Sinclair & Associates LLC
Siebert, Cisneros, Shank & Co. LLC
Stern Brothers & Co.
UBS Financial Services Inc.

23. The book running 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 2019 Series F Bond issue to provide an update to the Statutory provisions, affidavits and certifications, charitable contributions in the State of Connecticut, investigations, administrative or other legal proceedings and/or settlements by or with governmental entities regulating the conduct of their business, submitted as part of their agreements with the Authority, to the Chief Financial Officer.

24. Failure to provide the information required pursuant to paragraph 23 above, in such form and content as determined by the Interim Executive Director (or her duly appointed successor) and/or the Chief Financial Officer necessary to satisfy the requirements of this resolution, shall render the book-running senior manager, co-senior bond underwriters or co-managing underwriters, as applicable, ineligible to participate in the designated bond issue.

Mr. Taib, Chief Financial Officer, stated that pursuant to governing statutes and CHFA procedures, CHFA must solicit proposals for financial services once every three years. This was last done in 2016. In July, CHFA issued a Request for Proposal (RFP) and received one response which was from CHFA's current financial advisor, Lamont Financial Services Corporation. He stated that there is no relationship between Lamont Financial Services and the Governor of the State. Mr. Taib asked for approval of the resolution to retain our current financial advisor commencing on January 1, 2020 for a period of up to three calendar years.

There was a question of whether it was unusual to receive only one response to the RFP. Mr. Taib explained that this year's RFP contained a question and answer section that addressed many of the potential respondents' questions in advance, which may have resulted in fewer proposals.

Upon a motion made by Mr. Schmitt, seconded by Mr. Cicchetti, the Board members voted unanimously in favor of adopting the following resolution regarding the appointment of a financial advisor for CHFA:

RESOLUTION REGARDING FINANCIAL ADVISOR 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 determined that Lamont Financial Services Corporation be selected as financial advisor for the Authority for a period of up to three (3) years.

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

Section 1. Lamont Financial Services Corporation is hereby retained by the Authority as financial advisor commencing January 1, 2020 for a period of up to three (3) calendar years, subject to negotiation by the Interim Executive Director, or her duly appointed successor, of the scope of services and of reasonable contract terms and fees.

Section 2. This Resolution shall take effect immediately.

Ms. Nash, Manager II, Planning, Research & Evaluation, presented the resolution to authorize the subordination of workforce unit restrictive covenants in connection with the prepayment of mortgage loans for 333 State Street. She summarized the 2009 financing of the project which includes 59 market rate apartments and 6 workforce units. She reported that the Mortgagor has been working to complete permanent financing under the HUD 223(f) program which requires a first-priority lien. This resolution will allow the workforce units to be recorded in second position behind HUD's first mortgage lien. A question was raised at the Mortgage Committee meeting concerning the definition of "workforce unit" and a suggestion for future analysis of the issue.

Upon a motion made by Ms. Foley, seconded by Ms. DeWyngaert, the Board members voted unanimously in favor of adopting the following resolution regarding the Subordination of Workforce Unit Restrictive Covenants in Connection with the Prepayment of Mortgage Loans for 333 State Street, Bridgeport:

RESOLUTION REGARDING THE SUBORDINATION OF
WORKFORCE UNIT RESTRICTIVE COVENANTS
IN CONNECTION WITH THE PREPAYMENT OF
MORTGAGE LOANS FOR 333 STATE STREET, BRIDGEPORT, CONNECTICUT
CHFA DEVELOPMENT NO. 07-022GE

WHEREAS, by resolution adopted August 27, 2009, the Connecticut Housing Finance Authority (the “Authority”) authorized taxable bond construction and permanent financing to 333 State Street, LLC (the “Mortgagor”) in the amount of \$10,000,000 (the “Taxable Loan”), for the adaptive re-use of 333 State Street and the creation of 59 market rate apartments and 6 “Workforce” income-restricted apartments, located in Bridgeport, Connecticut; and

WHEREAS, by resolution adopted on November 21, 2013, the Authority authorized an additional \$600,000 loan to the Mortgagor from Community Investment Act proceeds (the “CIA Loan”), and a modification of the Taxable Loan in order to capitalize accrued interest; and

WHEREAS, in accordance with the terms of the Taxable Loan and the CIA Loan, the Owner maintains a prepayment right, provided the Owner satisfies certain conditions, including, the payment of a housing maintenance fee and the continued first lien priority of the Workforce unit restrictive covenants; and

WHEREAS, the Mortgagor has requested that the Workforce unit restrictive covenants be subordinated in connection with the prepayment of the Taxable Loan and the CIA Loan;

WHEREAS, the Authority desires to permit the subordination of the Workforce unit restrictive covenants, as described in the attached memorandum dated September 26, 2019 from Terry Nash, Manager II, Planning Research & Evaluation.

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

Section 1. Subordination of the Workforce unit restrictive covenants in connection with the prepayment of the Taxable Loan and the CIA Loan is hereby authorized upon the satisfaction of all other prepayment conditions of the Taxable Loan and the CIA Loan, and with all such other requirements for the benefit of affordable housing, as may be determined by the Authority.

Section 2. The Interim Executive Director, or her duly appointed successor, is hereby authorized to effectuate the subordination of the Workforce unit restrictive covenants in connection with the prepayment of the Taxable Loan and the CIA Loan upon terms and conditions contained herein as he or she determines to be in the best interest of the Authority.

Ms. Landau, Director of Multifamily, presented the amended financing resolution for the Rental Assistance Demonstration (RAD) Program Group III. In March, the Board approved the use of Tax-Exempt Bond (TEB) proceeds to fund a construction-only leasehold mortgage loan in the

amount of up to \$23,100,000. The Mortgagor, ECC Group III RAD, LLC, is seeking approval to increase the CHFA construction TEB loan by \$1,600,000 from \$23,100,000 to approximately \$24,700,000, primarily to expand the project's Scope of Work (SOW). Ms. Landau stated that RAD Phase III consists of two properties, Charles T. McQueeney Towers and Winslow Celentano Apartments, totaling 213 apartments. The expanded SOW will allow for the replacement of certain building components that have minimal remaining useful life.

Upon a motion made by Ms. Weil, seconded by Ms. Foley, the Board members voted unanimously in favor of adopting the following amended resolution regarding the financing of Housing Authority of New Haven (HANH) Rental Assistance Demonstration (RAD) Group III and Conversion to the HUD Rental Assistance Demonstration Program, New Haven:

AMENDED RESOLUTION REGARDING FINANCING OF
HOUSING AUTHORITY OF NEW HAVEN (HANH)
RENTAL ASSISTANCE DEMONSTRATION (RAD) GROUP III AND
CONVERSION TO THE HUD RENTAL ASSISTANCE DEMONSTRATION PROGRAM
NEW HAVEN, CONNECTICUT
CHFA DEVELOPMENT NO. 18-407M

WHEREAS, by resolution adopted March 28, 2019 (the "Resolution") the Connecticut Housing Finance Authority (the "Authority") approved a mortgage loan (the "Loan") to ECC Group III RAD, LLC and/or a related entity otherwise acceptable to the Authority (the "Proposed Mortgagor") for the rehabilitation of 213 housing units comprised of the Winslow-Celentano Apartments and Charles T. McQueeney Towers, to be known as HANH RAD Group III, and located in New Haven, Connecticut (the "Development"); and

WHEREAS, the Proposed Mortgagor is proposing an expansion in the scope of work (SOW), with an increase in the amount of Low-Income Housing Tax Credit equity and a reduction in the amount of the permanent sources including funding from the State of Connecticut Department of Housing; and

WHEREAS, the Proposed Mortgagor has requested the Resolution be amended as set forth herein and described in the memorandum from Carol Gooden dated September 26, 2019.

NOW THEREFORE, be it resolved by the Board of Directors of the Connecticut Housing Finance Authority that the Resolution is hereby amended as follows:

Section 1. Section 1 of the Resolution is hereby amended to read as follows:

"Section 1. The Authority is authorized to provide a leasehold first mortgage construction loan (encumbering a leasehold and a leasehold condominium) in a principal amount of up to \$24,700,000, at an interest rate not to exceed 5.66% per annum, to be repaid monthly, in arrears, over a term of a period of 24 months, after which all construction loan principal and interest shall be due in full. The Authority will fund this loan with Tax-Exempt Bond (TEB) 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. 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. Section 3(b) and Section 3(c) of the Resolution are hereby amended to read as follows:

“b. The Authority’s confirmation of the Proposed Mortgagor’s receipt of a commitment from Greystone Funding Corporation for approximately \$12,648,407 in permanent funding, with terms and conditions satisfactory to the Authority, or that the Proposed Mortgagor produce a commitment for a comparable amount from other sources with terms and conditions satisfactory to the Authority;

c. The Proposed Mortgagor’s receipt of sufficient 4% Low-Income Housing Tax Credits in order to produce net syndication proceeds of approximately \$14,157,399, or that the Proposed Mortgagor produce a comparable amount from other sources with terms and conditions acceptable to the Authority;”

Section 3. Subsection 3(d) of the Resolution is hereby deleted.

Section 4. Subsection 3(f) of the Resolution is hereby amended to read as follows:

“f. The Authority’s confirmation of the Proposed Mortgagor’s receipt of a commitment for a subordinated mortgage loan of approximately \$4,882,294 in construction and/or permanent funding from the State of Connecticut Department of Housing from HOME funds or that the Proposed Mortgagor produce a comparable amount from other sources and with terms satisfactory to the Authority;”

Section 5. Sections 3, 9 and 15 of Attachment A of the Resolution are hereby amended by replacing the amount “\$25,410,000” with the amount “\$27,170,000”.

In all other respects the Resolution remains in full force and effect.

Mr. Taib provided an overview of CHFA’s balance sheet and its use of financial leverage in order to maximize financing of single family and multifamily affordable housing. Mr. Taib further reported about a new Multifamily Funding Initiative Program to be offered to certain shovel-ready multifamily projects in order to generate more affordable housing. Mr. Taib reported that the program will permit the ability to lock in below market interest rates, maximize borrowing capacity and reduce the amount of needed state funding contributions.

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

Upon a motion made by Mr. Perez, seconded by Mr. Schmitt the Board members voted unanimously in favor of accepting the following consent agenda items.

Reports Accepted:

- 2019 Series D Bond Issue (Single Family)
- Financial Reports
- Delinquency Reports
- Finance/Audit Monthly Tracking Report
- Multifamily Activities
- Minutes from July 25, 2019 Meeting

Ms. Mosquera-Bruno asked the Board to consider going into executive session.

Upon a motion made by Ms. Foley, seconded Ms. DeWyngaert, the Board voted unanimously in favor of going into executive session at 10:40 a.m. to discuss pending claims/litigation-strategy with respect to potential litigation regarding a loan delinquency. Mr. Taib, Mr. Voccio, Ms. Smith and Attorney Hicks were invited to remain during the executive session. Noting potential conflicts of interest, Mr. Kooris by phone recused himself and disconnected from the executive session, and Ms. Weil left the executive session.

The executive session ended at 10:52 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Ms. Foley, seconded Ms. DeWyngaert, the Board voted in favor of going into executive session at 10:53 a.m. to discuss pending claims/litigation-strategy with respect to potential litigation against a recipient of program funds. Ms. Smith, Attorney Hicks, Attorney Caldarone, Attorney Williams and Attorney Lucan were invited to remain during the executive session, and Ms. Weil rejoined the executive session (Mr. Kooris was not present for the executive session).

The executive session ended at 11:11 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Ms. Foley, seconded Ms. DeWyngaert, the Board voted unanimously in favor of going into executive session at 11:12 a.m. to discuss a pending claim/litigation regarding Cyndi Guest versus CHFA (CHRO complaint). Ms. Smith, Attorney Hicks, Attorney Caldarone, and Attorney Curtin were invited to remain during the executive session (Mr. Kooris was not present for the executive session).

The executive session ended at 11:25 a.m., and the regular meeting was immediately reconvened.

Upon a motion made by Ms. Foley, seconded Ms. DeWyngaert, the Board voted unanimously in favor of going into executive session at 11:26 a.m. to discuss the potential appointment of a Chief Executive Officer-Executive Director of CHFA.

Mr. Bates and Ms. Mondo were invited to remain during the executive session (Mr. Kooris was not present for the executive session).

The executive session ended at 11:45 a.m., and the regular meeting was immediately reconvened.

The Board asked Mr. Bates to summarize the process related to the Chief Executive Officer-Executive Director search. Mr. Bates stated that CHFA received approximately 78 resumes from candidates in 14 different states. Resumes that met the minimum criteria for the position were forwarded to the Board Chair and/or Personnel Search Committee on an ongoing basis. Mr. Bates stated that the search included the following:

- On June 3, 2019 a Special Personnel Committee Meeting consisting of Ms. Mosquera-Bruno, Ms. DeWyngaert, Ms. Dorgan, and Ms. Tepper Bates, was held to discuss the search.
 - There was consensus to perform a search utilizing internal staff versus the hiring of a professional search firm
 - There was consensus to obtain input from various groups, including an Advisory Committee consisting of about six members from various stakeholder groups (i.e. development community, syndicators, nonprofit community and bankers), the Board, and CHFA Executive Leadership.
 - The Personnel Committee drafted a vision statement for the position as well as a job description
- On June 7, 2019, the job description was posted on CHFA's Website, the National Council of State Housing Agencies, Connecticut Mortgage Bankers Association, Efinancialcareers.com, Bond Buyer Online, CareerZone, Indeed, Glassdoor, LinkUp, ZipRecruiter, Taxcreditcoalition, Council of Large Public Housing Agencies, Monster, LinkedIn, CHFA Twitter and CHFA Facebook
- On June 19, 2019, the Personnel Committee appointed an Interim Executive Director and a Personnel Search Committee consisting of:
 - Seila Mosquera-Bruno
 - Heidi DeWyngaert
 - Kathleen Dorgan
 - Kiley Gosselin
 - Franklin Perry II
 - Jared Schmitt
 - Lisa Tepper Bates
- On July 10, 2019, the Personnel Search Committee Meeting named the advisory committee members as follows:
 - James Rubin, CEO of North American, Meridiam
 - Patrick Lee, Principal of Trinity Financial, Inc.
 - Maurice Jones, President and CEO, LISC
 - Dana Mayo, Executive Managing Director, Hunt Capital Partners

- Catherine MacKinnon, Mutual Housing of Greater Hartford
 - Chrystal Kornegay, MassHousing
- The Personnel Search Committee discussed roles of the Advisory Committee members and developed an initial list of questions to ask candidates
- On July 18, 2019, the Personnel Search Committee:
 - Reviewed ten resumes and cover letters from candidates that met the minimum threshold criteria from the job description
 - The top six candidates were selected to interview on August 6 and August 8.
- On August 6, and August 8, 2019 the Personnel Search Committee members interviewed the six candidates and selected the three top candidates for second interviews
- An extensive background screening by an outside firm was performed of the top three candidates and included: national and local criminal checks, credit and financial summary, social security validation, address comparison, employment verification, and educational verification
- On August 30, 2019, Board members, the Advisory Committee members and the Executive Leadership team in separate groups interviewed each of the top three candidates and provided input to the Board Chair
- On September 12, 2019, the Personnel Search Committee discussed the recommendations from the Board, Advisory Committee and Executive Leadership team, and consensus was reached to recommend a final candidate for consideration by the Board on September 26, 2019.

The Board discussed the recommended candidate and the recommendations made by each of the groups. The potential salary for the position was discussed as well as comparable salaries for other Connecticut quasi-public agencies and Chief Executive Officers for similar-sized housing finance agencies. Mr. Bates discussed other benefits such as vacation time, personal time and sick time and mentioned that as was allowed with previous executive directors, the new Chief Executive Officer would not be required to wait six months before utilizing accrued earned leave time. Ms. Tepper Bates noted that the new Chief Executive Officer should be made aware that there are funds available in CHFA's budget if needed to hire a consultant to assist with the organizational structure.

Upon a motion made by Ms. DeWyngaert, seconded by Ms. Tepper Bates, the Board voted in favor of adopting the following resolution regarding the hiring of a Chief Executive Officer-Executive Director (Mr. Kooris was not present for the vote):

**RESOLUTION REGARDING APPOINTMENT
OF CHIEF EXECUTIVE OFFICER-EXECUTIVE DIRECTOR**

WHEREAS, pursuant to Connecticut General Statutes Section 8-246, the Board of Directors of the Connecticut Housing Finance Authority (the "Authority") shall appoint a Chief

Executive Officer – Executive Director for the Connecticut Housing Finance Authority who shall not be a member of the Board of Directors and who shall serve at the pleasure of the Board; and

WHEREAS, a comprehensive search was conducted and over 75 resumes were received from candidates from 14 different states;

WHEREAS, a Search Committee was created with members of the Board and the Personnel Committee;

WHEREAS, six candidates were brought in during the month of August to be interviewed by the Search Committee;

WHEREAS, the Search Committee recommended 3 finalists to be interviewed by an Advisory Committee (made up of Industry Experts), the Executive Leadership Team of the Authority and Board Members who were not on the Search Committee.

WHEREAS, those three finalists were interviewed on August 30, 2019;

WHEREAS, the Personnel Committee met on September 12, 2019 to discuss the input from the Advisory Committee, the Executive Leadership and the Board Members and recommends the hiring of Ms. Nandini Natarajan;

WHEREAS, the Board of Directors desires to appoint a Chief Executive Officer – Executive Director as provided by statute.

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

Section 1. That Nandini Natarajan is appointed Chief Executive Officer – Executive Director of the Connecticut Housing Finance Authority pursuant to Connecticut General Statutes §8-246 to serve at the pleasure of the Board of Directors effective November 1, 2019.

Section 2. The Chairperson of the Board of Directors is hereby authorized to negotiate and approve such terms and conditions of employment as she determines necessary or desirable to effectuate the appointment authorized hereby.

There being no further business to discuss, upon a motion made by Mr. Perez, seconded by Ms. Weil, the meeting was adjourned at 11:54 a.m.