Minutes of the Meeting
of the Members of
MassHousing
held on
April 11, 2017

The regular meeting of the Massachusetts Housing Finance Agency – doing business as MassHousing – was held on April 11, 2017 at MassHousing's offices located at One Beacon Street in Boston, Massachusetts. In attendance were:

Members	Ping Yin Chair, Vice Chair
	Rachel Madden, Designee of Kristen Lepore
	Chrystal Kornegay
	Lisa Serafin
	Andy Silins
	Marc Cumsky
	Mary Nee
	Carolina Avellaneda
Members Not Present	Michael Dirrane, Chair
Staff	Tim Sullivan
	Frank Creedon
	Beth Elliott
	Karen Kelleher
	Nancy McDonald
	Meaghan McCarthy
	Antonio Torres
	Maureen Burke
	Zan Bross
	Anne Marie MacPherson
	John W. McCormack
	Carmen Beato
	Leanne McGinty
	Anna Reppucci
	Paul Garrity
	Bill Dunn
	Lavergne Randolph
	Stephen Vickery
	Joseph Mullen
	Kathy Connolly
	Belmira Fallon
	Mildred Mukasa
	Janet Billane
	Susan Lynch
	Deepak Karamcheti

Joe Hughes
Kamar Calixte
Beth DeFranzo
Lisa Fiandaca
Stephen Payson
Chuck Karimbakas
Paul Scola
Henry Mukasa
Monte Stanford
Tom Farmer
Andrea Laing
Eric Gedstad
Deb Morse
Cynthia Lacasse
Matthew Deych
David Keene
Sarah Hall
Kathleen Evans
Kelly Condon
Rachel Carlson
Bethany Wood
Carol McIver
Jill Lavacchia
Erica Carroll
Sarah Schneider
Alison Haskins
Jeremy Meneses
Susan Sheffer
Mary Magliozzi
Mounzer Aylouche
Paul Mulligan
Sergio Ferreira

Guests

John W. Keith, Keith Properties
Shelley Hoon Keith, Hoon Construction
Mark Epker, Vantage
Anthony Flynn
Colin McNiece, Mintz Levin
Brandon Wolanski, Barclays
Geoff Proulx, Morgan Stanley
Jamie Pennington, Beacon Communities
John Malpiede, Citi
Mike Koessel, Citi
Nick Fluehr, Wells Fargo
Rebecca Reape, Wells Fargo
Michael McKeeman, Wells Fargo

Acting Chairman Chai convened the meeting to order at 2:00 p.m. He indicated that the first order of business was the approval of the minutes of the previous meeting. Upon a motion duly made and seconded, it was

VOTED: That the minutes of the meeting held on March 16, 2017 are hereby approved and placed on record.

(At this point, Agency Members Rachel Madden and Chrystal Kornegay arrived at the meeting.)

Acting Chairman Chai then called upon Timothy Sullivan, MassHousing's Executive Director, for his monthly report to the Members.

Executive Director's Report

Mr. Sullivan began by thanking the Members for their attendance at the March Board Meeting which had to be rescheduled from the 14th to the 16th of the month due to a winter storm.

Mr. Sullivan first discussed the Agency's strategic plan which – when completed in 2013 – had 60 action items to be accomplished over multiple years. In March 2016, the remaining items were grouped under seven priority areas: Expanded Homeownership; Rental Production; 13A; Community Scale Rental; Planning; Sustainability; and Community Investments. Mr. Sullivan noted that significant progress has been made in each of those priority areas.

Mr. Sullivan then talked about the impact of the potential of corporate tax reform on the Low-Income Housing Tax Credit (LIHTC). He noted that a new bill sponsored by U. S. Senators Maria Cantwell (D-WA), Orrin Hatch (R-UT) and Ron Wyden (D-OR) would expand the credit by 50 percent and incentivize developers to serve the lowest income families with the greatest needs including those who are homeless.

Mr. Sullivan continued, reporting upon lending production, noting that $1.3 billion in lending had closed through the end of the 3rd quarter of the fiscal year – surpassing the ambitious goal that had been set for the entire fiscal year.

Mr. Sullivan then reported upon a recent staff survey concerning the Agency's approach to performance management and its linkage to staff engagement and commitment to mission, values and leadership model. Using an earlier staff survey as the baseline, Mr. Sullivan reported upon a significant uptick (55% delta) in employee satisfaction with the appraisal process being effective in identifying their personal strengths and areas for improvement. Citing a recent "Chairman's Blog" from Gallup, he spoke of the "old ways" – referring to annual reviews, forced rankings, and outdated competencies – no longer achieving the intended results. Referring to that same blog, Mr. Sullivan spoke of the need to move away from a "command-and-control" culture to one of high development and ongoing coaching. As the author of that blog put it, in order to become a high-performing organization, one needs to change from a culture of "paycheck" to a culture of "purpose."

Mr. Sullivan continued by commenting upon several recent events promoting staff engagement and development, including two involving members of the Board. These included a "40B Open House"; the 29th annual African-American History Month Celebration; a "Conversation with Chrystal Kornegay" marking Women's History Month and part of the new "Paths to Success" series; a "Home Ownership Open House", and the "Bankers' Edition" of the "Paths to Success" series featuring Ping Yin Chai of Salem Five, Dorothy Savarese of Cape Cod Five, and Quincy Miller of Eastern Bank.

Mr. Sullivan then congratulated Agency Member Lisa Serafin on her election as President of CREW (Commercial Real Estate Women)—Boston which was formerly known as NEWIRE (New England Women in Real Estate).

Lastly, Mr. Sullivan gave an update on Workforce Housing noting that $31.8 million in outlays had been committed through the end of March which would create a total of 1,132 units in 12 projects. He referred the Members to a recent Boston Business Journal article which highlighted MassHousing's efforts to generate more workforce housing.

Vote Delegating Authority to Issue MultiFamily Bonds and/or Notes

Acting Chairman Chai then called upon Paul Scola, MassHousing's Manager of Bond and Regulatory Compliance, to present a Vote Delegating Authority to Issue Multifamily Bonds and/or Notes. Mr. Scola presented the resolution noting that it would authorize the issuance and sale of up to $250 million of bonds and notes, and that Barclays would be the lead underwriter on the transaction. Upon a motion duly made, it was

VOTED: A Resolution of the Massachusetts Housing Finance Agency adopting series resolutions related to the issuance and sale of not exceeding $250,000,000 aggregate principal amount bonds and/or notes and authorizing offices of MassHousing to approve changes thereto and authorizing the negotiation and approval of certain other documents in connection therewith.

WHEREAS, the Massachusetts Housing Finance Agency ("MassHousing") has previously adopted various general bond and note resolutions (the "General Resolutions") authorizing the issuance of bonds and/or notes for the purposes of financing or refinancing Rental Development Mortgage Loans and Construction Loans, refunding other obligations of MassHousing and establishing reserves therefor;

WHEREAS, in order to finance or refinance certain Rental Development Mortgage Loans and Construction Loans approved by MassHousing (the "Loans") to be designated by an Authorized Officer, MassHousing desires to provide for the adoption of one or more series resolutions pursuant to the General Resolutions authorizing the issuance of one or more series of bonds and/or notes;

WHEREAS, in furtherance of the provision of mixed income residential facilities and other housing available to low and moderate income persons and families in the Commonwealth, MassHousing desires to provide for the adoption of one or more series resolutions pursuant to the General Resolutions, authorizing the issuance of one or more series of bonds and/or notes;

WHEREAS, MassHousing desires to adopt such resolutions and agreements as may be necessary to effectuate the foregoing purposes and to provide for the modification of such resolutions to the extent necessary; now, therefore, be it

RESOLVED, by the Members of MassHousing as follows:

Section l. MassHousing hereby adopts one or more Series Resolutions (the "Series Resolutions"), authorizing the issuance of Bonds and/or Notes under one or more of MassHousing's existing rental development programs with an aggregate principal amount not to exceed $250,000,000 (the "Obligations"), not more than $25,000,000 of which may bear interest at a variable rate. The Series Resolutions shall be in substantially the form previously used by MassHousing, with such changes as shall be deemed necessary in accordance with Section 4 of this Resolution. The Obligations may be issued in one or more series.

Section 2. The Series Resolutions shall provide that the Obligations to be issued thereunder and any related interest rate swap agreements or other hedge agreements, as authorized below, shall be secured by and payable from any and all Revenues in accordance with the General Resolutions. MassHousing's obligations under the Obligations, any such swap or hedge agreements or any Related Agreement deemed necessary in accordance with Section 5 of this Resolution may also be secured by MassHousing's general obligation.

Section 3. The Obligations shall be sold to one or more members of MassHousing's approved underwriting team in accordance with the terms of one or more bond purchase agreements in substantially the forms previously used by MassHousing with respect to its rental development bond programs, with such changes, interest rates, redemption provisions and maturity schedules as shall be approved by an Authorized Officer, and the same are authorized to execute and deliver the bond purchase agreements. The Obligations may (i) be sold on a tax-exempt basis under federal tax law, provided they do not bear interest at such rates and are not sold at such prices such that the yield on the Obligations exceeds 7%; (ii) be sold on a taxable basis under federal tax law, provided they do not bear interest at such rates and are not sold at such prices such that the yield on the Obligations exceeds 10%; or (iii) bear interest at a variable rate to be determined in accordance with the provisions of a Series Resolution, provided that (a) the aggregate amount of any such Obligations bearing interest at a variable rate shall not exceed $25,000,000 and (b) any such variable rate Obligations shall be issued in connection with an interest rate swap agreement pursuant to Section 6 hereof. The Obligations may be sold at a purchase price which reflects an aggregate underwriting fee or discount of not more than 2% of the principal amount of the Obligations issued.

Section 4. The Executive Director, Chairman, or Deputy Director are each hereby authorized, acting singly, to approve and execute such changes, additions and revisions to the Series Resolutions, including Series Resolutions with respect to Bonds previously issued under the applicable General Resolution, and the documents and agreements referred to herein and therein as are necessary to effectuate the purposes thereof.

Section 5. In connection with the issuance of any Obligations, MassHousing may enter into one or more remarketing agreements, standby bond purchase agreements, credit enhancement agreement or other liquidity agreements with respect to the Obligations ("Related Agreements"). The form of such Related Agreements shall be approved by an Authorized Officer, and the same are authorized to execute and deliver such agreements.

Section 6. In connection with the issuance of any variable rate Obligations, MassHousing shall enter into one or more interest rate swap agreements to fix the effective rate on the Obligations. The pricing and fixed rate under such swap agreements shall not exceed a nominal yield of 7%, if the related Obligations are tax-exempt, and a nominal yield of 10%, if the related Obligations are taxable. The form of such interest rate swap agreements and the terms thereof shall be approved by an Authorized Officer, and the same are authorized to execute and deliver such agreements.

Section 7. MassHousing authorizes any Authorized Officer, to submit the proposed terms of any transaction authorized above to the State Finance and Governance Board as may be necessary for their review in accordance with Section 98 of Chapter 6 of the General Laws, as amended, and the regulations promulgated thereunder.

Section 8. As used in this Resolution, the term Authorized Officer shall mean MassHousing's Chairman, Executive Director, Deputy Director, General Counsel, Financial Director, Comptroller, Manager of Finance and Bond Compliance and any officer or employee of MassHousing acting in such capacity or any other Authorized Officer of MassHousing as defined in the General Resolutions.

Section 9. This resolution shall take effect immediately.

Home Ownership Report

Stephen Payson, Director of HomeOwnership Lending Operations and Lisa Fiandaca, Director of Homeownership Production, presented a report concerning the overall Home Ownership business line including the servicing of the portfolio which is overseen by Kevin Mello, Director of Home Ownership Servicing and Operations who was unable to attend the meeting.

Ms. Fiandaca stated that production for the first half of the fiscal year was very strong overall, with over $400 million of production. Despite strong production, there remain challenges for would-be home buyers and for the Home Ownership business line. Since the economic downturn, we have seen an uneven market recovery. Statewide prices have increased 4%, but have increased 36% in Suffolk County. Prices in Gateway Cities have decreased by 6%. In greater Boston communities where prices continue to escalate, low- and moderate-income borrowers face increasing affordability challenges, which are exacerbated by inventory that is at a record 16-year low. Rising interest rates that increase the cost of financing are also likely starting to affect the purchasing power of our target borrowers statewide. These factors seem to have contributed to a steeper seasonal dropoff in production than usual, though our overall production rates remain on or ahead of target.

Ms. Fiandaca continued by stating we are now selling loans to both Freddie Mac and Fannie Mae and we have rolled out a competitively-priced product targeted at low-income borrowers with incomes at or below 80% of area median income, taking advantage of Freddie Mac premium pricing for loans to low- and moderate-income borrowers. We hope aggressive pricing for this product, together with the 20% mortgage insurance discount we offer to these borrowers, will drive low- and moderate-income production from our existing lenders, open doors to some new lending partners, and make homeownership more accessible for these high-mission borrowers.

Mr. Payson began by reporting upon the portfolio's very favorable delinquency and foreclosure rates, which continue to be very low when compared to conventional, prime mortgage portfolios. He reported that the Agency's delinquency rate dropped to just 2.33% for March 2017, the lowest rate in two years. Foreclosure rates have held steady at approximately 0.4%.

Mr. Payson then noted that May 1, 2017 marks the first anniversary of our new loan servicing platform – Fiserv – having gone live. Borrowers now have the capability of making mortgage payments online 24x7. The Agency has seen a 70% increase in electronic payments (9,700 per month) and we have seen a 25% reduction in "walk-in" payments. We have also outsourced bulk printing and mailing.

Lastly, Mr. Payson reported that the Agency expects to implement a call-quality monitoring phone system this summer, providing automated inbound call routing, call and call purpose identification, accept payments over the phone, call quality monitoring and coaching and automated outbound collection calls.

Central Building – Worcester

Meaghan McCarthy recommended a loan commitment for the Central Building, the adaptive re-use of an existing, vacant office building in downtown Worcester into 55 new units of housing and ground floor retail space. The transaction contemplates a taxable permanent loan as well as a Workforce Housing subordinate loan from the Agency's Opportunity Fund. Ms. McCarthy explained that MassHousing's financing would be provided following construction completion, and the Agency's permanent loan would be insured under the HUD/HFA Risk Sharing Program. The development has received a commitment of HOME funds from the City of Worcester and has requested an allocation of 9% Low Income Housing Tax Credits, State Tax Credits and soft debt from the Department of Housing and Community Development (DHCD).

Ms. McCarthy explained that the development has been structured to serve a range of income tiers: 36 affordable units (comprising 8 project-based Section 8 vouchers and 28 units at 60% of the area median income); 14 workforce units at 70% of AMI, and 5 unrestricted market-rate units. The development plan also includes 7,950 square feet of commercial space and 65 parking spaces. The residential component consists of one studio apartment, 17 one-bedroom units, 34 two-bedroom units and 3 three-bedroom units.

Noting that this development continues – and complements – the ongoing revitalization of this section of Worcester's Main Street, the Agency's financing is pivotal to the City's efforts and, importantly, it will add new housing units serving a variety of income ranges. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize a permanent first mortgage loan in a principal amount of up to $3,180,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to Central Building Development Group, LLC or another single-purpose entity controlled by Kathryn E. Krock or her associates (the "Borrower") as owner of the multifamily residential development known as "Central Building" (the "Development") and located in Worcester, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board, and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special condition(s): None.

FURTHER VOTED: To approve a subordinate mortgage loan to the Borrower for the Development in an amount up to $1,400,000 (1) to be funded from that portion of the Opportunity Fund approved by the Board on March 8, 2016, designated and reserved for workforce housing programs and (2) subject to the terms and conditions of MassHousing's Workforce Program Guidelines adopted by the Board on July 12, 2016, and to any applicable delegations of authority previously approved by the Board.

FURTHER VOTED: To authorize the Executive Director and Deputy Director, and their respective designees, to permit the Borrower to enter into, or assume, mortgage loans with third parties with respect to the Development, provided that (1) any such mortgage loans shall be subordinated to MassHousing's mortgage loans, and (2) such subordinate mortgage loans shall be subject to MassHousing's requirements pertaining to subordinate mortgages, in a manner acceptable to MassHousing's General Counsel or her designee.

Hemenway Apartments, Boston (Fenway)

David Keene presented a proposed refinancing of Hemenway Apartments in Boston's Fenway neighborhood, comprising 183 units in 4 buildings with 7 addresses on Huntington Avenue and Hemenway Street. The development includes 18 studio units, 141 one-bedroom units, and 24 two-bedroom units, all of which are covered under a project-based Section 8 HAP Contract that will be renewed for 20 years. Importantly, this transaction preserves housing affordability in a property that would otherwise be at risk of market conversion. Mr. Keene indicated that the financing would be accomplished through the FFB risk-sharing program. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize a permanent first mortgage loan in a principal amount of up to $49,340,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to Hemenway Apartments Company, or another special-purpose entity controlled by SHP Acquisitions, LLC, (the "Borrower") as owner of the multifamily residential development known as "Hemenway Apartments" (the "Development") and located in Boston, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board; and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special condition: the Borrower shall secure the approval of the Boston Planning and Development Agency(BPDA), formerly known as the Boston Redevelopment Agency (BRA), for this financing and to modify, if necessary, the terms of the Chapter 121A Regulatory Agreement dated July 13, 1979 in a form and under such terms as acceptable to the General Counsel.

Cotton Mill Apartments - Northbridge

Antonio Torres presented a proposal for Cotton Mill Apartments, a 55-unit development in Northbridge's Whitinsville Historic District. This former textile mill, constructed in 1846, was converted into housing in 1976, Mr. Torres explained. While the property is in overall good condition, $1.3 million will be invested in the property to install new, energy-efficient windows and complete accessibility upgrades. All of the units are covered under a Section 8 HAP agreement. Mr. Torres described the financing for the project, it being an FFB permanent loan, with risk-sharing at the 50/50 split. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize a permanent first mortgage loan in a principal amount of up to $7,380,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to Schochet-Whitinsville Associates or another single-purpose entity controlled by Schochet Associates, Inc. (the "Borrower") as owner of the multifamily residential development known as "Cotton Mill Apartments" (the "Development") and located in Northbridge, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board, and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special condition:

1. Prior to closing, the Borrower must complete a Section 8 Recapitalization Residual Receipt calculation based on the capital needs study for this Development and any amount owed by the Owner is due and payable at closing.

Residences at Fairmount Station – Hyde Park

Antonio Torres presented a proposed permanent and workforce housing loan for the Residences at Fairmount Station, an important transit-oriented development (TOD) on the "Indigo" commuter rail line in Boston's Hyde Park neighborhood. Mr. Torres explained that the development consists of 27 units of newly-constructed, mixed-income housing. The developers – Traggorth Companies and Southwest Boston Community Development Corporation – are new to MassHousing. The transaction has already received all funding commitments from the City of Boston and the Department of Housing and Community Development (DHCD). With the Board's approval, MassHousing will provide permanent financing of $1.8 million, insured through the HUD/HFA Risk-Sharing program; an additional, subordinate loan of $300,000 for the three workforce housing units (at 70% of AMI) will be from the Agency's Opportunity Fund. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize a permanent first mortgage loan in a principal amount of up to $1,800,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to Residences at Fairmount Station LLC or another single-purpose entity controlled by Traggorth Companies LLC and Southwest Boston Community Development Corporation, Inc. (the "Borrower") as owner of the multifamily residential development known as "Residences at Fairmount Station" (the "Development") and located in Boston (Hyde Park), Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board, and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special conditions: None

FURTHER
VOTED: To approve a subordinate mortgage loan to the Borrower for the Development in an amount not to exceed $300,000 (1) to be funded from that portion of the Opportunity Fund approved by the Board on March 8, 2016, designated and reserved for workforce housing programs and (2) subject to the terms and conditions of MassHousing's Workforce Program Guidelines adopted by the Board on July 12, 2016, and to any applicable delegations of authority previously approved by the Board.

FURTHER
VOTED: To authorize the Executive Director and Deputy Director, and their respective designees, to permit the Borrower to enter into, or assume, mortgage loans with third parties with respect to the Development, provided that (1) any such mortgage loans shall be subordinated to MassHousing's mortgage loans, and (2) such subordinate mortgage loans shall be subject to MassHousing's requirements pertaining to subordinate mortgages, in a manner acceptable to MassHousing's General Counsel or her designee.

Highland Glen Apartments, Westwood

Antonio Torres then presented a proposed financing of Highland Glen, an existing 180-unit apartment complex comprised of three 3-story elevator buildings in Westwood. Although originally financed by MassHousing and overseen by the Agency for many years, Mr. Torres explained that the development is not currently in the Agency's mortgage portfolio. He explained that the Board had granted Official Action Status (OAS) on October 11, 2016 for the acquisition and rehabilitation of the property.

The proposed transaction contemplates mortgage financing through the MAP/Ginnie Mae Multifamily Joint Venture Lending Initiative (the "MAP/Ginnie Mae Program"). Accordingly, Rockport Mortgage (the "MAP Lender Partner") will work directly with the borrower to underwrite the new mortgage loan and apply to the local HUD office for FHA mortgage insurance under Section 223(f) of the National Housing Act. MassHousing's credit risk exposure for loans insured by FHA under this program are approximately one percent (1%) of the loan amount.

Participation in the MAP/Ginnie Mae Program will result in the preservation of 180 units of affordable housing for a term of at least 15 years through the recording of a new MassHousing Disposition Agreement ahead of the FHA-insured first mortgage. The transaction will also fund capital improvements including the rehabilitation of 9 units to meet ADA and Section 504 accessibility requirements. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize a tax-exempt construction loan in an estimated principal amount of $34,000,000, subject to the limitation that the final loan amount shall not be more than $37,000,000, to be made to BC Highland Glen LLC (the "Borrower") (or an alternatively-named single-purpose limited partnership for the purpose of making use of 4% Low-Income Housing Tax Credits ("LIHTC") and owning Highland Glen Apartments) as owner of the multifamily residential development known as "Highland Glen Apartments" (the "Development") and located in Westwood, Massachusetts, such loan to be made in accordance with the applicable general closing standards for loans previously approved by the Board and the general delegations of authority previously adopted by the Board; and further subject to (1) compliance with all applicable laws and regulations and requirements of applicable financing programs; and (2) the following special condition(s): None.

FURTHER VOTED: That MassHousing approves, rather than the placement of a mortgage lien on the Development, that the tax-exempt construction loan by the Agency be secured by a cash collateral account, funded at the Borrower's obligation, for the full amount of the tax-exempt debt issued by the Agency for the Development, and to determine that this vote serves as the resolution required for alternative security under Section 4(a) of Chapter 708 of the Acts of 1966 as amended.

FURTHER VOTED: That the amount of 4% Credits, as set by the Executive Director, the Deputy Director, the Director of Rental Lending, the Director of Rental Operations, the General Counsel or the designee of any of the foregoing, prior to loan closing, to be used in connection with the multifamily development located in Westwood, Massachusetts and known as "Highland Glen Apartments" (the "Development") will not exceed the amount which is necessary for the financial feasibility of the Development and its viability as a qualified low-income housing project throughout the credit period, having taken into consideration:

(a) the sources and uses of funds and the total financing planned for the Development;

(b) any proceeds or receipts expected to be generated by reason of tax benefits;

(c) the percentage of the tax credit amount used for Development costs other than the cost of intermediaries; and

(d) the reasonableness of the developmental and operational costs of the Development, provided, however, that such determination shall not be construed to be a representation or warranty as to the feasibility or viability of the Development.

FURTHER VOTED: To authorize the Executive Director, the Deputy Director, the Director of Rental Lending, the Director of Rental Operations, the General Counsel or the designee of any of the foregoing to set the amount of 4% Credits to be used in connection with the Development applying the standards set forth in the immediately preceding Board vote.

FURTHER VOTED: That the Massachusetts Housing Finance Agency is authorized (1) to accept the assignment, from Rockport Mortgage Corporation, of a HUD Firm Commitment to provide mortgage insurance through the Federal Housing Administration pursuant to Section 223(f) of the National Housing Act for a first mortgage loan in the approximate amount of $52,085,234, or such other amount as evidenced in the HUD Firm Commitment, subject to the limitation that the final amount of such loan shall not be more than $60,000,000 nor less than $40,000,000 to BC Highland Glen LLC for the multifamily development located in Westwood, Massachusetts and known as "Highland Glen Apartments" (the "Development") and (2) to make the FHA-insured first mortgage loan to BC Highland Glen LLC for the Development in the approximate amount of $52,085,234 subject to the limitation that the final amount of such loan shall not be more than $60,000,000 nor less than $40,000,000 on terms acceptable to MassHousing, and subject to MassHousing's General Closing Conditions for loans made under MassHousing's MAP/Ginnie Mae Multifamily Joint Venture Lending Initiative approved by the Board on November 12, 2014.

FURTHER VOTED: That the Massachusetts Housing Finance Agency, acting through its officers authorized under the Ginnie Mae resolution adopted by the Agency on March 12, 2013, is hereby authorized and directed to do all acts and things, and to execute and deliver any and all documents, certificates, securities and instruments necessary or desirable to effectuate the funding of a first mortgage loan insured by the U.S. Department of Housing and Urban Development, acting through the Federal Housing Commissioner, under Section 223(f) of the National Housing Act, to BC Highland Glen LLC for the multifamily development located in Westwood, Massachusetts and known as "Highland Glen Apartments".

Chatham West I - Brockton

Matthew Deych presented a proposal to extend the taxable bridge loan financing granted on January 8, 2013 that facilitated the prepayment of an existing MassHousing first mortgage loan under the HUD Section 236 program. The prepayment allowed the owner to seek the full benefit of the HUD Rental Assistance Demonstration ("RAD") program, resulting in the issuance of a 15-year project-based voucher contract for all 300 units. The bridge loan closed on April 26, 2013 with a 24-month term and received its first extension at the March 2015 Board meeting. Upon receipt of the project-based vouchers, the owner was to seek permanent financing from MassHousing to recapitalize the project. Mr. Deych explained that the owner is now requesting an additional 2-year extension in order to assemble the needed preservation transaction. The bridge loan will be repaid at the earlier of the extended maturity date or at the time of refinancing. Upon a motion duly made and seconded it was

VOTED: That MassHousing approves the extension of a bridge loan in the original principal amount of $3,045,000 made on April 26, 2013, with a twenty-four month term (as subsequently extended for 24 months by approval of the Members in March 2015) to Beacon Chatham West Associates I, Limited Partnership (the "Borrower") as owner of Chatham West I (the "Development") in Brockton, for an additional 24 months or until the time of refinancing, whichever occurs first, provided that the Borrower is not in default of its obligations under the loan and subject to any conditions required by the Director of Rental Underwriting.

Acting Chairman Chai asked if there was any other old or new business for the Members' consideration.

Hearing none, Acting Chairman Chai made a motion to adjourn the meeting at 2:45 p.m. Upon a motion duly made and seconded, it was

VOTED: To adjourn the MassHousing meeting at 2:45 p.m.

A true record.

Attest.

Beth M. Elliott
Secretary

Francis P. Creedon
Assistant Secretary