

**Minutes of the Regular Meeting  
of the Members of MassHousing  
held on  
September 12, 2023**

The regular meeting of the Massachusetts Housing Finance Agency – doing business as MassHousing was held on September 12, 2023. In accordance with Section 20 of An Act Extending Certain COVID-19 Measures Adopted During the State of Emergency, 2021 Mass. Acts 20, as amended, no Members were physically present and the meetings were conducted remotely through a publicly accessible Zoom meeting.

Participating remotely were the Members (by roll call):

**Members**     Jeanne Pinado, Chair  
                  Carolina Avellaneda, Vice Chair  
                  Tom Flynn  
                  Patricia McArdle  
                  Kaitlyn Connors, Designee of Matthew Gorzkowicz, ex officio  
                  Herby Duverné  
                  Edward Augustus, ex officio  
                  Carmen Panacopoulos

**Members  
Not  
Participating** Jerald Feldman

**Staff**           *Due to the remote convening, a list of MassHousing staff participating or observing the meeting was not available*

**Guests**       *Due to the remote convening, a list of guests observing the meeting was not collected*

Chair Pinado convened the meeting to order at 2:00 p.m. Chair Pinado then indicated that the first order of business was the approval of the minutes of the previous meeting. (Carmen Panacopoulos and Herby Duverné abstained, Edward Augustus joined the meeting after approval of the minutes.) Upon a motion duly made and seconded, by roll call vote, of all the present, it was:

**VOTED:**       That the minutes of the Regular Meeting of the Members held on August 8, 2023 are hereby approved and placed on record.

Chair Pinado began the meeting by thanking former Member Mike Dirrane for his leadership over the past 30 years. Mr. Dirrane takes great pride in all MassHousing has accomplished. We appreciate and thank him for his leadership. Chair Pinado next introduced Herby Duverné, the

newest member of the MassHousing Board. Mr. Duverné was appointed to the Board by Governor Healy and we are thrilled to have him. Mr. Duverné responded he is thrilled to be part of the MassHousing organization.

### **Executive Director's Report**

Chrystal Kornegay began her report by reviewing MassHousing's five-year goals as far as lending activity, working capital, future of work, diversity and inclusion and staff excellence and the progress we have made in achieving those goals.

Our goal for lending activity for FY2022 to FY2026 is to grow 5-year lending and servicing activity by 10% over the previous 5 years. Lending activity for the 5 years is a total of \$7.6 billion – \$4 billion for multi-family and \$3.6 billion for homeownership. For lending and servicing activity \$2.79B toward \$7.50B goal; rental production is \$1.60B toward \$4.00B goal and homeownership production is \$1.19B toward \$3.60B goal. Our goal for working capital FY 2022 to FY2026 is to generate at least \$150 million of excess revenue in the Operating Working Capital Fund (after transfers) - \$100 million in the Opportunity Fund and 25% funds from other sources (interest, grants, etc.) In operating net income we are \$41.4M toward \$150.0M goal; Opportunity Fund \$20.1M toward \$100.0M goal and Opportunity Fund Sources 39% externally funded, exceeding the \$25% goal.

Ms. Kornegay continued her presentation by discussing goals for diversity and inclusion. Our goal is to affirm MassHousing's longstanding commitment to diversity and inclusion with measures including: 50% loans to people of color; 10%/5% multifamily projects/portfolio balances to minority-owned or senior principal borrowers; 75% of bonds under ESG; 25% of management level (D+ band) reflects diversity of the Commonwealth and 15% Agency expenditures to M/WBEs, at least 6% MBEs. SF loans to people of color are 50% to date, meeting the 50% goal; for-profit sponsors with at least 30% ownership by BIPOC partner(s) in MF portfolio – 2% sponsors to date toward our 5% goal; 1% of dollars to date toward 2% goal. For profit sponsors with at least 30% ownership by BIPOC partner(s) in MF pipeline – 5% of sponsors to date, toward 10% goal and 3% of dollars to date, toward 5% goal. ESG bonds 91% to date, exceeding 75% goal. Agency expenditure to MBE 14.8% to date, toward 15% goal, Agency expenditure to WBE 14.4% to date, toward 15% goal and management reflecting diversity of the Commonwealth 21.2% to date, toward 25% goal.

Ms. Kornegay went on to talk about Staff Excellence for FY2022 to FY2026. Our goal is to invest in staff excellence and transparent staff transitions with goals of being #1 in Boston Globe's Top Places to Work; D65 Band+ formal succession plan and 25% of staff below D65 have mentors within the Agency. In response to a May 2022 survey, MassHousing refreshed Agency values, introduced Vetter, created monthly All Staff meetings and increased health and wellness programming. The D65 Form Succession Planning is 12% toward the 100% goal and mentorship for staff under D65 is 0% toward 25% goal.

Ms. Kornegay continued by discussing goals for the Future of Work FY2022 to FY2026. Our goal is to transition to an effective and efficient Hybrid Work Model while maintaining and promoting MassHousing's mission and values: 30% footprint reduction; 100% automated

information collections from customers and vendors; 100% data and business apps in the cloud and accessible remotely and 3 employee surveys in years 1, 3 and 5 measuring engagement.

In footprint reduction we are 10% to date toward 30% goal; automated information collection from customers and vendors we are 50% to date toward 100% goal; data and business apps in the cloud and accessible remotely we are 50% to date toward 100% goal and with the 3 employer surveys in years 1, 3 and 5 – the year 1 survey was completed with 81.7% response rate (246/301.)

Ms. Kornegay continued by discussing the progress of the Massachusetts Community Climate Bank (MCCB.) Governor Healey announced the creation of the Massachusetts Community Climate Bank to be developed at MassHousing with \$50 million funding. We have hired consultants to support creation of Commonwealth’s strategy for applying for federal Greenhouse Gas Reduction Funds (GGRF) including National Clean Investment Fund (NCIF) - \$14 billion and Clean Communities Investment (CCIA) - \$6 billion. MassHousing investable portfolio could command up to \$500 million. We are proposing starting an Advisory Council to the MCCB. In addition, we have engaged a consultant to help design, develop and launch a pilot homeowner financing program for decarbonization of owner-occupied 1-4 family homes and we are planning for MCCB Roundtable for advocates, legislators, financial partners, developers, and state officials to talk about their long-, medium-, and short-term ideas for the bank.

Ms. Kornegay went on to discuss the MCCB Advisory Council whose purpose is to convene a body of knowledgeable stakeholders and experts, drawn from both the public and private sectors, to advise on the development and growth of the Climate Bank within the terms of its mission. The Council shall consider and address growth of the Climate Bank, environmental integrity, policy and thought leadership, climate equity and strategic focus. The Council will consist of eight (8) ex officious and up to 15 additional individuals with experience in and knowledge of carbon reduction strategies, affordable housing development and project management, real estate and construction finance, and environmental justice. Members shall be nominated by the Governor and appointed by the Executive Director of MassHousing for two-year terms of service.

### **Massachusetts Community Climate Change Bank Fund Vote**

On June 13, 2023, Governor Maura Healey announced the creation of the Massachusetts Community Climate Bank (the “Climate Bank” or “MCCB”), a new initiative to be incubated within MassHousing. The mission of the Climate Bank is to accelerate investments to decarbonize the building sector, with an initial focus on affordable housing. The Climate Bank will attract state, federal, and private funds and introduce new programs and resources to finance clean energy retrofits, new construction of de-carbonized housing, and other innovative, housing-based projects that advance the Commonwealth’s clean energy goals. MassHousing will work in partnership with MassDevelopment and the Massachusetts Clean Energy Center where those public agencies offer special expertise and capabilities that will advance the development and success of the Climate Bank.

The Commonwealth has transferred to the Agency \$50 million in funds from the Commonwealth Climate Mitigation Trust as an initial deposit to capitalize the Climate Bank. The Climate Bank will seek additional capital from the private sector and through pursuing federal funding opportunities, including, most significantly, federal funds that will be awarded to support greenhouse gas reducing projects in low-income and disadvantaged communities within the next 12 months from the \$27 billion Greenhouse Gas Reduction Fund, a part of the Inflation Reduction Act of 2022.

The Climate Bank will operate as a dedicated, independent funding vehicle for projects that reduce greenhouse gas emissions in the affordable housing sector, subject to the existing governance structure of the Agency.

Upon a motion duly made and seconded, by roll call vote, of all Members present, it was:

**VOTED:** To authorize the Agency to create a segregated revolving fund, designated as the Massachusetts Community Climate Bank Fund (the “Fund”), for supporting programs and investments that advance the objectives of the Massachusetts Community Climate Bank as expressed in the Charter established for the Fund.

**FURTHER**

**VOTED:** To approve and adopt a Charter for the Fund, as proposed in Exhibit A, which establishes priorities and policies for the use of Fund capital.

**FURTHER**

**VOTED:** To deposit in the newly established Fund a \$50 million contribution from the Commonwealth Climate Mitigation Trust, which the Commonwealth transferred to the Agency on August 16, 2023.

**FURTHER**

**VOTED:** To establish a Massachusetts Community Climate Bank Advisory Council, as proposed in Exhibit B.

**FURTHER**

**VOTED:** To authorize the Executive Director, Chief Financial and Administrative Officer, General Counsel, and one individual designated by the Executive Director as the Managing Director of the Fund, each acting singly, to execute and deliver such documents and take such actions as may be necessary or advisable in furtherance of the above votes.

Massachusetts Community Climate Bank Fund Charter

**Introduction**

On June 13, 2023, Governor Maura Healey announced the creation of the Massachusetts Community Climate Bank (the "Climate Bank" or "MCCB"), a new initiative to be incubated within MassHousing. The mission of the Climate Bank is to accelerate investments to decarbonize the building sector, with an initial focus on affordable housing. The Climate Bank will attract state, federal, and private funds and introduce new programs and resources to finance clean energy retrofits, new construction of de-carbonized housing, and other innovative, housing-based projects that advance the Commonwealth's clean energy goals. MassHousing will work in partnership with MassDevelopment and the Massachusetts Clean Energy Center where those public agencies offer special expertise and capabilities that will advance the development and success of the Climate Bank.

The Commonwealth is making an initial investment in the Climate Bank with \$50 million in funds from the Commonwealth Climate Mitigation Trust. The Climate Bank will seek additional capital from the private sector and through pursuing federal funding opportunities.

The Agency has created the Massachusetts Community Climate Bank Fund (the "Fund") as the vehicle to hold, manage, pledge, and distribute funds dedicated to advancing the mission of the Climate Bank.

**Purpose & Vision**

The Fund's purpose is to support programs, investments, and activities that advance the mission of the Climate Bank. The Fund will offer low-cost capital and innovative financing structures to support the integration of clean energy and energy efficient technologies into building construction, renovation, and preservation projects across the Commonwealth. Initial programs will focus on affordable housing development and preservation projects and mortgage financed single-family home improvement projects. The Fund will seek to promote an equitable transition to clean energy in the Commonwealth by addressing the needs of low and moderate-income households and environmental justice communities as the Commonwealth transitions to a net zero future.

**Programs & Activities**

Programs, investments, and activities financed by the Fund should include innovations that advance or accelerate the deployment of clean energy and energy efficient technologies in the Commonwealth's building sector. Fund initiatives should also be designed to attract and leverage additional investment by federal and private funding sources. Where feasible, Fund financing activities should be coordinated with the deployment of other Agency capital sources in order to maximize the benefits and reach of Agency sponsored investments and initiatives.

Individual Fund activities or programs will be subject to general principles that govern all Agency investments including the requirement to pursue innovative techniques, partnerships, or concepts where beneficial, even where Fund activities or programs are not coordinated with the deployment of other agency capital.

The Fund will be managed by a Managing Director appointed by, and subject to the supervision of, the Executive Director. Proposals for any program or activity that may require or pledge financing from the Fund of \$10 million or greater, in aggregate, shall require review and approval by the Board.

**Structure**

The Fund is a segregated revolving fund within the Agency's Working Capital Fund. Receipts and interest earnings on the Fund shall be retained in the Fund except where the specific terms of any grant or contract may require otherwise. Investment of the Fund shall follow the Agency's general Investment Policy. The determination of whether additional funds directed to the Climate Bank should be deposited into the Fund will be made at the sole discretion of the Chief Financial and Administrative Officer, subject to any relevant contractual, statutory, or program requirements.

Massachusetts Community Climate Bank Advisory Council  
Formation, Mission, and Organization

**Creation of Council**

By resolution of the Board of the Massachusetts Housing Finance Agency (“MassHousing”), the Massachusetts Community Climate Bank Advisory Council is hereby created to advise MassHousing and its partner public agencies on strategy, priorities, and opportunities for the development of the Massachusetts Community Climate Bank within MassHousing.

**Background**

On June 13, 2023, Governor Maura Healey announced the creation of the Massachusetts Community Climate Bank (the “Climate Bank” or “MCCB”), a new initiative to be incubated within MassHousing. The mission of the Climate Bank is to accelerate investments to decarbonize the building sector, with an initial focus on affordable housing. The Climate Bank will attract state, federal, and private funds and introduce new programs and resources to finance clean energy retrofits, new construction of de-carbonized housing, and other innovative, housing-based projects that advance the Commonwealth’s clean energy goals. MassHousing will work in partnership with MassDevelopment and the Massachusetts Clean Energy Center where those public agencies offer special expertise and capabilities that will advance the development and success of the Climate Bank.

The Massachusetts Community Climate Bank is charged with advancing three critical priorities for the Commonwealth: (1) the need to deploy finance strategies to decarbonize the building sector; (2) the challenge of preserving and increasing our stock of affordable and climate resilient housing; and (3) the obligation to invest public resources equitably, particularly in view of the burdens that low income, disadvantaged, and environmental justice populations face in transitioning to a net zero carbon future.

While the Climate Bank’s initial priority is to work to attract funds and accelerate investments aimed at reducing greenhouse gas emissions within the housing sector, over time, the Climate Bank will broaden its focus to serve as a financing source for de-carbonized construction and renovation and clean energy conversion projects across the building sector and the entire Massachusetts economy.

The Commonwealth has launched the Climate Bank at a time of great opportunity for pursuing these goals, and the Climate Bank will play a key role in aggregating and deploying growing state, federal, and private resources available to support transition to a net zero future. As an initial investment, the Commonwealth has seeded the Climate Bank with \$50 million. From this base, the Climate Bank is well positioned to compete for federal funding from the recently created \$27 billion Greenhouse Gas Reduction Fund, which is dedicated to supporting a wide range of public and private decarbonization projects with a preference for projects that will have a transformational impact on disadvantaged communities. The growing availability of federal and state funding for carbon reduction initiatives puts the Climate Bank in a strong position to attract private sector co-investment funds over time.

**Purpose and Mission of the Advisory Council**

The purpose of the Advisory Council is to convene an advisory body of knowledgeable stakeholders and experts, drawn from both the public and private sectors, to advise the Board of MassHousing on the development and growth of the Climate Bank within the terms of its mission. Council members shall include persons with experience in and knowledge of carbon reduction strategies, affordable housing

development and project management, real estate and construction finance, climate finance, and environmental justice.

The Council shall consider and from time to time provide advice and recommendations on opportunities to secure and allocate Climate Bank funding, priorities for program development, and how best to integrate Climate Bank programs with state, federal, and private efforts to decarbonize the Commonwealth's building sector. The Council shall be strictly advisory in nature and shall not possess any delegated authority from the Board of MassHousing or spending authority on behalf of the Climate Bank. The Council shall by June 30 of each year deliver to the Board of MassHousing or to the Managing Director of the Climate Bank or any other person designated by the Board a report describing its activities during the preceding 12 months and providing recommendations and advice for the proceeding 12 months.

In formulating its recommendations and advice, the Council shall consider and address:

1. Growth of the Climate Bank:
  - a. *Expand the capital base sustainably:* Consider strategies to grow and sustain the MCCB's programmatic funding by identifying additional available or potential funding sources and their intersection with MCCB priorities and the demonstrated needs of the marketplace.
  - b. *Expand the field:* Consider strategies to spread awareness of and access to MCCB resources and technical assistance, particularly among non-profit developers, rural stakeholders, and project sponsors focused on environmental justice populations.
  - c. *Educate the marketplace:* Consider partnerships with organizations pursuing similar goal and other methods of disseminating information on de-carbonization building technologies and the economic benefits of such solutions.
2. Environmental Integrity
  - a. *Reduce greenhouse gas emissions:* Consider criteria, standards, and practical methods of measuring consistency and alignment of Climate Bank programs and investments in greenhouse gas reduction with the Commonwealth's overall decarbonization goals.
3. Policy and thought leadership:
  - a. *Evolve the focus and reach of programs and support:* Consider strategies and any modifications required to translate MCCB early successes in the housing sector to solutions that will meet the needs of the building sector at large.
  - b. *Maintain alignment with related legal, regulatory, or policy frameworks:* Consider how existing state, federal, and local frameworks support or inhibit progress towards the goals of the MCCB. Examples include state and local regulatory frameworks for decarbonization, including but not limited to code requirements, municipal zoning requirements, etc.
  - c. *Seek alignment with related programs:* Consider other state or local programs that may be aligned or implemented in conjunction with the activities of the MCCB to maximize results.
4. Climate Equity:
  - a. *Benefit environmental justice populations:* Consider how the MCCB can ensure that its programs and investments are designed and implemented to benefit environmental justice populations consistent with Justice40 principles.
5. Strategic Focus:



## EXHIBIT B

- a. *Thematic investment areas of greatest impact:* Consider long-term thematic areas of priority for MCCB investment.
- b. *Geographies:* Consider geographic priorities to achieve long-term goals and to ensure equitable deployment of MCCB funding.

### Membership of the Advisory Council

The following officials shall be invited to serve as ex officio members of the Council. Ex officio members, with the exception of the Managing Director of the Climate Bank, may, following notice to and approval by the Climate Chief, identify a designee to serve in their place.

1. the Managing Director of the Climate Bank, who shall serve as the Chairperson
2. the Executive Director of MassHousing
3. the Climate Chief for the Commonwealth
4. the Secretary of the Executive Office of Housing and Livable Communities
5. the Secretary of the Executive Office for Administration and Finance
6. the Secretary of the Executive Office of Energy and Environmental Affairs
7. the Executive Director of the Massachusetts Clean Energy Center
8. the Executive Director of Mass Development

The Executive Director of MassHousing, in consultation with the Climate Chief for the Commonwealth, may also invite up to 15 additional individuals to accept two-year appointments to the Council.

Appointed members shall be industry and community leaders, experts, and other stakeholders drawn primarily from outside of government who can provide a diverse set of perspectives on the mission and programs of the Climate Bank. These members shall be appointed based on experience and qualification in the fields of: municipal government, environmental justice, living in an environmental justice community, climate finance, affordable housing, labor, clean energy and energy efficiency project development, and environmental and climate protection. Appointed members shall serve without compensation, strictly in an advisory capacity, and shall not be considered employees of MassHousing.

### Meetings and Staffing

The Council shall meet as a full body as determined by the Chair but in any case not less than three times each year and may establish committees and working groups and otherwise determine procedures appropriate for accomplishing its mission. The Council may solicit input from community and business leaders, residents of affordable housing developments, and other interested persons and organizations. The Council shall consider information received from these sources in the development of its recommendations.

MassHousing staff shall assist and support the Council in its work. Advisory Council meetings may be held in-person, hybrid, or by remote means.

## **Votes Pertaining to Certain Authorities in Freddie Mac Programs**

Colin McNiece presented votes pertaining to certain authorities in Freddie Mac programs. The Agency engages with the Federal Home Loan Mortgage Corporation (Freddie Mac) in various programs and Freddie Mac has requested confirmation of certain authorities using their form of resolution.

Upon a motion duly made and seconded, by roll call vote, it was, by all Members present:

**VOTED:** To adopt the Federal Home Loan Mortgage Corporation Resolution of Board of Directors and Certificate of Incumbency for Housing Finance Agency (Form 988SF – HFA) (the “Certificate”), attached hereto as Exhibit A with the understanding that references in such Certificate to “Housing Finance Agency” or “HFA” shall mean “MassHousing,” as appropriate, and references to “Board of Directors” or “Governing Body” shall mean “the Members of MassHousing,” as appropriate, and that the Executive Director, General Counsel, Secretary, and Chief Financial and Administrative Officer are hereby authorized to complete, execute, and deliver such Certificate with the insertion of the following titles and the respective names of the employees holding such positions, and to update such Certificate as necessary from time to time to reflect changes to such corresponding names.

<b>Authorized Employees for inclusion as Authorized Officers in Paragraph 2 and Exhibit A of Form 988SF-HFA:</b>
Executive Director
Chief Financial and Administrative Officer
Comptroller
Assistant Comptroller
Senior Director of Homeownership Lending
Manager of Financial Reporting

<b>Authorized Employees for inclusion as Administrators in Exhibit A of Form 988SF-HFA:</b>
Senior Manager of Administration
Business Systems Analyst

**Attachment A  
Form 988SF-HFA**



**Form 988SF - HFA**

**Certificate of Incumbency for Housing Finance Agency**

I, Colin M. McNiece, do hereby certify to the Federal Home Loan Mortgage Corporation ("Freddie Mac") that: (i) I am the duly appointed and acting *[select one]*:  Board Chair,  Executive Director  Chief Financial Officer or  Secretary of Massachusetts Housing Finance Agency ("Housing Finance Agency" or "HFA"), (ii) I am duly authorized by the HFA to execute and deliver this Certificate of Incumbency to Freddie Mac, (iii) the HFA is a public body instrumentality or agency empowered by a State, county, or local municipality to finance activities designed to provide affordable housing for low- to moderate-income Borrowers and first-time homeowners in areas within its jurisdiction, and (iv) the HFA is organized and existing under the laws of The Commonwealth of Massachusetts. I further certify as follows:

- Attached as Exhibit A hereto is a copy of a resolution of the Board of Directors or other governing body (collectively, "Governing Body") of the HFA dated September 12, 2023 (the "Resolution") that authorizes and empowers the HFA's (a) employees listed by name and title in Paragraph 2 below ("Authorized Employees") to individually and singularly provide Freddie Mac with instructions and modifications to previous instructions to transfer funds (cash or securities) by wire transfer, Automated Clearing House (ACH), or other Freddie Mac designated transfer system in connection with the sale of Mortgages to Freddie Mac by the HFA (such instructions and modifications, "Wire Instructions"), and (b) Administrators to grant access to Authorized Employees as set forth in Paragraph 7 below, all in connection with the sale of residential home loan Mortgages to and/or the Servicing of such Mortgages for Freddie Mac. The Resolution is in full force and effect and has not been amended.
- The Authorized Employees identified below: (a) hold the titles with the HFA set forth across from their names, (b) are duly authorized to execute any and all paper Records (as defined in and subject to the Requirements of Paragraph 4) required by Freddie Mac to effectuate the authority set forth in Paragraph 1 above by affixing such employee's original handwritten signatures to such paper Records, or attaching their Electronic Signatures to or logically associated it with (including copies or representations of an Authorized Employee's original written signature or Electronic Signature) to Records (including Electronic Records), (b) deliver such duly signed Records (including any Electronic Records) to Freddie Mac, and (c) effectuate funds transfers via Loan Selling Advisor®.

**Seller/Servicer must identify, at a minimum, three authorized employees. If only two are listed, Seller/Servicer acknowledges processing delays may occur as well as returned funds.**

**Prior to initiating payments to a Seller/Servicer, a callback is performed on wire instruction setups and modifications to confirm authenticity and thereby reducing risk.**

Name: Chrystal Kornegay	Title: Executive Director	Signature:
Telephone: 617-854-1886	Email Address: ckornegay@masshousing.com	
Name Rachel Madden:	Title: Chief Financial & Administrative Officer	Signature:
Telephone: 617-854-1850	Email Address: rmadden@masshousing.com	
Name: Stephen E. Vickery	Title: Comptroller	Signature:
Telephone: 617-854-1134	Email Address: svickery@masshousing.com	

Name: Steve Payson	Title: Senior Director of Homeownership Lending	Signature:
Telephone: 617-854-1344	Email Address: spayson@masshousing.com	
Name: Nancy Slaney	Title: Manager of Financial Reporting	Signature:
Telephone: 617-854-1059	Email Address: nslaney@masshousing.com	
Name:	Title:	Signature:
Telephone:	Email Address:	

3. The specimen signature set forth across from each Authorized Employee's name and title in Paragraph 2 is: (a) the true and genuine handwritten signature of each such Authorized Employee or (b) an Electronic copy or representation of the true and genuine handwritten signature (the "Electronic Signature") of each such Authorized Employee.
4. As used in this Certificate of Incumbency, (a) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities, (b) "Record" means information that is inscribed on a tangible medium or that is stored in an Electronic or other medium (including paper) and is retrievable in perceivable form, (c) "Electronic Record" means a Record created, generated, sent, communicated, received, or stored by Electronic means, and includes a paper document converted into an Electronic Record, (d) "Electronic Signature" means an Electronic sound, symbol or process attached to, or logically associated with, a contract or other Record and executed or adopted by a person with the intent to sign the Record, and (e) "Electronic Transaction" means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs, using Electronic means. For the avoidance of doubt, only an Electronic Signature that is appended to this Form 988SF-HFA in the signer's handwriting by means of an electronic stylus or an electronic image of the signer's handwritten ink signature on paper is acceptable to Freddie Mac. Generic digitized, font-based Electronic Signatures generated by electronic signing platforms are not acceptable.
5. Freddie Mac may conclusively rely on the accuracy, genuineness, good faith, validity, effectiveness, and enforceability of any paper Record or Electronic Record provided to Freddie Mac, (a) bearing the handwritten signature or Electronic Signature of an Authorized Employee, and (b) roles delegated to Authorized Employees by Administrators. Seller/Service's failure to adhere to the aforementioned requirements may result in postponement of funding date as well as Freddie Mac exercising remedies under Section 3601.1 of the Guide.
6. Each of the HFA's Authorized Employees is authorized and empowered to engage in and conduct Electronic Transactions to provide Freddie Mac, individually and singularly, with Wire Instructions and HFA hereby consents to such Electronic Transactions.
7. The Resolution, attached as Exhibit A, also authorizes and empowers Seller/Service's identified Administrators, to grant access to Authorized Employees with the External Seller Setup Manager role within Loan Selling Advisor. Any Authorized Employee designated as an External Seller Setup Manager has the ability to effect funds transfers via Loan Selling Advisor. HFA acknowledges its obligation and duty of its Administrators to ensure each Authorized User (a) is aware of his or her responsibility and entitlement to fulfill Wire Instructions for funding transactions in Loan Selling Advisor, and, (b) as is the case generally for all Authorized Users, maintains Authentication Credentials in confidence.
8. By signing this form, HFA authorizes Freddie Mac to initiate debit/credit entries from the designated depository financial institution. HFA and Freddie Mac agree and acknowledge that their ACH transactions will comply with all applicable laws and the rules and terms of the National Automated Clearing House Association (NACHA) and Uniform Commercial Code 4A: Funds Transfer (UCC4A).
9. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Freddie Mac Single-Family Seller/Service Guide.

10. Seller/Service acknowledges and agrees that: (1) Freddie Mac will maintain Wire Instructions for a period of two years. Wire Instructions that have been inactive for more than two years will be considered expired and new Wire Instructions will be required, and (2) Freddie Mac will maintain ACH Instructions for a period of two years. ACH Instructions in which the combination of the ABA routing number and the bank account number have been inactive for more than two years will be considered expired and new ACH Instructions will be required.
11. The information set forth in this Certificate of Incumbency is true and correct, and Freddie Mac may conclusively rely upon it and any addendum or Resolution attached hereto (or logically associated herewith) that is delivered by the HFA to Freddie Mac. This document replaces and supersedes any prior authorization and will remain in effect and fully binding on the Seller/Service for the next two years or until such earlier time as a written notice to the contrary is delivered or Seller/Service delivers a Certificate of Incumbency that Freddie Mac accepts as a replacement.

I acknowledge, agree, and certify that: (i) I am duly authorized to execute this Form 988SF-HFA and (ii) the HFA's delivery and Freddie Mac's receipt of a paper or Electronic copy of this Form 988SF-HFA, with a copy or representation of my original handwritten signature affixed hereto or my Electronic Signature attached hereto or logically associated herewith, is as valid, effective, and enforceable as if the HFA had delivered a paper Form 988SF-HFA with my original handwritten signature affixed thereto.

IN WITNESS WHEREOF, I have subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
**Massachusetts Housing Finance Agency**  
 (Type/Print) HFA Legal Name

By: \_\_\_\_\_  
 (Signer's Signature)

Signer's Name: **Colin M. McNiece**  
 (Type/Print)

Signer's Title **Secretary**

Notary Acknowledgment	
State of Massachusetts,	
County of Suffolk	
The foregoing instrument was acknowledged before me, a Notary Public, on this _____ day of _____, 2023, by	
_____ Colin M. McNiece, General Counsel	of <b>Massachusetts Housing Finance Agency</b>
Notary Public Signature: _____	
Notary Public Printed Name: _____	
<b>(NOTARY SEAL)</b> <i>Please shade in raised notary seal for visibility with pencil or crayon</i>	
Commission Expires: _ _ / _ _ / _ _	
Notary Public State Registration Number: _____	

See Form 988SF-HFA Completion Instructions on the next page, and retain a copy of the final submission for your records.

**Exhibit A**

Resolution of the Members of the Massachusetts Housing Finance Agency

**DATE:** 9/12/2023

WHEREAS, the Members of the Massachusetts Housing Finance Agency are adopting the following resolution to delegate authority to certain of its employees by title (or by name and title) to:

1. Provide instructions, and modifications to previously provided instructions, to the Federal Home Loan Mortgage Corporation ("Freddie Mac") to transfer funds (cash or securities) in connection with the sales of mortgages to and/or servicing of mortgages for Freddie Mac by wire transfer, ACH, or other funds transfer system expressly approved and designated by Freddie Mac (such instructions and modifications, "Wire Instructions").
2. Act as Administrators authorized and empowered to grant access, including through Freddie Mac Access Manager, to Authorized Employees, including such employees they designate to have the External Seller Set Up Manager role in Loan Selling Advisor so that such Authorized Employees can submit Wire Instructions through Loan Selling Advisor.

NOW, THEREFORE, BE IT RESOLVED, that the employees with the titles or names and titles set forth below (each such person, an "Authorized Employee") are duly authorized and empowered to provide, individually and singly, Freddie Mac with Wire Instructions in connection with the sale of mortgages to and/or the servicing of mortgages for Freddie Mac.

Authorized Employees (by title or name and title):

Name: Crystal Koutogy	Title: Executive Director
Name: Rachel Madden	Title: Chief Financial and Administrative Officer
Name: Stephen J. Vackay	Title: Comptroller
Name: Steve Payson	Title: Senior Director of Homeownership Lending
Name: Nancy Neary	Title: Manager of Internal Reporting
Name:	Title:

NOW, THEREFORE, BE IT RESOLVED, that the employees identified below ("Administrators") are authorized and empowered, by the Board of Directors, individually and singly, to grant access to Authorized Employees with the External Seller Set Up Manager role within Loan Selling Advisor.

Administrators (by title or name and title):

Name: David Govea	Title: Senior Manager of Administration
Name: Brian Currell	Title: Business Systems Analyst

Name:	Title:
Name:	Title:

Name:	Title:
Name:	Title:

BE IT FURTHER RESOLVED, that, as used in this Resolution, (a) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities, (b) "Record" means information that is inscribed on a tangible medium or that is stored in an Electronic or other medium (such as data base) and is retrievable in perceivable form, (c) "Electronic Record" means a Record created, generated, sent, communicated, received, or stored by Electronic means and includes a paper document converted into an Electronic Record, (d) "Electronic Signature" means an Electronic sound, symbol or process attached to, or logically associated with, a contract or other Record and executed or adopted by a person with the intent to sign the Record, and (e) "Electronic Transaction" means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs, using Electronic means.

BE IT FURTHER RESOLVED, that each Authorized Employee is duly authorized individually and singularly to: (a) execute any and all paper Records and Electronic Records required by Freddie Mac to effectuate the authority set forth in this Resolution by: (i) affixing their original written signature to Records, (ii) attaching their Electronic Signature to or logically associating their Electronic Signatures with Electronic Records that contain or contain instructions for modified instructions to transfer funds (cash or securities) by wire transfer, ACH or other funds transfer system expressly approved by and designated by Freddie Mac, and (iii) deliver any and all executed paper Records and Electronic Records to Freddie Mac as required.

BE IT FURTHER RESOLVED, that the Authorized Employees are duly authorized and empowered to singularly and individually engage in and conduct Electronic Transactions with Freddie Mac and its electronic means, electronic systems, Electronic Records, and Electronic Signatures on behalf of the Massachusetts Housing Finance Agency [HFA's Legal Name] to effectuate the authority set forth in this Resolution.

BE IT FURTHER RESOLVED, that any and all actions set forth herein taken by any Authorized Employee and/or Administrator on behalf of the Massachusetts Housing Finance Agency [HFA's Legal Name] are hereby authorized, approved, and confirmed.

Instructions: Freddie Mac Model Form of Resolution for Housing Finance Authorities (HFAs)

Consult with legal counsel regarding this Resolution. To use a different form of Resolution or to make changes to comply with laws, regulations, or otherwise, send a copy of the proposal for review to Freddie Mac at [counterparty\\_authorization@freddiemac.com](mailto:counterparty_authorization@freddiemac.com). Please insert:

1. The name of the HFA's governing body, such as Board of Directors
2. The HFA's legal name (examples: ABC Housing Finance Agency or XYZ Housing Finance Agency)
3. The date the Resolution was adopted or passed by the HFA's governing body



4. The Authorized Employees' list or names and titles in the blank lines provided.

Add "Exhibit A" at the top of the certified copy of the Resolution that you deliver to Creditia Mae.

## Loan Committee

### 10 @ 8<sup>th</sup>, New Bedford

Bill Dunn presented a proposal for Official Action Status, Commitment of a Permanent Tax-Exempt Loan, Commitment of a Tax-Exempt Bridge Loan and approval for the use of Low-Income Housing Tax Credits for 10 @ 8<sup>th</sup> in New Bedford.

10 @ 8<sup>th</sup> (the “Development”) is an urban in-fill transaction that includes the construction of a new five-story structure that includes first-floor commercial space and residential rental units on the upper floors.

The Development plan includes the construction of the development on an “L” shaped parcel with a portion constructed between two existing buildings. The parcel currently includes a vacant building and parking lot. The vacant building will be demolished in advance of construction. The Development site is a centrally located downtown parcel totaling 16,071 square feet and is near regional public transportation, City Hall, the University of Massachusetts/Dartmouth’s College of Visual and Performing Arts, Zeiterion Theatre, Whaling Museum and a collection of art galleries, restaurants, and other urban amenities.

The Development will be a five-story mixed- use structure with fifty-two (52) one-, two- and three-bedroom units of affordable housing units and 4,000 square feet of commercial space. The commercial space will front Union Street with the entrance to the residential portion of the building fronting 8<sup>th</sup> Street. The Development will include two elevators, an on-site management office, communal laundry, and a community room.

The Development will additionally include 19 underground parking spaces. The subsurface parking will be accessed from garage doors fronting Union Street. The parking spaces will be available to residents on a first-come, first-served basis. Street parking as well as off-street parking options are available within the immediate vicinity of the Development.

Upon a motion duly made and seconded, by roll call vote, it was, by all Members present:

**VOTED:** To approve the findings and determinations set forth immediately following this vote and to authorize (i) the Agency to grant Official Action Status and consider the application for a loan commitment for the multifamily development known as “10 & 8th” (the “Development”) at such time as it is submitted; (ii) this vote to serve as a declaration of official intent under Treasury Regulations Section 1.150-2 to fund all or a portion of costs paid or incurred after this date from the proceeds of a tax-exempt debt issue of the Agency if the Agency shall approve and fund the Development; (iii) that the issuance of debt by the Agency not be in excess of \$20,640,000, in principal amount for the Development; and (iv) that the issuance of debt occur not

later than 18 months after the latest of (a) the date on which the earliest expenditure subject to Treasury Regulations Section 1.150-2 is paid, (b) the date on which the property is placed in service or abandoned, but in no event more than three years after the earliest expenditure is paid, or (c) the date otherwise permitted by the Internal Revenue Code or Treasury Regulations promulgated thereunder.

**VOTED:** To accept ownership of the Development by an affiliate of the proposed borrower controlled by the same sponsor as appropriate evidence of site control for purposes of the grant of the Official Action Status, and waive the requirement for the Official Action Status finding (2).

#### Official Action Status Findings

In accordance with the vote of the Members of MassHousing dated June 11, 1996, staff makes the following Official Action Status findings for the proposed project:

1. The Alinea Capital Partners, LLC (“Developer”) has acceptable multifamily housing development experience and acceptable credit history.
2. [See below]
3. The proposed site of the Development is acceptable for the intended housing.
4. There is a need for the proposed housing in the community.

Staff has not been able to make the following Official Action Status finding for the proposed project (see Votes):

2. The mortgagor has demonstrated an arms'-length evidence of site control either by an option agreement, a purchase and sale agreement, a deed, a contract of sale for the site, and/or other legal evidence of site control, with the land price and/or ground lease rent evident.

## First & Bridge Mortgage Loans

**VOTED:** To approve the findings and determinations set forth below and to authorize (a) a permanent first mortgage loan in a principal amount of up to \$2,200,000, such first loan to be insured under the HUD HFA Risk Sharing Program; and (b) a subordinate equity bridge mortgage loan in a principal amount of up to \$15,000,000, in each case to be made to 10 at 8<sup>th</sup> LLC or another single-purpose entity controlled by Alinea Capital Partners, LLC (the “Borrower”) as owner of the multifamily residential development known as “10 @ 8th” (the “Development”) and located in New Bedford, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved, 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:** That the amount of 4% Credits, as set by the Executive Director, the Vice President of Multifamily Programs, the Director of Rental Business Development, the Director of Rental Underwriting, the General Counsel or the designee of any of the foregoing, prior to loan closing, to be used in connection with 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
- (e) feasibility or viability of the Development.

**FURTHER VOTED:** To authorize the Executive Director, the Vice President of Multifamily Programs, the Director of Rental Business Development, the Director of Rental Lending, the Director of Rental Management, the General Counsel or the designee of any of the foregoing, each acting singly, to set the amount of 4% Credits to be used in connection with the Development applying the standards set forth in the immediately preceding vote.

**FURTHER VOTED:** To authorize the Executive Director and the Vice President of Multifamily Programs, and their respective designees, each acting singly, 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 first mortgage loan, and other MassHousing debt as determined by the Executive Director or the Vice President of Multifamily Programs, 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 his designee.

## **STATUTORY FINDINGS AND DETERMINATIONS**

### **Statutory Findings:**

The Loan(s) will be financed under the provisions of Section 5 of MassHousing's enabling act, Chapter 708 of the Acts of 1966, as amended (the "Act"). Pursuant to Section 5(g) of the Act, staff makes the following findings for the proposed Development:

#### **1. The affordability of rents for 20% of the units:**

44 units (85%) in the Development will be affordable to low-income persons and families, as specified in the Act, at rents that do not exceed the adjusted rentals shown in the rent schedule below.

#### **2. Shortage of Affordable Housing Units in the Market Area**

The market needs data reflects market conditions as of the date of collection on August 1, 2023 . The data is not subject to unanticipated events and circumstances that may occur after this date. Specifically, the subject's market area remains susceptible to the impacts of local, national, and international events that may include, but are not limited to, the effects of COVID-19, rising interest rates, or Russia's invasion of Ukraine. Further, the reader is cautioned and reminded that the conclusions presented apply only as of the collection date.

In-house data for larger market and mixed-income complexes (approximately 902 units) in the area revealed a strong rental market. Current occupancy rates of the comparable properties reviewed averaged approximately 99.2%, and range between 99% and 100%. None of the comparables were offering concessions.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/20/21), the City of New Bedford has 42,816 year-round housing units, 5,095 (11.9%) of which are subsidized for low/moderate income households.

In addition, the New Bedford Housing Authority (NBHA) owns/manages 23 Federally assisted family properties with a total of 1,458 units consisting of one-, two-, three-, four- and five-bedroom units. Per the representative of NBHA the wait list for the family units is as follows; 625 applicants for one bedrooms, 1,198 applicants for the two-bedroom units, 641 applicants for the three- bedroom units, 119 applicants for the four-bedroom units and 19 applicants for the five bedroom units. NBA also owns/manages 6 Federally assisted elderly/disabled properties with a total of 258 units. Per the representative of NBHA, there are 1,033 applicants on the wait list for the elderly/disabled.

NBHA also manages 11 State assisted family properties with a total of 215 units. Per the representative of NBHA there are 5,827 applicants on the waiting list. NBHA participate with CHAMP, the statewide waiting list, and the representative could not provide a breakdown by bedroom size. NBHA also owns one State assisted Elderly property with a total of 202 units. Per the representative of NBHA there are 1,665 applicants on the this wait list. Finally, NBHA administers 1,799 Housing Choice Vouchers and per the representative of NBHA they participate on the state centralized waiting list and per the representative there are 2,500-2,700 applicants on the list for New Bedford.

U.S. Census data from the 2016-2020 American Community Survey (ACS) indicates that of the 41,395 households in the City of New Bedford, approximately 68.9% earned less than the HUD published 2023AMI (\$87,700), approximately 49.2% earned less than 50% of 2023 AMI, approximately 55.6% earned less than 60% of the 2023 AMI and approximately 66.7% earned less than 80% of the 2023 AMI.

### **3. Inability of Private Enterprise Alone to Supply Affordable Housing**

MassHousing staff has completed an analysis of the market rate rents, as defined by Agency statute, which absent MassHousing financing, would be required to support the development and operations of the Development. Based on the substantial difference between these market rents (shown in the Rent Schedule below) and the rents for this project, MassHousing staff finds that private enterprise alone cannot supply such housing.

#### 4. No Undue Concentration of Low-income Households

The financing herein proposed does not lead to the undue concentration of low-income households.

#### 5. Elimination or Repair of Unsafe or Unsanitary Dwelling Units

As evidenced by data cited in Finding No. 2 above, there is an acute shortage of decent, safe, and sanitary housing available to low-income persons and families in the general housing market area of the Development. Although staff is not aware of units within the same market area that require demolition or compulsory repair, by preserving the affordable housing proposed here, those in need of affordable housing will not be forced to accept residence in substandard units. So long as the acute shortage of affordable housing persists, actions of public agencies to increase the supply of affordable housing will reduce the market forces that allow unsafe and unsanitary units to persist. In addition, MassHousing, through its administration of housing programs, and other public agencies (e.g., local enforcement of building codes), continue to require repair of substandard units as such units are identified.

#### Rental Determinations:

Pursuant to Section 6(a) of the Act, MassHousing makes the following rental determinations for units within the proposed Development

#### Rent Schedule:

Number of Bedrooms	1BR	2BR	3BR
Number of Units	12	36	4
Net SF/Unit	650	929	1,204
Elev./Non-Elev.	Elev.	Elev.	Elev.
<b>Market Rate Rent</b> (10% rate 20-Yr term)	\$1,788	\$1,402	\$1,708
<b>MHFA Below Market Rent</b> (Cost-Based Rent)	\$1,627	\$1,241	\$1,547
<b>MHFA Adjusted Rent</b>	30% of 60% of AMI		
<b>Underwriting Rents</b>			
PB – Section 8 (30% of AMI)	\$1,327	\$1,620	\$1,971
LIHTC – 60% of AMI	\$1,065	\$1,278	\$1,476
LIHTC – 80% of AMI	\$1,345	\$1,614	-

Based on this information, MassHousing staff finds that a significant need exists for the type of development proposed here, that private enterprise alone cannot supply such housing, and that the financing of the Development will not create or contribute to an undue concentration of low- income persons or adversely impact other housing in the area.

Chair Pinado asked if there was any other old or new business for the Members' consideration.

There being no other old or new business, the meeting adjourned at 2:41 p.m.

A true record.

Attest.

\_\_\_\_\_  
Colin M. McNiece  
Secretary

