Minutes of the Annual Meetings
of the Members of MassHousing and its Affiliates:
the Property Acquisition and Disposition Corporation (PADCO)
and the Center for Community Recovery Innovations, Inc. (CCRI)
held on
October 10, 2017

The annual meetings of the Massachusetts Housing Finance Agency – doing business as MassHousing – and its affiliates – the Property Acquisition and Disposition Corporation (PADCO) and the Center for Community Recovery Innovations, Inc. (CCRI) – were held on October 10, 2017 at MassHousing's offices located at One Beacon Street in Boston, Massachusetts. In attendance were:

Members	Michael Dirrane, Chair Rachel Madden, Designee of Kristen Lepore Carolina Avellaneda Lisa Serafin Andy Silins Chrystal Kornegay	
Members Not Present	Ping Yan Chai Marc Cumsky	
Staff	Tim Sullivan Tom Lyons Laurie Bennett Meaghan McCarthy Dan Staring Zan Bross Kathy Connolly Joseph Mullen Paul Hagerty Chuck Karimbakas Cynthia Lacasse Monte Stanford Tom Farmer Karen Kelleher Carmen Beato Antonio Torres Amy Blouin Jill Lavacchia Bethany Wood Hanna Schutt Deepak Karamcheti Paul Mulligan Gail Bishop Kathy Lynch Ricky Ochilo	Beth Elliott Chuck Karimbakas Maureen Burke Deb Morse Bill Dunn Tom Norton Steve Vickery Michael Carthas Tom Lyons Paul Scola Kevin Mello Eric Gedstad Henry Mukasa Leanne McGinty Nancy McDonald Josiah Madar John W. McCormack Carol McIver Nancy Slaney Anna Reppucci Doug O'Brien Kaitlyn Mulcahy Casey Baines Mary Magliozzi
Guests	Michael McKeenan, Wells Fargo Colin McNiece, Mintz Levin	Kevin Baptista, POAH George Jaeger, BAMC

Raymond High, Citigroup	Brandon Wolanski, Barclays
Charles Carey, Mintz Levin	James Tansey, HPAD Bureau
Lori Hindle, PFM	Jeff Sula, RBC
Jenn Mendonca, Locke Lord	Stephanie Massey, Locke Lord
Pearse O'Baoill, Winn Companies	

Executive Actions

Chairman Dirrane 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 September 12, 2017 are hereby approved and placed on record.

Lisa Serafin arrived at 2:05pm.

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

Executive Director's Report

Mr. Sullivan began by discussing year-to-date lending goals, which are generally on track. Despite a decline in inventory, MassHousing is about halfway to its Home Ownership goal. With respect to its Rental goals, MassHousing is ahead of goal with $350 million in lending in three months. Mr. Sullivan continued by discussing rental production more generally, noting that over the past three years rental productions is at its highest level since the 1980's. Mr. Sullivan stated that in the past decade, much of the rental housing production in Massachusetts came from a small number of communities. Of the 351 cities and towns in Massachusetts, 207 of them did not permit any multi-family housing in the past decade. Meanwhile, half of all the rental production came from just ten cities and towns.

Mr. Sullivan then discussed how MassHousing can play a key role in partnering for production with its Workforce Housing and Community Scale production-oriented programs. MassHousing can also provide communities with more tools to facilitate local control on housing production decision making and pro-actively planning for 40B compliance. Mr. Sullivan explained that MassHousing can provide technical assistance to communities interested in housing production as part of downtown revitalization, 40B compliance, 40R starter homes, retail-to-residential conversions or community/economic development.

Mr. Sullivan continued by proposing that a targeted planning effort for towns close to 10% on the SHI could increase production while providing more local control. If the 70 communities with SHI between 7% and 10% met their threshold, 11,965 additional units would be produced.

Mr. Sullivan went on to discuss several MassHousing projects. AO Flats in Forest Hills will provide affordable mixed-income housing using MassHousing's Workforce Housing funds. Community Scale Housing in Martha's Vineyard is part of Island Housing Trust's ambitious 100 rental unit goal by 2020 and will provide year-round housing for local residents. In addition, Chelsea Solders' Home Master Planning partnership with DCAMM will allow for the exploration of additional housing for veterans at the large site in Chelsea, which is suitable for development for veterans and senior housing. Mr. Sullivan discussed how Retail to Residential exemplified new housing growth potential. In Plymouth, an abandoned former Walmart building has been transformed into a new waterfront neighborhood with commercial space and 675 new homes utilizing MassWorks public infrastructure funds and Chapter 40R zoning. In addition, a troubled mall in Swansea has been given new life by using Chapter 40B zoning to add hundreds of new mixed-income housing units.

Opportunity Fund Planning Initiatives

Mr. Sullivan began his next presentation by discussing MassHousing's PDF Program. Ten years ago, MassHousing committed $3 million for planning under the PDF Program, and a new investment in planning is timely. Communities would benefit from a greater set of tools that will move beyond site planning (the focus of the PDF program) and lead to housing production. Agency staff have recently been in conversation with state and local government and non-profit organizations focused on housing development, as well as various city and town officials, regarding the need to support planning efforts that promote housing production. As envisioned at the establishment of the Opportunity Fund, the proposal calls for the Agency to dedicate up to $3,000,000 from the Opportunity Fund to support these types of planning efforts.

On December 13, 2016, the Agency voted to approve up to $1,000,000 from the Opportunity Fund to revitalize two prior planning -related programs: (1) a joint effort with the MBTA to promote transit-oriented development and (2) an initiative to provide technical assistance funding for planning, similar to the Commonwealth's PATH program. The proposed total commitment of $3,000,000 would consist of this $1,000,000 already committed by the Agency for planning, plus an additional $2,000,000. As not all the funds authorized in December 2016 will be deployed for those programs, the proposal is to supersede the December 2016 authorization with a new delegation of authority for the entire $3,000,000 allocation.

As the planning initiatives that the Agency is considering will likely take many forms, the proposed vote provides authority to senior Agency officials to approve the terms upon which financial assistance will be provided to support planning efforts that promote housing production.

In response to a question from Lisa Serafin, Mr. Sullivan explained MassHousing will run this program internally. There will likely be fewer, larger grants, and MassHousing aims to partner with regional planners looking for leverage for housing production. Carolina Avellaneda then asked about the guidelines for selecting consultants. Mr. Sullivan answered that, generally, the consultants would be hired by MAPC or CHAPA, or would consist of regional planning consultants hired by the city/town through its own process.

Upon a motion duly made and seconded, it was:

VOTED: To approve not more than $3,000,000 in financial assistance from the Agency's Opportunity Fund for planning initiatives that promote housing production and to delegate to the Executive Director, Deputy Director and General Counsel, each acting singly, the authority to (1) approve the parties to whom the terms under which such financial assistance will be provided and (2) execute such contracts, and any other documents necessary or convenient in connection with such financial assistance, on behalf of the Agency.

FURTHER VOTED: That the immediately preceding vote supersedes that certain vote regarding funding in the amount of $1,000,000 for Opportunity Fund Planning Initiatives approved by the Agency on December 13, 2016.

MassHousing Annual Meeting

Chairman Dirrane then turned his attention to the Annual Meetings of MassHousing and its affiliates. He referred the Members to the proposed slate of officers. Upon a motion duly made and seconded it was

VOTED: That Ping Yin Chai is hereby elected to serve as the Vice-Chair of MassHousing.

FURTHER
VOTED: That Andris J. Silins is hereby elected to serve as the Treasurer of MassHousing.

FURTHER
VOTED: That Timothy C. Sullivan, Karen E. Kelleher, Charles C. Karimbakas, and Stephen E. Vickery are hereby elected to serve as Assistant Treasurers of MassHousing.

FURTHER
VOTED: That Beth M. Elliott is hereby elected to serve as the Secretary of MassHousing.

FURTHER
VOTED: That Carol G. McIver is hereby elected to serve as the Assistant Secretary of MassHousing.

Next, Chairman Dirrane recommended that Henry Mukasa continue as the Board's representative to the MassHousing Other Post-Employment Benefits Trust and that Ping Yin Chai would serve as the Board's representative to the Massachusetts Housing Finance Agency Employees' Retirement System until the next Annual Meeting. Upon a motion duly made and seconded it was

VOTED: That Henry Mukasa serve as the as the Agency Members' representative to the MassHousing OPEB Committee until the next Annual Meeting.

FURTHER
VOTED: That Ping Yin Chai is appointed to serve as a Member of the Massachusetts Housing Finance Agency Employees Retirement System.

Agency member Andris J. Silins will continue to serve on that Board, consistent with Section 20 of Chapter 32 of Massachusetts General Laws, which provides that the Treasurer of MassHousing serve on the Board of the Massachusetts Housing Finance Agency Employees' Retirement System as an *ex officio* member. Although a vote regarding committee assignments was not required, Chairman Dirrane reviewed the committee assignments for the Members:

Home Ownership Committee
Marc Cumsky, *Chair*
Chrystal Kornegay

Loan Committee
Chrystal Kornegay, *Chair*
Lisa Serafin
Carolina Avellaneda

Management Policy Review Committee
Chrystal Kornegay, *Chair*
Lisa Serfin

Investment and Audit Committee
Michael Dirrane, *Chair*
Ping Yin Chai

Rachel Madden for Kristen Lepore

Human Resources and Compensation Committee
Michael Dirrane, *Chair*
Ping Yin Chai
Andy Silins

Chairman Dirrane then called for a motion to recess MassHousing's annual meeting to conduct the annual meetings of MassHousing's affiliates: The Center for Community Recovery Innovations, Inc. (CCRI) and the Property Acquisition and Disposition Corporation (PADCO). Upon a motion duly made and seconded, it was

VOTED: To recess the MassHousing Annual Meeting and convene the Annual Meeting of The Center for Community Recovery Innovations, Inc.

CCRI Annual Meeting

Chairman Dirrane called the Annual Meeting of the Center for Community Recovery Innovations, Inc., to order. Mr. Dirrane referred the Members to the proposed slate of officers. Upon a motion duly made and seconded, it was

VOTED: That the Board of Directors of the Center for Community Recovery Innovations, Inc. shall consist of the Members of MassHousing, as well as the Chair and Vice-Chair of the Community Services Advisory Committee.

FURTHER VOTED: That Michael J. Dirrane is hereby elected to serve as Chairman of the Center for Community Recovery Innovations, Inc.

FURTHER VOTED: That Timothy C. Sullivan is hereby elected to serve as President of the Center for Community Recovery Innovations, Inc.

FURTHER VOTED: That Henry Mukasa is hereby elected to serve as Vice President of the Center for Community Recovery Innovations, Inc.

FURTHER VOTED: That Charles C. Karimbakas is hereby elected to serve as Treasurer of the Center for Community Recovery Innovations, Inc.

FURTHER VOTED: That Beth M. Elliott is hereby elected to serve as Clerk of the Center for Community Recovery Innovations, Inc.

FURTHER VOTED: That Carol G. McIver is hereby elected to serve as Assistant Clerk of the Center for Community Recovery Innovations, Inc.

Noting that there was no other business requiring action or discussion, Chairman Dirrane made a motion to adjourn the Center for Community Recovery Innovations, Inc. meeting and convene the PADCO meeting. Upon a motion duly made and seconded it was

VOTED: To adjourn the CCRI Annual Meeting and convene the Property Acquisition and Disposition Corporation (PADCO) Annual Meeting.

PADCO Annual Meeting

The Chairman called the Annual Meeting of the Property Acquisition and Disposition Corporation (PADCO) to order. Mr. Dirrane referred the Members to the proposed slate of officers. Upon a motion duly made and seconded, it was

VOTED: That the Board of Directors of the Property Acquisition and Disposition Corporation shall consist of the Members of MassHousing.

FURTHER VOTED: That Michael J. Dirrane is hereby elected to serve as Chairman of the Property Acquisition and Disposition Corporation.

FURTHER VOTED: That Timothy C. Sullivan is hereby elected to serve as President of the Property Acquisition and Disposition Corporation.

FURTHER VOTED: That Henry Mukasa is hereby elected to serve as Vice President of the Property Acquisition and Disposition Corporation.

FURTHER VOTED: That Charles C. Karimbakas is hereby elected to serve as Treasurer of the Property Acquisition and Disposition Corporation.

FURTHER VOTED: That Beth M. Elliott is hereby elected to serve as Clerk of the Property Acquisition and Disposition Corporation.

FURTHER VOTED: That Carol G. McIver is hereby elected to serve as Assistant Clerk of the Property Acquisition and Disposition Corporation.

Noting that there was no other business requiring action or discussion, Chairman Dirrane made a motion to adjourn the Property Acquisition and Disposition Corporation meeting and reconvene the MassHousing meeting. Upon a motion duly made and seconded it was

VOTED: To adjourn the PADCO Annual Meeting and reconvene the MassHousing Annual Meeting.

Loan Committee

Cohen Residences - Brookline

Deb Morse presented a proposal for tax-exempt construction and permanent financing and taxable bridge financing for Cohen Residences, which is a 98-unit senior building in Brookline owned by Hebrew Senior Life (HSL). This building is in MassHousing's portfolio.

Cohen Residences is part of an existing 124-unit development called "120 Centre Court" and is located at 112-120 Centre Street in Brookline. 120 Centre Court consists of a 98-unit high-rise building (the "Tower") and 26 townhouse style units (the "Townhouses"). This proposal includes bifurcating the existing development into two parcels with one of those a leasehold parcel consisting of the Tower, the land under the Tower and a portion of the underground parking garage (the "Tower Leasehold"). The Tower Leasehold is what will constitute the ongoing Cohen Residences. All 98 units are restricted to elderly and disabled occupants and all are covered by a Section 8 Housing Assistance Payment (HAP) contract to be renewed at closing. Deb Morse explained the operating expenses are higher than usual due to the resident services line item reflecting the extensive level of services provided to residents. Development sources will be used to acquire the property, pay soft costs, recapitalize the Development's reserves and make meaningful capital improvements. The existing MassHousing loan on 120 Centre Court, with a balance of $12.8 million, will be repaid in full as part of this transaction.

In August 2016, HSL applied for Official Action Status ("OAS") in connection with its planned future application for construction and permanent loan financing, which the Board of Directors approved on September 13, 2016. Because the proposed loan from MassHousing is larger than anticipated in the previous OAS approval, HSL is seeking an additional OAS approval for a higher maximum amount.

Chrystal Kornegay commented this is a very important transaction.

Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations set forth immediately following this vote and to authorize (i) the Massachusetts Housing Finance Agency (the "Agency") to grant Official Action Status and consider the application for a permanent loan commitment for the multifamily development known as "Cohen Residences" in Brookline, Massachusetts (the "Development") at such time as it is submitted; (ii) this vote 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 $28,390,000 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.

Official Action Status Findings

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

1. The Hebrew Senior Life, Inc. (“Developer”) has acceptable multifamily housing development experience and acceptable credit history.

2. The Developer 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.

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.

FURTHER VOTED: That the amount of 4% Credits, as set by the Executive Director, the Deputy Director, 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 feasibility or viability of the Development.

FURTHER VOTED: To authorize the Executive Director, the Deputy Director, the Director of Rental Business Development, the Director of Rental Underwriting, 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.

Mortgage Loans

Staff has reviewed the proposal for construction/permanent financing and proposes the following votes for approval by the Board:

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize (a) a construction/permanent first mortgage loan in a principal amount of up to $28,390,000, with the permanent loan to be insured under the HUD Risk Sharing Program; and (b) a subordinate equity bridge loan in a principal amount of up to $9,790,000, in each case to be made to CCB Cohen 112 Centre LLC or another single-purpose entity controlled by Hebrew Senior Life, Incorporated (the “Borrower”) as owner of the multifamily residential development known as Cohen Residences (the “Development”) and located in Brookline, 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 regulations and requirements of applicable financing programs; and (2) the following special condition(s): None.

ATTACHMENT A
STATUTORY FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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) Provision of Low-income Set-aside Units
Ninety-eight units (100%) in the Development will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (approximately 1,020 units) in the area revealed a strong rental market. Current occupancy rates of the comparable properties reviewed averaged approximately 96.44%, and range between 95% and 100%. The subject property has operated as a Section 8 elderly property since 1977 and has had a historical vacancy rate of 0.478% over the last six (6) years. My review of similar mixed income/subsidized portfolio properties (1,296+ units) demonstrated a weighted average vacancy rate of approximately 2.95%.

REIS, Inc. data (1st Qt. 2017) for the subject's Brookline/Brighton submarket has a vacancy rate at 4.0% YTD (4.9% Boston Metro). This rate is projected to increase to 4.5% over the next five years, while the Boston Metro is projected to increase to 6.1%. Vacancies in the Brookline/Brighton submarket have averaged approximately 2.9% over the last five years, and the Boston Metro has averaged slightly higher at 4.4%.

Further, REIS, Inc. submarket data for the subject's Class B/C building type (11,939 units) indicates a 1st Qt. 2017 vacancy rate of 2.7% at an average asking rent of $1,936. The proposed updates and renovations will position the subject in the Class B/C building type.

None of the comparables reviewed were offering rent concessions. However, the on-going use of concessions in the subject's submarket was confirmed by 1st Qtr. 2017 REIS, Inc. data. The average lease terms in the submarket include .44 months of free rent.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/5/2014), Brookline has 26,201 year-round housing units, 2,111 (8.1%) of which are subsidized for low/moderate income households.

Symphony Plaza - Boston

Antonio Torres presented a proposal for Symphony Plaza in Boston under the MAP/Ginnie Mae Joint Venture Lending Initiative for a transaction under HUD's low-income housing tax credit pilot program. Symphony Plaza is a 404-unit apartment complex, including one employee unit, comprised of two elevator buildings, one containing 14 stories, and the other 16 stories. It was constructed in 1980 as two developments formerly known as Symphony Plaza East (MH#74-017) and Symphony Plaza West (MH#74-023). Symphony Plaza was originally financed by MassHousing and it is currently in the MassHousing mortgage portfolio. With the proposed new financing, this well-managed and well-maintained property will be retained in the MassHousing mortgage portfolio. The new financing involves an insured FHA loan, as well as a tax-exempt bond loan. There are two current Section 8 Housing Assistance Payments (HAP) contract covering 403 units. These contracts will be combined and renewed at closing. In addition, a MH Disposition Agreement requiring 20% of the units to remain affordable at 80% of AMI will be recorded at closing and in effect for at least 15 years. To reduce the amount of tax-exempt volume cap needed to finance this property, the sponsor plans to use a ground lease and create a master condominium structure, with two commercial condominiums on the ground floor of each building and two residential condominiums, consisting of 188 residential units in one building and 216 residential units in the other, on the upper floors.

In response to a question from Lisa Serafin, Tim Sullivan stated that approximately $90 million of volume cap remains available to MassHousing for 2017. Upon a motion duly made and seconded, it was

VOTED: (i) that the Massachusetts Housing Finance Agency (the "Agency") grant Official Action Status and consider the application for a construction and permanent loan commitment for the multifamily development known as Symphony Plaza (the "Development") at such time as it is submitted; (ii) that this vote 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 a principal amount of $65,000,000 for the Development; (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 Code or Treasury Regulations promulgated thereunder.

VOTED: To approve the findings and determinations contained in Attachment B hereto and to authorize a tax-exempt bond loan in an estimated principal amount up to $65,000,000 to be made to Symphony RHF Partners, LP (or an alternatively-named single-purpose limited partnership for the purpose of making use of 4% Low-Income Housing Tax Credits ("LIHTC") and owning Symphony Plaza (the "Borrower")) as owner of the Development, such loan to be made in accordance with the applicable general closing requirements 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 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 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 ("MassHousing") 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 $74,500,000, 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 $85,000,000 nor less than $65,000,000 to the Borrower for the Development and (2) to make the FHA-insured first mortgage loan Symphony RHF Partners, LP for Symphony Plaza in the approximate amount of $74,500,000 subject to the limitation that the final amount of such loan shall not be more $85,000,000 nor less than $65,000,000 on terms acceptable to MassHousing, in compliance with the terms of the Prepayment Approval for MassHousing Multifamily Mortgages granted by the Board on October 14, 2014 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 the Borrower for the Development.

FURTHER VOTED: To authorize the Executive Director or 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.

ATTACHMENT A
OFFICIAL ACTION STATUS FINDINGS

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

1. The Mortgagor/Developer has acceptable multifamily housing development experience and acceptable credit history.

2. The Mortgagor/Developer 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.

3. The proposed site is acceptable for the intended housing.

4. There is a need for the proposed housing in the community.

ATTACHMENT B
STATUTORY FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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:
81 units (20%) in the Development will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (appx. 982 units) in the area revealed a strong rental market. Current occupancy rates of the comparables reviewed averaged approximately 95.8%, and range between 95% and 100%. The subject property has been operated as a Tax Credit development with a Section 8 contract since 1978-1979, and based on historic data the development has an average vacancy rate of less than 0.69% over the last six years. Our review of similar mixed income/subsidized portfolio properties (1,776++ units) demonstrated a weighted average vacancy rate of approximately 0.84%.

REIS, Inc. data (1st Qt. 2016) for the subject's Central City/Back Bay/Beacon Hill submarket have projected a vacancy rate at 7.4% YTD (5.2% Boston Metro). This rate is projected to increase to 9.7% over the next five years, while the Boston Metro is projected to increase to 6.3%. Vacancies in Central City/Back Bay/Beacon Hill submarket have averaged approximately 4.8% over the last five years, while the Boston Metro has fared slightly better at 4.5%.

Further, REIS, Inc. submarket data for the subject's Class B/C building type (11,109 units) indicates a 1st Qt. 2016 vacancy rate of 5.5% at an average asking rent of $2,365. The existing development, along with the proposed updates/renovations, more closely reflects the Class B/C property type, and is reflected in both the vacancy rate and market rent potential.

Three of the comparables were offering the following rent concessions, one month free rent and no broker's fee for June 1 rentals. The use of concessions continues in the Boston Metro. The 1st Qt. 2016 REIS, Inc. data indicates that the Central City/Back Bay/Beacon Hill submarket is offering .40 months free rent.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/05/14), the City of Boston 269,482 year round housing units, 49,324 (18.3%) of which are subsidized for low/moderate income households. Boston Housing Authority (BHA) owns and/or operates approximately 63 housing developments of which 36 are elderly/disabled and 27 are family for a total of 12,623 housing units. In addition to housing developments, BHA administers approximately 14,284 Section 8 housing rental assistance vouchers.

In addition, the City of Boston's Consolidated plan (FY2016) indicated that BHA maintain the following wait lists: There are 2,432 households on the Section 8 tenant based assistance wait list, including 1,189 families with children, 617 families with disabilities and 75 elderly families. The BHA also had Single applicants on the waiting list. In addition, there were instances of families that fit into more than one category. This waiting list has been closed since November 2008 and there are no plans to reopen at his time. They also maintain a Public Housing Wait list with 30,411 including 12,845 families with children, 8,068 families with disabilities and 8,760 elderly families. The BHA also had single applicants on the waiting list and families that fit into one or more categories. This waiting list is open.

U.S. Census data (per the 2010-2014 American Community Survey) indicates that approximately 60.4% of the households in the City of Boston earned less than the area median income (AMI), 52% earned less than 60% of the AMI, and 32.4% earned less than 30% of the AMI.

Based on the market data reviewed, a demand exists for the subject units, both the low-income and market rate units in the City of Boston.

(3) Inability of Private Enterprise Alone to Supply Affordable Housing
Based on information provided by the MAP Lender Partner, 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 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 will change neither the current income mix of the Development nor that of its surrounding locality. Although it is a low-income development, it is located in an area that includes a mix of residential and numerous retail uses.

(5) Elimination 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.

Meadowbrook Apartments - Northampton

Meaghan McCarthy presented a proposal for Meadowbrook Apartments in Northampton, Massachusetts under the MAP/Ginnie Mae Joint Venture Lending Initiative. Meadowbrook Apartments is a 252-unit mixed-income family apartment complex in 29 buildings on 26.8 acres constructed in 1974 and contains 90 one-bedroom units, 127 two-bedroom units, 25 three-bedroom units, and 10 four-bedroom units. The property is owned by an affiliate of Preservation of Affordable Housing. As part of this new transaction, existing MassHousing debt will be prepaid, and the new loan proceeds will fund critical and non-critical repairs, along with over $1 million in an initial deposit to replacement reserves. A portion of existing soft debt will be resubordinated:

The new FHA-insured mortgage loan with CBRE as the MAP lender partner is estimated to be $11,125,000, the proceeds of which will be used to repay existing Agency debt, repay a portion of the subordinate debt, fund repairs, fully capitalize the replacement reserve account and fund transaction costs. There will be no equity take out and as with all MAP transactions, the risk to MassHousing is limited to approximately 1% of the loan amount. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A and to authorize the Massachusetts Housing Finance Agency ("MassHousing") (1) to accept the assignment, from CBRE, Inc. 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 $11,125,400 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 $16,687,500 nor less than $5,562,700 to Meadowbrook Preservation Associates Limited Partnership for Meadowbrook Apartments and (2) to make the FHA-insured first mortgage loan to Meadowbrook Preservation Associates Limited Partnership for Meadowbrook Apartments in the approximate amount of $11,125,400 subject to the limitation that the final amount of such loan shall not be more than $16,687,500 nor less than $5,562,700 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 MassHousing 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 Meadowbrook Preservation Associates Limited Partnership for Meadowbrook Apartments.

ATTACHMENT A
FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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) Provision of Low-income Set-aside Units
No fewer than 51 of the 252 total units (20%) will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (approximately 957 units) in the area revealed a strong rental market. Current occupancy rates of the six comparable properties reviewed averaged approximately 98.8 %, and range between 95% and 100%. The subject property has operated a as Section

236 since approximately 1974 and has had a historical vacancy rate of 3.01%. Staff review of similar mixed income/subsidized portfolio properties (1,263 units) demonstrated a weighted average vacancy rate of approximately 2.6%.

REIS, Inc. data (2nd Qt. 2017) for the subject's Springfield metro area have projected a vacancy rate at 1.5% YTD (4.9% Boston Metro). This rate is projected to increase to 2.0% over the next five years, while the Boston Metro is projected to increase to 4.7%. Vacancies in the Springfield metro area have averaged approximately 2.1% 5ver the last five years, while the Boston Metro vacancy rate has averaged 4.7%.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/05/14), the City of Northampton has 12,604 year round housing units, 1,521 (12.1%) of which are subsidized for low/moderate income households.

According to the City of Northampton's Five Year Consolidated plan (2015-2020), Northampton Housing Authority owns and operates 13 public housing developments with a total of 618 units. There are 460 one-bedroom units, 80 two-bedroom units, 66 three-bedroom units and 9 four -bedroom units, and 28 of the units are handicap accessible. Per the plan, three units were off-line. The NHA also administers 857 Housing Choice Vouchers (Section 8 or Leased Housing) broken down as follows, 32 Mod-Rehab vouchers, 43 Projected-Based vouchers, 474 Tenant-based vouchers and 308 Veteran Affairs Supportive vouchers.

U.S. Census data from the 2011-2015 American Community Survey (ACS) indicates that of the 11,484 households in the City of Northampton, approximately 40.7% earned less than the HUD published 2017 AMI ($66,000), approximately 36.3% earned less than 50% of 2017 AMI, approximately 42.19% earned less than 60% of the 2017 AMI and approximately 52.5% earned less than 80% of the 2016 AMI.

(3) Inability of Private Enterprise Alone to Supply Affordable Housing
Based on information provided by the MAP Lender Partner, 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 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 development will continue a 40-year history of serving as a mixed-income development, providing housing for tenants earning less than 80% and 60% of AMI, with some market rate units.

(5) Elimination 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.

98 Essex - Haverhill

Meaghan McCarthy presented a proposal for a commitment of a permanent mortgage loan of up to $1,000,000 and a workforce housing loan of up to $600,000 to help finance the redevelopment of a historic mill building into 62 units of mixed-income housing with retail space in the Gateway City of Haverhill. The proposal includes the redevelopment of an existing vacant, historic building into 62 units of housing and approximately 9,500 square feet of commercial space. The proposed rent restrictions provide three tiers of affordability, with 7 units available to extremely low-income households (up to 30% of AMI). In addition, 49 units will be available to low income households up to 60% of AMI, and 6 units will be designated as workforce housing units and available to moderate-income households.

MassHousing will provide a permanent taxable mortgage using capital provided by the Federal Home Loan Bank of Boston Helping to House New England fund. This source of capital provides a low-interest rate, which is critical to the viability of the deal. MassHousing will also be providing a subordinate loan, which will be funded out of the portion of the Opportunity Fund set-aside for workforce housing. The project utilizes a variety of funding sources in addition to LIHTC and MassHousing sources, including federal and state Historic Tax Credits, DHCD subordinate debt, and HOME funds from the City of Haverhill and the North Shore HOME Consortium. 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 $1,000,000, to be made to AHSC Essex Street Associates LLC or another single-purpose entity controlled by Affordable Housing and Services Collaborative, Inc. (the "Borrower") as owner of the multifamily residential development known as "98 Essex" (the "Development") and located in Haverhill, 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 $600,000 (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.

ATTACHMENT A
STATUTORY FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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) Provision of Low-income Set-aside Units
Thirteen units (20%) in the Development will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (approximately 1,739 units) in the area revealed a strong rental market. Current occupancy rates of the six comparable properties reviewed averaged approximately 97.1%, and range between 94% and 100%. Staff review of similar mixed income/subsidized portfolio properties (1,298 units) demonstrated a weighted average vacancy rate of approximately 6.2%.

REIS, Inc. data (2nd Qt. 2017) for the subject's North Shore/Merrimack River Valley submarket have projected a vacancy rate at 3.0% YTD (4.9% Boston Metro). This rate is projected to increase to 3.5% over the next five years, while the Boston Metro is projected to increase to 5.8%. Vacancies in the North Shore/Merrimack River Valley submarket have averaged approximately 3.5% over the last five years, while the Boston Metro vacancy rate has averaged 4.5%.

Further, REIS, Inc. submarket data for the subject's Class A building type (14,204 units) indicates a 2nd Qt. 2017 vacancy rate of 4.3% and an average asking rent of $2,060. However, the development when completed may more closely reflects a Class B/C property type in both the vacancy rate and market rent potential. REIS, Inc. submarket data for the Class B/C building type (19,362 units) indicates a 2nd Qt. 2017 vacancy rate of 2.1% and an average asking rent of $1,506.

None of the comparable properties reviewed offered concessions, however the use of concessions continues in the Boston Metro and the 2nd Qt. 2017 REIS, Inc. data indicates that the North Shore/Merrimack River Valley submarket is offering .58 months free rent and the Boston Metro is also offering 1.13 months free rent.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/05/14), the City of Haverhill had 25,557 year-round housing units, 2,465 (9.6%) of which are subsidized for low/moderate income households.

Further, the Haverhill Housing Authority (HHA) owns and /or operates four state funded Elderly/disabled Public Housing developments which have 296 one-bedroom rental units. Per the representative of HHA, the waiting list is approximately 1-2 years for Haverhill residents and 3-4 years for non-Haverhill residents. They also own and/or operate four state funded Family developments with 138 units, composed of 66 one-bedroom, 67 three-bedroom and 5 four- bedroom units. Per the representative of HHA the waiting lists are 4-5 years for residents and over 10 years for non-residents. HHA also administers 450 Section 8 Housing Vouchers. Per the Haverhill Housing Authority, they participate in the centralized waiting list administered through the state and wait time is over ten years and per the City of Haverhill's Five-Year Consolidated Action Plan, (July 1, 2015-June 30, 2019), there are 2,000 applicants on the waiting list for vouchers. HHA also has 113 Project-Based Vouchers under HUD's Rental Assistance Demonstration Program. The project based development is called Missions Towers and it is an elderly housing development. HHA manages the wait list and per the representative there is at least a 2 year wait for residents of Haverhill.

U.S. Census data from the 2011-2015 American Community Survey (ACS) indicates that of the 23,781 households in the City of Haverhill, approximately 63.4% earned less than the HUD published 2017 AMI ($87,600), approximately 36.6% earned less than 50% of 2017 AMI, approximately 43.1% earned less than 60% of the 2017 AMI and approximately 54.2% earned less than 80% of the 2017 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 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. The development will serve as a mixed-income development, providing housing for tenants earning less than 30%, 60% and 80% of AMI.

(5) Elimination 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. Staff is not aware of units within the same market area that require demolition or compulsory repair. 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.

Boott Mills - Lowell

Meaghan McCarthy presented a proposal for the recommitment of a taxable permanent loan for Boott Mills Apartments in Lowell. Boott Mills Apartments is an existing 154-unit mixed-income family development in Lowell. In March 2016, the Board approved a taxable permanent loan in an amount of up to $19,950,000 that would be used to repay MassHousing's first mortgage, cover transaction costs, address immediate capital needs and capitalize a replacement reserve account to address the long-term capital needs of the development. There were no funds available to repay MassHousing's subordinate debt. Therefore, staff requested and the Board approved, the ability to prepay the existing loan outside of our prepayment policy, which requires all MassHousing debt to be repaid.

Since the original Board approval, the underwriting for the deal has been updated to reflect current revenue and operating expenses at the development. Based on the underwritten NOI and current interest rates, the property can support an additional $1,675,000 in debt, for a new loan amount of $21,625,000. These additional loan proceeds will be used to address immediate capital needs and to repay a portion of the subordinate debt. While repayment of some of MassHousing's subordinate debt is possible, a vote to approve prepayment of the existing mortgage outside of the policy is still necessary since not all of MassHousing's subordinate debt will be repaid. 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 $21,625,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to East Mills Limited Partnership or another single-purpose entity controlled by Winn LLC Manager, Inc. (the "Borrower") as owner of the multifamily residential development known as "Boott Mills Apartments" (the "Development") and located in Lowell, 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 authorize the Executive Director and Deputy Director, and their respective designees, each acting singly, to permit the prepayment, upon terms and conditions acceptable to the foregoing, of the existing mortgage loan(s) from MassHousing for the Development without the need to make the findings set forth in the mortgage(s) securing such existing loan(s).

FURTHER VOTED: To authorize the subordination of the existing PDF loan, in the amount of the remaining balance at closing and upon the same payment terms, and the extension of its maturity date to be coterminous with the first mortgage loan.

FURTHER VOTED: To authorize the Executive Director and Deputy Director, 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 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.

ATTACHMENT A
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) Provision of Low-income Set-aside Units
32 units (20%) in the Development will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (approximately 1,165 units) in the area revealed a strong market, with increasing rental and occupancy rates over the last three years. Current occupancy rates of the five developments reviewed averaged approximately 98.3%, and range between 95.4% and 100%. The subject has operated as a subsidized development since approximately 2004, and has average a vacancy rate of 5.7% over the last six years. My review of similar mixed income/subsidized portfolio properties (1,054 units) demonstrated a weighted average vacancy rate of approximately 3.5%.

REIS, Inc. data (2nd Qt. 2017) for the subject's submarket (North Shore/Merrimack River Valley) reflects a similarly low vacancy rate at 3.1% YTD (4.9% Boston Metro). This rate is projected to increase to 3.5% over the next five years, while the Boston Metro is projected to increase to 5.8%. Vacancies in the North Shore/Merrimack River Valley submarket have averaged approximately 3.5% over the last five years, while the Boston Metro was slightly higher at 4.5%.

Further, REIS, Inc. submarket data for the subject's Class A building type (14,204 units) indicates a 2nd Qt. 2017 vacancy rate of 4.3% at an average asking rent of $2,060. The existing development, along with the proposed updates/renovations, more closely reflects the Class A property type, and is reflected in both the vacancy rate and market rent potential.

None of the comparable properties reviewed were offering rent concessions, although the use of concessions continues in the Boston Metro. The 2nd Qt. 2017 REIS, Inc. data indicates that the North Shore/Merrimack River Valley submarket is offering 1.13 months free rent, while the Boston Metro average is .63 months Free Rent.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/5/14), the City of Lowell has 41,308 year-round housing units, 5,215 (12.6%) of which are subsidized for low/moderate income households.

According to the City of Lowell Consolidated Plan (7/1/15 – 6/30/20), the Lowell Housing Authority (LHA) owns/operates 1,699 units of Federal public housing (824 – family and 875 –elderly/disabled), and 198 units of state public housing. Per the LHA, they maintain 4,566 households on their public housing wait lists (1,061 – Disabled; 304 – Elderly; 2,788 – Family; 413 – Single). They also administer a total of 1,246 Section 8 Vouchers, 43 Massachusetts Rental Voucher Program Vouchers, 50 Lowell Rental Assistance Fund Program Vouchers, and 22 Department of Mental Health rental subsidies. At the present time the waiting lists for these programs are closed.

U.S. Census data from the 2011-2015 American Community Survey (ACS) indicates that of the 38,789 households in the City of Lowell, approximately 40.7% earned less than the HUD published 2017 AMI (96,300), approximately 50.2% earned less than 50% of 2017 AMI, approximately 57.3% earned less than 60% of the 2017 AMI and approximately 64.7% earned less than 80% of the 2017 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. Although it is a low-income development, it is in an area that includes a mix of residential and retail uses.

(5) Elimination 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 note 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.

The Chocolate Factory - Mansfield

Deb Morse presented a proposal for a permanent Opportunity Fund Loan through the Workforce Housing Program for the Chocolate Factory, a 130-unit new construction workforce housing deal with a borrower new to MassHousing. This project is located in Mansfield at the former Lowney Chocolate Factory that was operation from 1903 to 2010.

Of the 130 units, 103 will be unrestricted market, one will be restricted at a rent affordable to households at or below 100% of AMI, and the remaining 26 units will be restricted to households at or below 80% of AMI, thereby meeting the MassHousing statutory requirement that at least 20% of the units are affordable to households at or below 80% of AMI. Of the 26 units affordable to households at 80% of AMI, 19 are required to be restricted by the Town of Mansfield, and the remaining seven units are a MassHousing requirement. Notwithstanding the foregoing, all 26 units will be preserved as affordable for a term of at least 15 years through the MassHousing Disposition Agreement to be recorded ahead of the first mortgage at closing. MassHousing will provide Workforce Housing funds for the seven units affordable to households at or below 80% of AMI and the one unit affordable to households at or below 100% of AMI for a total Opportunity Fund loan of $800,000. Construction financing will be obtained from Citizens Bank and permanent financing from CBRE through Freddie Mac's forward commitment program. This project also includes the use of federal and state historic tax credits and deferred developer fee and equity. The borrower expects to close with Citizens Bank on the construction financing in the fall of 2017 and anticipates a twenty-four (24)-month construction period. 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 subordinate loan to MCFA Chocolate Factory LP (the "Borrower") for The Chocolate Factory in Mansfield, Massachusetts (the "Development") in an amount not to exceed $800,000 (the "Workforce Loan") (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, (2) subject to the terms and conditions of MassHousing's Workforce Housing Program Guidelines adopted by the Board on July 12, 2016, and to any applicable delegations of authority previously approved by the Board; and further subject to (i) compliance with all applicable laws and regulations and requirements of applicable financing programs, including those General Multifamily Loan Closing Standards (approved by the Board on July 12, 2016) deemed applicable by MassHousing to the Workforce Loan; and (ii) the following special condition(s):

1) Prior to the closing and funding of the Workforce Loan, the Borrower shall have obtained a permanent loan commitment (the "Permanent Loan") from CBRE Capital Markets, Inc. ("CBRE"). The Permanent Loan shall close before, or simultaneously with, the closing of the Workforce Loan, and the terms and conditions of the Permanent Loan, and the loan documents evidencing the Permanent Loan, shall be in form and substance acceptable to MassHousing's Deputy Director or General Counsel, each acting singly.

ATTACHMENT A
STATUTORY FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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) Provision of Low-income Set-aside Units
Twenty six of the 130 units (20%) in the Development will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area
In-house data for larger market and mixed-income complexes (approximately 846 units) in the area revealed a strong rental market. Current occupancy rates of the comparable properties reviewed averaged approximately 98.9 %, and range between 96.3% and 100%. My review of similar mixed income/subsidized portfolio properties (1,006 units) demonstrated a weighted average vacancy rate of 3.05%.

REIS, Inc. data (2nd Qt. 2017) for the subject's South/SE Suburban submarket have projected a vacancy rate at 4.1% YTD (4.9% Boston Metro). This rate is projected to increase to 4.7% over the next five years, while the Boston Metro is projected to increase to 5.8%. Vacancies in the South/SE Suburban submarket have averaged approximately 4.7% over the last five years, while the Boston Metro vacancy rate has averaged 4.5%.

Further, REIS, Inc. submarket data for the subject's Class A building type (4,137) indicates a 2nd Qt. 2017 vacancy rate of 6.5% and an average asking rent of $1,705. However, the development when completed may more closely reflects a Class B/C property type in both the vacancy rate and market rent potential. REIS, Inc. submarket data for the Class B/C building type (11,797 units) indicates a 2nd Qt. 2017 vacancy rate of 3.3% and an average asking rent of $1,412.

None of the comparables reviewed offered concessions, however the use of concessions continues in the Boston Metro and the 2nd Qt. 2017 REIS, Inc. data indicates that the South/SE Suburban submarket is offering .48 months free rent and the Boston Metro is offering 1.13 months free rent.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/05/14), the Town of Mansfield had 8,725 year-round housing units, 946 (10.8%) of which are subsidized for low/moderate income households.

Further, the Mansfield Housing Authority (MHA) owns and /or operates three State funded Elderly/Disabled Public Housing developments which have 131 one-bedroom units. Per the representative of MHA, there are 120 applicants on the waiting list for these units and the wait list is approximately 2 or more years. They also own and/or operate six State funded Family developments with a total 23 units consisting of 1-4 bedroom units. There are 425 applicants on the waiting list for these units. They also own a Duplex House consisting of 2 – 4 bedroom units. This home is currently leased and run by Rehabilitative Resources, Inc. Also per the MHA representative, they administer 64 Section 8 Housing Choice Vouchers and they also have 43 Mobility Vouchers that are issued by other housing agencies and managed by MHA. There are 330 applicants on the waiting list. According to the MHA representative, they participate in the centralized waiting list administered through the state, and wait time is over ten years.

U.S. Census data from the 2011-2015 American Community Survey (ACS) indicates that of the 8,115 households in the Town of Mansfield approximately 47.6% earned less than the HUD published 2017 AMI ($94,900), approximately 18.1% earned less than 50% of 2017 AMI, approximately 26.2% earned less than 60% of the 2017 AMI and approximately 32.9% earned less than 80% of the 2017 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 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. Although it is a low-income development, it is immediately adjacent to market developments and it is in an area that includes a mix of residential and retail uses.

(5) Elimination 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. Staff is not aware of units within the same market area that require demolition or compulsory repair. 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.

Academy Hill – Nantucket

Dan Staring presented a workout proposal for Academy Hill in Nantucket. Academy Hill School was constructed in 1929 and converted by the owner to senior housing units in 1986, with a combination of MassHousing financing and historic tax-credit equity. The one-acre property is located at 4 Westminster Street on Nantucket. It contains two (2) studio apartments, 21 one-bedroom units and four (4) two-bedroom units. It is the longest running defaulted transaction in the MassHousing portfolio and has significant arrearages not supportable by property operations. The property experienced problems with occupancy following completion resulting in insufficient revenue to service debt and the parties agreed to a workout in 1987, which included a reduced loan interest rate and increased affordability. The borrower was declared in default in 1995 following a dispute over the amount of debt service due in accordance with the workout. There have been many attempts to recapitalize this property with the borrower and other entities, but all have failed to materialize. Since 2014 MassHousing has been negotiating a workout plan with the intent to right-size the supportable debt, resolve a long-standing legal dispute pertaining to arrearage debt and address critical capital needs.

Despite the early financial troubles of the property and the ongoing legal dispute, the day-to-day management of the property is stable. HallKeen has professionally managed the property since 2000. The property is a desirable place to live, evidenced by its average vacancy rate of about 1% since 2009, as well as a market-rate waitlist of more than 50 households. However, due to the inability for recapitalization, maintenance for several capital items has been deferred. Despite using all available cash flow for maintenance upgrades, funds have not been available to complete all of the required needs.

The proposal includes resolution of all legal claims, a change in ownership to HallKeen, restructuring of existing debt, and a new co-first mortgage loan. No equity or fees will be paid to the exiting owner. Proceeds from the new co-first permanent loan, together with the Town's Community Preservation Funds, will provide the cash infusion necessary for masonry, windows, elevators, boilers, electrical systems, and accessibility/504 upgrades.

Lisa Serafin and Carolina Avellaneda noted that this proposal was discussed extensively at the Loan Committee Meeting. Upon a motion duly made and seconded, it was

VOTED: To approve the findings and determinations contained in Attachment A hereto and to authorize (i) a taxable permanent co-first mortgage loan in a principal amount of up to $1,528,000 and (ii) a taxable permanent co-first restructured existing principal loan in a principal amount of up to $1,160,765, each to be made to Academy Hill Associates Limited Partnership or another single-purpose entity controlled by HallKeen (the "Borrower") as owner of the multi-family residential development known as "Academy Hill" (the Development), and located on Nantucket, Massachusetts, each such loan to be made in accordance with the applicable general closing standards and the delegations of authority previously approved 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 conditions:

a) All parties required by the General Counsel shall execute a release of all existing claims relating to the Development (and/or other documentation necessary or convenient to resolve any remaining legal issues relating to the Development) in form and substance acceptable to the General Counsel.

b) The modified Ground Lease and any related documents between the Borrower and the Town of Nantucket must be reviewed and approved by the General Counsel.

c) The 20-year Capital Needs Analysis will be finalized along with the funding plan that will require additional deposits to the replacement reserve account to the satisfaction of MassHousing's Director of Rental Underwriting. This plan will include depositing up to 90% of the available cash flow into the replacement reserve account. The loan documents will require that every five years, a Capital Needs Analysis will be revised to determine the required deposits to the replacement reserve account from available cash flow.

FURTHER VOTED: To approve the transfer of the partnership interests in Academy Hill Associates Limited Partnership from Keen Development Corporation to HKAHA LLC, an affiliate of HallKeen,or other affiliate of HallKeen subject to the requirements of the Transfer of Ownership Policy, as deemed applicable by the Director of Rental Management and General Counsel.

FURTHER VOTED: To subordinate or, to the extent necessary in connection with the foregoing loan transaction, to authorize the forgiveness of all or a portion of the remainder of the existing MassHousing debt, in such amounts as may be agreed to by the Director of Rental Underwriting and the Director of Finance.

(Mr. Sullivan departed the meeting following the votes above.)

ATTACHMENT A
FINDINGS AND DETERMINATIONS

Statutory Findings:
The Loan 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) Provision of Low-income Set-aside Units
At least six of the 27 total units (20%) will be affordable to low-income persons and families, as specified in the Act, at the adjusted rentals shown in the rent schedule below.

(2) Shortage of Affordable Housing Units in the Market Area

Market Needs
The subject has operated as mixed income elderly restricted development since approximately 1986 and has average a vacancy rate of 1.6% over the last six years. Academy Hill is the only known 'development' offering market rate rental housing on Nantucket. Most of the rental units in Nantucket are seasonal and are rented on a nightly, weekly or monthly basis. Given the limited year-round Nantucket comparable data, rental developments on-cape were also reviewed. In-house data for larger market and mixed-income complexes (approximately 350 units) in the area revealed a strong rental market with increasing rental and occupancy rates. Current occupancy rates of the five comparable properties reviewed averaged approximately 99.6 %, and range between 98% and 100%. No clear data is available to estimate the occupancy rate for year-round rental housing on Nantucket. However, given the limited stock of year-round rental housing on the island the rate is likely high (i.e. above 95 percent). My review of the on-Cape similar mixed income/subsidized portfolio properties (327+ units) demonstrated a weighted average vacancy rate of approximately .55%.

According to the Department of Housing and Community Development's (DHCD) Chapter 40B Subsidized Housing Inventory (12/5/14), the Town of Nantucket has 4,896 year-round housing units, 121 (2.5%) of which are subsidized for low/moderate income households.
REIS market data did not have rental information for the subject's Nantucket or Cape Cod area, therefore we relied on the South/SE Suburban submarket area. *REIS, Inc.* data (2nd Qt. 2017) for the subject's South/SE Suburban submarket have YTD a vacancy rate at 4.2% while Boston Metro has a 4.9% vacancy rate. This rate is projected to increase slightly to 4.7% over the next five years, while the Boston Metro is projected to increase to 5.8%. Vacancies in South/Southeast Suburban submarket have averaged approximately 4.7% over the last five years, while the Boston Metro has averaged 4.5%. Further, *REIS, Inc.* submarket data for the subject's Class B building type (11,797) indicates a 2nd Qt. 2017 vacancy rate of 3.3% at an average asking rent of $1,412. The development when completed, the proposed amenities more closely reflects the Class B property type, and is reflected in both the vacancy rate and market rent potential.

Per the Nantucket Housing Authority(NHA), they own/operate 22 units of State public housing, which include 12 family units consisting of two and three bedroom units and 10 elderly/disabled one bedroom units. Currently, NHA is updating the waiting list, and the representative said it is a 5-7 year wait for units. However, the representative said they never close the wait list and they continuously take applications. They also manage 19 Federal units for the USDA Rural Development program consisting of 4 one bedroom units, 13 two bedroom units, and 2 three bedroom units. There is also approximately a 5-7 year wait for these units. Per the NHA, they do not administer a tenant based assistance programs (e.g. Housing Choice Vouchers).

Also, NHA Properties, Inc, d/b/a Housing Nantucket, a non-profit, provides rentals at moderate rates in 30 different properties in Nantucket. The units are scattered throughout Nantucket and located in houses and duplexes and range from studio apartments to four bedroom homes. The homes are available to households earning between 50-140% if area median income.

U. S. Census data from the 2011-2015 American Community Survey (ACS) indicates that of the 3,923 households in the Town of Nantucket, approximately 14.4% earned less than 30% of the HUD published 2017 AMI ($99,500), approximately 26.5% earned less than 50% of the 2017 AMI, and 33.9% earned less than 60% of the 2017 AMI and 43.1% of households earned less than 80% of the 2017 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 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
Twenty percent of the development will continue to serve family households earning less than 30 percent of the Area Median Income (and therefore qualifying for the MRVP subsidy).

(5) Elimination 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 creating 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.

Other Business

Budget/Finance Update

Chairman Dirrane then called upon Charles Karimbakas, MassHousing's Financial Director, for a Budget/Finance Update. Mr. Karimbakas began with MassHousing's 2017 financial statements. MassHousing issued its FY17 Financials on September 27, 2017. An unqualified audit opinion from PWC and GAAP financials were delivered within statutorily required 90 days. MassHousing's total assets decreased 1.4% to $5.35 billion; total liabilities decreased 2.7% to $4.11 billion. Net position increased 2.8% to $1.24 billion and net income was $33 million. Mr. Karimbakas explained that although we have generated almost $3 billion in lending in the last two years, our balance sheet has remained about the same. The reason for this is significant prepayments and off-balance sheet lending.

Mr. Karimbakas continued by discussing the significant activity in our single-family servicing portfolio. In FY17 we generated $664 million of lending and associated servicing. However, our servicing book is essential flat from the previous year. In fact, our servicing portfolio has remained at about $3.8 billion for about 4 years. Provided interest rates stay low, we expect FY18 to continue with significant rental lending and prepayments. With that as a backdrop, net income without loan loss reserves and mark-to-market adjustments continues to be in the range of $25-45 million since the end of the credit crisis. Fee income, administrative expenses and insurance claims were ahead of budget, while net interest spread was below budget driven by significant prepayments.

Finally, a quick snapshot of financial performance shows that the Agency's WCF generated $27.5 million of excess after transfers just about $10 million ahead of budget. FY16 and FY17 generated just about $60 million of excess revenues after transfers. Mr. Karimbakas expressed that he hopes to be back to the Board by the end of the calendar year with a recommendation on how to deploy the excess.

Bond Delegations

Mr. Karimbakas then presented two bond-related votes. The first vote was for a $250 million bond authorization for multifamily issuances. This authorization should last the Agency into CY18 and support year-end Agency lending. The first transaction under this vote is expected to price and close in early December. Bank of America will be the senior underwriter.

The second vote is for a $250 million bond authorization for single family. This authorization should last the agency into CY18 and support year end Agency lending. The first transaction under this vote may be a taxable pass-through transaction led by RBC in the November timeframe.

Upon a motion duly made and seconded, it was resolved:

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 OFFICERS 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.

Submitted: October 10, 2017

Upon a motion duly made and seconded, it was resolved:

A RESOLUTION OF THE MASSACHUSETTS HOUSING FINANCE AGENCY ADOPTING SUPPLEMENTAL RESOLUTIONS AND/OR SUPPLEMENTAL TRUST INDENTURES RELATED TO THE ISSUANCE AND SALE OF NOT EXCEEDING $250,000,000 AGGREGATE PRINCIPAL AMOUNT BONDS AND/OR NOTES AND AUTHORIZING OFFICERS 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”) previously (i) adopted its Single Family Housing Revenue Bond Resolution (as amended to date, the “Resolution”) and (ii) entered into a Trust Indenture relating to its Residential Mortgage Revenue Bonds (Mortgage-Backed Securities) (as amended to date, the “Trust Indenture”), each authorizing the issuance of bonds and/or notes for the purposes of financing or refinancing Whole Mortgage Loans, Home Improvement Loans, Cooperative Housing Loans or Mortgage-Backed Securities, refunding other obligations of MassHousing and establishing reserves therefor, as applicable, all in furtherance of MassHousing’s Home Ownership Program;

WHEREAS, in order to maintain the continuity of the Home Ownership Program, and in furtherance of the provision of owner-occupied, single-family housing to low and moderate income persons and families in the Commonwealth, MassHousing desires to provide for (i) the adoption of one or more supplemental resolutions pursuant to the Resolution and (ii) the execution of one or more supplemental trust indentures pursuant to the Trust Indenture, authorizing the issuance of one or more series of bonds and/or notes to finance or refinance certain Whole Mortgage Loans and Mortgage-Backed Securities, as applicable, approved by MassHousing (collectively, the “Loans”) to be designated by an Authorized Officer;

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 (i) adopts one or more Supplemental Resolutions (the “Supplemental Resolutions”), authorizing the issuance of Bonds and/or Notes under the Resolution, and (ii) approves the execution of one or more Supplemental Trust Indentures (the “Supplemental Trust Indentures”), authorizing the issuance of Bonds under the Trust Indenture, with an aggregate principal amount not to exceed $250,000,000 (the “Obligations”). The Supplemental Resolutions and the Supplemental Trust Indentures shall be in substantially the forms previously used by MassHousing, with such changes as shall be deemed necessary in accordance with Section 3 of this resolution. The Obligations may be issued in one or more series and shall be secured by and payable from (i) in the case of Obligations issued under the Resolution, any and all Revenues in accordance with the Resolution and (ii) in the case of Obligations issued under the Trust Indenture, the security and collateral set forth in the applicable Supplemental Trust Indenture.

Section 2. 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 single family housing revenue 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 issued under the Resolution may be issued and sold as (i) one or more series of "Fixed Rate Bonds" or "Variable Rate Bonds" or "Compound Interest Bonds" or "Discount Bonds," (ii) one or more series of Notes or (iii) "Tender Bonds," as each such term is defined in the Resolution. 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 3. The Executive Director, Chairman, Deputy Director or Financial Director are each hereby authorized, acting singly, to take whatever action is necessary to carry out the issuance and sale of the Obligations including, without limitation, determining the amount of fixed rate, variable rate, compound interest or discount bonds to be issued and the terms and conditions thereof, including the series designation(s) thereof, the date or dates of issuance and sale thereof, the maturity and interest payment dates thereof, the redemption or tender dates, if any, therefor and the establishment of funds and accounts under the Resolution or the Supplemental Trust Indenture, as applicable, to account for the proceeds thereof. The Executive Director, Chairman, Deputy Director or Financial Director are further authorized, acting singly, to make such changes, additions and revisions to the Supplemental Resolutions, the Supplemental Trust Indentures and the documents and agreements referred to herein and therein, as are necessary to effectuate the purposes thereof and the purposes set forth in this resolution.

Section 4. In connection with the issuance of any Obligations, the distribution of one or more Preliminary Official Statements by an Authorized Officer is hereby approved. The Authorized Officers are each hereby authorized to permit the distribution of one or more final Official Statements, with such changes, omissions, insertions and revisions from the preliminary form thereof as they shall deem advisable and made pursuant to the bond purchase agreement authorized in Section 2 above, and to execute such final Official Statements.

Section 5. In connection with the issuance of any Obligations, MassHousing may enter into one or more interest rate swap transactions, forward rate transactions, forward bond purchase transactions, cap transactions, floor transactions, collar transactions, rate lock transactions or other similar transactions ("Transactions"). The Authorized Officers are authorized to enter into such Transactions and to execute and deliver all agreements necessary or desirable therefor with one or more financial institutions selected by such Authorized Officers, and to pledge and apply such collateral held under the Resolution or the Supplemental Trust Indenture or otherwise held by MassHousing as shall be required by any such Transaction or any insurance therefor, subject to the pledge of any such collateral held under the Resolution or the Supplemental Trust Indenture, as applicable, for the benefit of the holders of all bonds and notes outstanding thereunder, in each case on such terms and conditions as such Authorized Officers shall determine to be in the best interest of MassHousing.

Section 6. The Authorized Officers are, and each of them is, authorized in their discretion to obtain a commitment from an Insurer (as such term is defined in the Resolution) selected by such Authorized Officers to insure all or any portion of the principal and interest payable on the Obligations issued under the Resolution on such terms and conditions as such Authorized Officers shall determine is in the best interests of MassHousing and approve (which terms and conditions shall be set forth in the applicable Supplemental Resolution). If MassHousing shall obtain an insurance policy from an Insurer to insure the Obligations issued under the Resolution, the Authorized Officers are further authorized to execute and deliver such agreements with the Insurer, or to include provisions in the Supplemental Resolutions, containing such terms, covenants and undertakings of MassHousing, as such Authorized Officers shall determine to be in the best interest of MassHousing.

Section 7. In the event the Obligations are not issued prior to the maturity date of all or any portion of any bonds (the "Prior Bonds") to be refunded with proceeds thereof, the Authorized Officers are, and each of them is, authorized in their discretion to draw amounts under the Amended and Restated Revolving Loan Agreement dated November 26, 2013, by and between MassHousing and Bank of America, N.A., as it may be amended from time to time, sufficient to pay the principal amount of such Prior Bonds and to apply such amounts to such payment on such maturity date, provided that the amount so drawn shall be repaid from the proceeds of the Obligations upon the issuance thereof as provided in the Supplemental Resolutions.

Section 8. MassHousing may make or finance, on an interim basis, certain Loans, which costs are reasonably expected to be paid or reimbursed with the proceeds of debt to be incurred by MassHousing in the maximum amount of $250,000,000 and with respect to any such expenditures, this resolution is intended to satisfy the technical requirements of Treasury Regulations §1.150-2(d)(1).

Section 9. As used in this resolution, the term Authorized Officer shall mean MassHousing's Chairman, Vice Chairman, Treasurer, Secretary, Executive Director, Deputy Director, Financial Director, General Counsel, Comptroller, Manager of Finance and Bond Compliance, or any person serving in any of the foregoing positions in an "Interim" or "Acting" capacity at the direction of the Members of MassHousing, any Member of MassHousing, or any other Authorized Officer of MassHousing as defined in the Resolution or a Supplemental Trust Indenture.

Section 10. This resolution shall take effect immediately.

Submitted: October 10, 2017

Chairman Dirrane made a motion to adjourn the meeting at 2:55 p.m. Upon a motion duly made and seconded, it was

VOTED: To adjourn the MassHousing meeting at 2:55 p.m.

A true record.

Attest.

Beth M. Elliott
Secretary

Carol G. McIver
Assistant Secretary