

**Minutes of the Meeting  
of the Members of  
MassHousing  
held on  
July 11, 2017**

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

**Members** Michael Dirrane, Chair  
Ping Yin Chai, Vice Chair  
Rachel Madden, Designee of Kristen Lepore  
Chrystal Kornegay  
Carolina Avellaneda  
Andy Silins  
Marc Cumsky

**Members**  
**Not Present** Lisa Serafin

**Staff** Tim Sullivan  
Frank Creedon  
Beth Elliott  
Tom Lyons  
Chuck Karimbakas  
Karen Kelleher  
Laurie Bennett  
Maureen Burke  
Sarah Hall  
Kathleen Evans  
Cindee Lacasse  
Meaghan McCarthy  
Antonio Torres  
Anna Reppucci  
Hanna Schutt  
Nancy McDonald  
Eric Gedstad  
Bill Dunn  
Paul Garrity  
Daniel Staring  
Janet Billane  
Rachel Carlson  
Kathy Connolly  
Paul Hagerty

Juan Olavarria  
Oscar Vila  
Kaitlyn Mulcahy  
LaVergne Randolph  
Tom Farmer  
Henry Mukasa  
Deb Morse  
Mounzer Aylouche  
Stephen Payson  
Lisa Fiandaca  
Monte Stanford  
Paul McMorrow  
Leanne McGinty  
Danielle McCarthy  
David Keene  
Joseph Mullen  
George O'Toole  
Jill Lavacchia  
Carol McIver  
Bethany Wood  
Matthew Deych  
Nancy Slaney  
Amy Dominici  
Tina Keophannga  
Deepak Karamcheti  
Paul Mulligan  
Peter Cooper  
Mildred Mukasa  
Lee Anne Brooks  
Hana Migliorato  
Susan Lynch

**Guests**

Geoff Proulx, Morgan Stanley  
Vikram Shaw, Barclays  
Paul Haley, Barclays  
Charles Carey, Mintz Levin  
Lena Altomare, US Bank  
Jeff Sula, RBC CM  
Joe Munitto, B of A Merrill  
Alan Jaffe, Jefferies  
Matt Engler, Wells Fargo  
James Tansey, HPAD  
Sawyer Middleleer, Mullins Management Company

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 June 13, 2017 are hereby approved and placed on record.

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 his report by referencing MassHousing's restated mission and its corporate values: Integrity, Collaboration, Accountability, Respect, Excellence, and Service. He spoke of Collaboration and Accountability in the context of performance management, and how the staff's engagement around the mission and values has improved over the last two years as evidenced in data gleaned from staff surveys. Mr. Sullivan pointed to measurable improvements in staff's perceptions concerning the effectiveness of the new performance management system.

Mr. Sullivan then spoke of the reinvention of MassHousing's rental business lines, and the necessity for change given the feedback from business partners during the 2013 Strategic Planning process. This input, he explained, helped set an aggressive agenda which has resulted in a series of reforms and initiatives including Workforce and Community Scale Housing; new pre-payment guidelines; competitive lending products and platforms; a simplified and modernized fee structure; a business development function; a single-underwriter model; and more streamlined asset management and compliance practices. He also pointed to greater alignment with the Commonwealth's agenda and priorities for housing creation and preservation, particularly around 13A.

With respect to FY17 accomplishments compared to annual and 2020 goals, Mr. Sullivan reported that 44 multifamily loans had closed, more than double the typical volume of transactions in recent years. Referencing a recent Banker & Tradesman article concerning affordable housing preservation, he indicated that the vast majority of the 6,000 units preserved in Massachusetts in 2016 had been preserved through MassHousing's refinancing programs, and he cited the Board's support of revisions to the Agency's prepayment guidelines as being critically important to this result. Regarding the rental goals, Mr. Sullivan indicated that a measurable uptick will be seen in new production as workforce housing transactions close and commence construction.

As another external indicator of MassHousing's performance, Mr. Sullivan stated that the Agency is among the Top-Ten FHA Multifamily Lenders in the nation: no other HFA in the country approaches the volume that MassHousing has achieved.

Mr. Sullivan then discussed the business and mission goals for Home Ownership, also applauding their success and contributions to confronting the housing challenges in Massachusetts. Overall, the lending goal was exceeded in volume by approximately 10%, and the goals for lending in

Gateway Cities and to minority borrowers were met or exceeded. With rising prices and inventory at an all-time low, he indicated that this will be a particularly challenging period for Home Ownership. He pointed to the “Home Possible Advantage 80” product as a way of bringing more would-be buyers to MassHousing.

With respect to FY18 business and mission goals, Mr. Sullivan highlighted several for the Board Members’ information including: 13A preservation; Housing Opportunity Fund; MBE and WBE inclusion goals for internal procurements and expenditures; and “community impact” goals for our Community Service programs and investments.

Mr. Sullivan reviewed quickly a number of events that MassHousing held in June including: the Greater Boston MBE/WBE Trade Fair; the STARR Mentor End-of-School-Year Celebration; the Rantoul Street TOD/Workforce Housing groundbreaking in Beverly; the Annual Community Services Conference; the Island Creek Groundbreaking in Duxbury; the Walton House Ribbon-Cutting in Wareham; the Disaster Recovery Drill at an off-site facility; the Central Building event in Worcester; the Paths to Success staff event on “Youth Homelessness in the LGBTQ Community”; and a Gateway City Visit to Salem.

Although Mr. Sullivan indicated that CFO Chuck Karimbakas had reported this at prior meetings, the fact that MassHousing received three bond upgradings from S&P and Moody’s during a two-week period in November and December was a notable accomplishment, and that the Board should feel very proud of that recognition from the rating agencies.

Mr. Sullivan concluded by stating how proud he is to be leading MassHousing, particularly at its 50<sup>th</sup> birthday, and he thanked the Members for their support and commitment to the Agency as well.

## **LOAN COMMITTEE**

### **JAS Consolidation – Cambridge**

Deb Morse presented a proposed tax-exempt permanent and tax-exempt syndication bridge loan for what is being called the “Just-A-Start (“JAS”) Consolidation” comprising 112 units on ten separate sites in the City of Cambridge. The project sponsor – Just-A-Start Corporation – is a non-profit, community-based organization committed to the creation and preservation of affordable housing. The proposed transaction, Ms. Morse explained, contemplates a permanent loan insured under the HUD/HFA Risk-Sharing Program, 4% Low-Income Housing Tax Credits, and a tax-exempt syndication bridge loan. She noted that the transaction – consolidating ten separate parcels – would be a new addition to MassHousing’s mortgage portfolio. 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 permanent loan commitment for the multi-family development known as JAS Consolidation (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 \$25,742,565 in principal amount 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.

**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:**

That the Agency authorizes 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.

**FURTHER  
VOTED:**

To approve the findings and determinations contained in Attachment A hereto and to authorize (a) a permanent first mortgage loan in a principal amount of up to \$10,600,000, with the permanent loan to be insured under the HUD Risk Sharing program; and (b) a subordinate equity bridge mortgage in a principal amount of up to \$15,000,000, in each case to be made to JAS Consolidated Properties LLC or another single-purpose entity controlled by Just-A-Start Corporation (the "Borrower") as owner of the multi-family residential development known as "JAS

Consolidation” (the “Development”) and located in Cambridge, Massachusetts, and in accordance with 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.

**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.

**Burbank Gardens – Boston (Fenway)**

Kathleen Evans presented a proposal from the Fenway Community Development Corporation (“Fenway CDC”) for the preservation and refinancing of Burbank Gardens, a 52-unit development originally financed by MassHousing under the Section 13A program. Located in Boston’s Fenway neighborhood, she explained that the property is within blocks of Symphony Hall, the Fens, and numerous colleges and universities.

As the Commonwealth’s 40T designee, Fenway CDC closed on the acquisition of the property in April 2017, and submitted a financing application to MassHousing at that time. The proposed transaction contemplates several funding sources including a construction and permanent loan insured under the HUD/HFA Risk-Sharing Program, 4% Low-Income Housing Tax Credits, a 13A Preservation Fund subordinate loan, a 13A Capitalized Prepayment subordinate loan, and a Workforce Housing subordinate loan.

In November 2016, the MassHousing Board approved the first step in the preservation process by committing \$5 million in subordinate debt to support the acquisition of the property in anticipation of a future preservation transaction. Ms. Evans explained that MassHousing’s financing along with actions taken – and resources provided by – DHCD, DND, and CEDAC were critical to the acquisition of the property and to the long-term preservation of these units which were at risk of market conversion.

As proposed, the development will serve a broad range of income groups including extremely low-income households living in project-based Massachusetts Rental Voucher Program (MRVP) units to unrestricted market rent units. With this transaction, eight additional households will benefit from project-based subsidies, and all of the unrestricted units that currently house moderate-income households at up to 120% of AMI will now be restricted to households at 90% of AMI.

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) a construction and permanent first mortgage loan in a principal amount of up to \$4,000,000, with the permanent loan to be insured under the HUD Risk Sharing program; and (b) a subordinate equity bridge mortgage loan in a principal amount of up to \$6,843,474, in each case to be made to a to-be-formed single asset entity for the sole purpose limited liability corporation with Fenway CDC as the sole member, 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 MassHousing approves a subordinate loan in an amount not to exceed \$3,700,000 to be funded from the Opportunity Fund approved by the Board on March 8, 2016, funded from the portion designated and reserved for preservation of the Section 13A portfolio, subject to such terms and conditions as approved by the Executive Director or his designee; provided that the Executive Director and the Deputy Director, each acting singly, are authorized to permit the Borrower to assume an existing Opportunity Fund loan in the amount of \$3,700,000, subject to such terms and conditions as approved by the Executive Director or his designee.

**FURTHER VOTED:** That MassHousing approves a Subordinate Acquisition Loan in an amount not to exceed \$1,300,000 to be funded from the Opportunity Fund approved by the Board on March 8, 2016, funded from the portion designated and reserved for workforce housing programs, subject to the program guidelines adopted by the Board on July 12, 2016, and such terms and conditions as approved by the Executive Director or his designee; provided that the Executive Director and the Deputy Director, each acting singly, are authorized to permit the Borrower to assume an existing Opportunity Fund loan in the amount of \$1,300,000, subject to such terms and conditions as approved by the Executive Director or his designee.

**FURTHER VOTED:** That MassHousing approves a Capitalized 13A Payment Subordinate Acquisition Loan in an amount not to exceed \$65,924; provided that the Executive Director and the Deputy Director, each acting singly, are authorized to permit the Borrower to assume an existing 13A Capitalized Payment Subordinate Acquisition loan in the amount of \$65,924, subject to such terms and conditions as approved by the Executive Director or his designee.

**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:** That the Agency authorizes 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.

**FURTHER**

**VOTED:** To authorize the Executive Director, Deputy Director or his or her designee 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.

**Columbia West Apartments – Boston (Dorchester)**

Deb Morse presented a proposed refinancing of Columbia West Apartments, a 46-unit mixed-income development located on Columbia Road in Boston's Dorchester neighborhood. Constructed in 2005, Ms. Morse stated that the property comprises 4 one-bedroom units, 34 two-bedroom units, 7 three-bedroom units and 1 four-bedroom unit.

The borrower seeks the ability to prepay its existing first mortgage loan and to refinance with MassHousing under the MAP/Ginnie Mae Multifamily Joint Venture Lending Initiative. Accordingly, CBRE (the "MAP Lender Partner") has worked directly with the borrower to underwrite the new mortgage loan (the "New Loan") and apply to the local HUD office for FHA mortgage insurance under Section 223(f) of the National Housing Act. MassHousing's credit risk exposure for loans insured by FHA under this program is approximately one percent (1%) of the loan amount. The MAP Lender Partner is responsible for ensuring that all applicable FHA and



MAP requirements have been satisfied, and HUD will determine that the New Loan is an acceptable risk. In accordance with this vote, MassHousing will enter into an agreement with the MAP Lender Partner to accept the assignment of the HUD Firm Commitment at loan closing, and MassHousing will make the New Loan to the Borrower. MassHousing will issue a Ginnie Mae Mortgage Backed Security (“MBS”) to fund the New Loan. Finally, approval is also requested to subordinate the current Priority Development Fund (“PDF”) debt. 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 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 \$4,883,300 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 \$7,324,950 nor less than \$2,441,650, to Columbia West Limited Partnership (the “Borrower”) for the development in Boston known as Columbia West Apartments (the “Development”); and (2) to make the FHA-insured first mortgage loan (the “New Loan”) to the Borrower for the Development in the approximate amount of \$4,883,300, subject to the limitation that the final amount of such loan shall not be more than \$7,324,950 nor less than \$2,441,650, 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:** To authorize and direct MassHousing, acting through its officers authorized under the Ginnie Mae resolution adopted by MassHousing on March 12, 2013, 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 and Deputy Director of MassHousing, and their respective designees, to permit the prepayment, upon terms and conditions acceptable to the foregoing, of the existing mortgage loan(s) from MassHousing to the Borrower for the Development without the need to make the findings, if any, set forth in the mortgage(s) securing such existing loan(s).

**FURTHER**

**VOTED:** To authorize the Executive Director and Deputy Director of MassHousing, and their respective designees, to permit the resubordination of the existing PDF loan from MassHousing to the Borrower for the Development to the New Loan, in

connection, and, if funds are available, the partial prepayment and modification of the PDF loan, with the closing of the New Loan.

### **Coes Pond Village Building A and Building B - Worcester**

Meaghan McCarthy presented a proposal to refinance and preserve Coes Pond Village, an existing 250-unit elderly development in Worcester. She explained that in 2014, the Board had approved the prepayment of the Section 236 loan on the property so that it could participate in the Rental Assistance Demonstration (“RAD”) program. The refinancing, as proposed, contemplates two taxable permanent loans: \$12,067,000 for Building A, and \$10,304,000 for Building B, both to be financed using the HUD-HFA Risk Share program using the FFB execution.

Ms. McCarthy explained that the Borrower sees a potential opportunity to make one of the two buildings an assisted living environment with a higher level of service, enabling residents to transition to an adjacent building on-site as their needs change. Configuring the property as a condominium, with Buildings A & B, each having their own mortgages, provides greater flexibility to the Borrower in the event such a change in the buildings’ use is implemented.

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 \$12,067,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to Coes Pond Limited Partnership or another single-purpose entity controlled by Winn LLC Manager, Inc. (the “Borrower”) as owner of the multifamily residential development known as “Coes Pond Village Building A” (the “Development”) and located in Worcester, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board, and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special conditions:

1. The closing of the Coes Pond Village Building A transaction is contingent upon the simultaneous MassHousing loan closing of the corresponding Coes Pond Village Building B.
2. The proposed condominium documents shall be reviewed and approved by the General Counsel and the Director of Rental Management.

### **FURTHER**

**VOTED:** That MassHousing approves the extension of a bridge loan in the original principal amount of \$1,890,000 made on January 29, 2016, with an eighteenth month term to Coes Pond Limited Partnership as owner of Coes Pond Village in Worcester, for an additional twelve months or until the time of refinancing, whichever occurs first,

provided that the Borrower is not in default of its obligations under the loan and subject to any conditions required by the Director of Rental Underwriting.

**FURTHER  
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 \$10,304,000, with the permanent loan to be insured under the HUD HFA Risk Sharing Program, to be made to First Street Elderly Limited Partnership or another single-purpose entity controlled by Winn LLC Manager, Inc. (the “Borrower”) as owner of the multifamily residential development known as “Coes Pond Village Building B” (the “Development”) and located in Worcester, Massachusetts, and in accordance with the applicable general closing standards and delegations of authority previously approved by the Board, and further subject to (1) compliance with all applicable laws and all regulations and requirements of applicable financing programs, and (2) the following special conditions:

1. The closing of the Coes Pond Village Building B transaction is contingent upon the simultaneous MassHousing loan closing of the corresponding Coes Pond Village Building A.
2. The proposed condominium documents shall be reviewed and approved by the General Counsel and the Director of Rental Management

### **The Close Building – Cambridge**

Deb Morse presented a proposal to preserve The Close Building, a 61-unit apartment building in Cambridge that had been in the MassHousing portfolio for 40 years until 2016. Ms. Morse explained that the affordability covenant expired in conjunction with mortgage maturity at that time. The preservation transaction proposed by Just-A-Start Corporation (“JAS”) contemplates tax-exempt financing and Low-Income Housing Tax Credits. Ms. Morse explained that the Board is being asked to grant Official Action Status (“OAS”) so that JAS can demonstrate progress to other funders and tax credit investors, as well as protect its ability to reimburse any eligible project expenditures with proceeds of a future tax-exempt financing. The financing contemplates significant capital improvements including conversion of three new ADA-compliant units; upgrades to kitchens and bathrooms; upgrades to heating and electrical systems; and building envelope improvements (new roof, brick repointing, window & door replacement). 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 The Close Building, in Cambridge, Massachusetts (the “Development”); (ii) that this vote serve as a declaration of official intent under Treasury Regulations Section 1.150-2 for the Agency 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 tax-exempt debt by the Agency is not in excess of \$23,000,000 in principal amount for the Development; and (iv) that issuance of debt occur not later than 18 months after the latest of (a) the date on which the earliest expenditure subject to Treasury Regulators 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.

### **Atlantic Gardens – North Quincy**

Antonio Torres presented a proposed Opportunity Fund Loan to support the creation of 24 Workforce Housing units at Atlantic Gardens, an existing 32-unit development in North Quincy. Mr. Torres indicated that the developer – Sage Housing – was new to MassHousing. Built in 1960 and conventionally financed, the property will be acquired by Sage Housing and repositioned as affordable housing with the majority of the units becoming “workforce housing” at or below 75% of AMI. Given the age of the buildings, the transaction contemplates a significant capital improvement program. Through a correspondent agreement with MassHousing, CBRE Capital Markets, Inc. (“CBRE”) will arrange first mortgage financing through HUD’s Section 223(f) program, and MassHousing will provide subordinate financing through the Opportunity Fund’s Workforce Housing Program.

The Developer has received commitments of funding from the City of Quincy totaling \$2.11 million. These funds, together with CBRE’s first mortgage and MassHousing’s commitment of workforce housing funds, will provide the \$10.244 million necessary to acquire, renovate and assure affordability at this development.

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 Atlantic Gardens, LLC (the “Borrower”) for Atlantic Gardens in North Quincy, Massachusetts (the “Development”) in an amount not to exceed \$2,400,000 (1) to be funded from that portion of the Opportunity Fund approved by the Board on March 8, 2016, designated and reserved for workforce housing programs, (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) The underwriting rents and Workforce Housing units AMI tier are subject to a final third party market study acceptable to MassHousing and may be adjusted accordingly.
- 2) Prior to 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") or other lender acceptable to the Director of Rental Underwriting. The Permanent Loan shall close before, or simultaneously with, the closing of the Workforce Loan.
- 3) The Borrower shall submit for review and approval all plans and specifications related to rehabilitation of the Development, including related to the satisfaction of any applicable accessibility requirements.


Prior to concluding the meeting, hearing that was no other new or old business, Chairman Dirrane announced that Tom Lyons had been invited to throw out the first pitch at Saturday's Red Sox game at Fenway Park. The Chairman added that Mr. Lyons would be joining two United States Marine Corps generals at the ceremony honoring all veterans of the Vietnam War. Chairman Dirrane wished Mr. Lyons well, and quipped that he hoped that Tom reaches the plate.


Chairman Dirrane made a motion to adjourn the meeting at 2:49 p.m. Upon a motion duly made and seconded, it was

**VOTED:** To adjourn the MassHousing meeting at 2:49 p.m.

A true record.

Attest.

  
\_\_\_\_\_  
Beth M. Elliott  
Secretary

  
\_\_\_\_\_  
Francis P. Creedon  
Assistant Secretary