

ILLINOIS HOUSING DEVELOPMENT AUTHORITY

November 17, 2017

Pursuant to notification given November 15, 2017, the Members of the Illinois Housing Development Authority (the "Authority") met for a regularly scheduled meeting on November 17, 2017, at the offices of the Authority, 111 East Wacker Drive, Suite 1000, Chicago, Illinois.

Those present (unless otherwise noted below as absent):

BOARD:

King Harris	Chairman
Karen Davis	Vice Chairperson
Lorraine Hocker	Member
Mary Kane	Member/Treasurer
Luz Ramirez	Member
Alyssa Rapp	Member
Sam Tornatore	Member/Secretary (absent)

STAFF:

Audra Hamernik	Executive Director
Debbie Olson	Chief of Staff
Maureen Ohle	General Counsel
Nandini Natarajan	CFO
Colleen Synowiecki	Executive Coordinator
Michelle Adams	Director, Administrative Services
Scot Berkey	Chief Information Officer
Vanessa Boykin	Comptroller
James Clark	Director, External Relations
Deb Erickson	Director, Operational Excellence
Vanessa Hill	Executive Assistant
Christine Moran	Managing Director, Multifamily Financing
Kevin O'Connor	Internal Auditor
Peter Sellke	Director, Hardest Hit Fund
Tim Veenstra	Director, Asset Management
Walden Swenson	Director, Communications
John Chung	Assistant Director, Structuring Finance
Jenna Herbert	Multifamily Financing
Adam Kroashus	Multifamily Financing
Allison Roddy	Multifamily Financing

LEADERSHIP ACADEMY FELLOWS:

Mariano Alonso	Client Services Coordinator II, Multifamily Financing
Brian Bickett	Assistant Director, Engineers, Information Technology
Brent Butcher	Staff Counsel, Legal
Melinda Jones	Accounting
Alka Kumar	Development Officer, Multifamily Financing
Kyle Nestlehut	Business System Analyst, Homeownership Programs
Karin Roman	Client Services Coordinator III, Multifamily Financing

James Scudder	Asset Management Supervisor, Asset Management
Mary Stanford	Supervisor - Portfolio Administration, Loan and Portfolio Management
Victoria Vann	Account Manager, Homeownership Programs

GUESTS:

Jennifer Fredericks	BNYM
Susan Jun	Morgan Stanley
Paul Haley	Barclay
Phil Rooney	Barclays
Peter Weiss	JP Morgan
Mike Koessel	Citi
John Germain	Jefferies
John Janicik	Mayer Brown
Warren Wenzloff	ATT
David Petroni	
Kate Gronstal	
Tim Welsh	
Kevin Barney	
Kirk Albinson	
Jacques Sandberg	Related
David Block	

I. Opening

- A. With a physical quorum consisting of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp, Chairman Harris called the meeting to order at 11:00 a.m.
- B. A roll call was taken.
- C. Executive Director Hamernik announced the rapid results projects for the month of November. Brittiany Jones was acknowledged for her project idea.
- D. Chairman Harris asked if anyone wanted to make any public comments. No one made any public comments.

II. Consent Agenda:

Chairman Harris noted that there were eleven (11) Resolutions on the consent agenda. He asked the Members if anyone had comments or wanted to remove any resolution from the consent agenda. The Members had no comments.

A motion to adopt the Consent Agenda Resolutions was made by Vice Chairperson Davis and seconded by Ms. Ramirez and the eleven (11) Resolutions noted below were adopted by the

affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

A. Minutes

1. 2017-IHDA-378: Resolution Approving the Minutes of the Regular Meeting of the Members of the Illinois Housing Development Authority held on October 20, 2017.

B. General Administrative Matters

1. 2017-IHDA-379: Resolution Authorizing the Execution of an Agreement and Expenditure of Funds in Connection with Directors' and Officer's Liability Insurance.
2. 2017-IHDA-380: Resolution of Intent Concerning the Issuance of Revenue Obligations under Single Family and Multi-Family Bond Programs in an Aggregate Principal Amount Not to Exceed \$550,000,000.00.
3. 2017-IHDA 381: Resolution Ratifying Establishment of Loan Loss Reserve.

C. Multifamily Transactions

1. 2017-IHDA-382: Resolution Authorizing Additional Section 811 Rental Assistance for Bryn Mawr Belle Shore.
2. 2017-IHDA-383: Resolution Authorizing an Extension of 811 Commitment Expiration Date for Aurora Downtown Revitalization.
3. 2017-IHDA-384: Resolution Authorizing an Adjusted Allocation of Federal Tax Credits for Greenfield & Roodhouse Homes.
4. 2017-IHDA-385: Resolution Authorizing a Return of 2016 Federal Tax Credits for Pullman Artspace Lofts.
5. 2017-IHDA-386: Resolution Authorizing Extension of HOME Commitment Expiration for Edward Brown & Turlington West.

D. Finance Transactions

2. 2017-IHDA-387: Resolution Authorizing the Execution of a Supplemental Indenture Relating to the Authority's Outstanding \$1,650,000 Multifamily Housing Revenue Bonds, Series 2015B (Meadow View Apartments).
3. 2017-IHDA-388: Resolution Regarding Mortgage Credit Certificate Program.

III. Chairman Harris indicated that the Additional Resolutions noted on the Agenda would now be discussed.

A. Multifamily Transactions

1. 2017-IHDA-389: Resolution Authorizing a HOME Loan (PID-11488) for Northtown Apartments, Chicago, Illinois.

Ms. Herbert stated that the Authority is the administrator for the HOME Investment Partnerships Program (“HOME Program”) for Illinois.

She then stated that the Northtown Apartments LP has requested the Authority make a second position loan under the HOME Program in an amount not to exceed \$3,000,000.00 (“Loan”), for the acquisition, new construction and permanent financing of a multifamily housing development described on Exhibit A attached to the Resolution and known as Northtown Apartments (“Development”).

A motion to approve the Resolution was made by Vice Chairperson Davis and seconded by Ms. Ramirez; and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

2. 2017-IHDA-390: Resolution Authorizing Rental Assistance for Church Street Apartments (PID-11497), Waterloo, Illinois.

Ms. Herbert stated that the Authority is the program administrator of the Long-Term Operating Support Program (“LTOS Program”) established under the Illinois Rental Housing Support Program.

She then stated that Monroe County Apartments 4 Association has requested that the Authority provide rental assistance from the LTOS Program in an amount not to exceed \$1,067,903.00 (the “Rental Assistance”) in connection with the permanent financing of a multi-family housing development described on Exhibit A attached to the Resolution and known as Church Street Apartments (“Development”).

A motion to approve the Resolution was made by Ms. Kane and seconded by Vice Chairperson Davis; and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

3. 2017-IHDA-391: Resolution Authorizing Section 811 Rental Assistance for Sheridan Park Apartments (PID-10973), Chicago, Illinois.

Ms. Roddy stated that pursuant to Resolution No. 2012-IHDA-109, the Authority was authorized to accept rental assistance funds in the amount of \$12,000,000.00 and enter into an agreement with the United States Department of Housing and Urban Development (“HUD”) to administer the Section 811 PRA Demo for Illinois. She then stated that pursuant to Resolution No. 2017-IHDA-215, the Authority was authorized to accept additional rental assistance funds in the amount of \$6,420,000.00 (“Round Two 811 Funds”) and enter into an agreement HUD to administer the Round Two 811 Funds for Illinois.

Ms. Roddy further stated that Sheridan Park Preservation, L.P. was selected for rental assistance from the Section 811 PRA Demo in the amount not to exceed \$515,100.00 (“Rental Assistance”) in connection with the Sheridan Park Apartments described on Exhibit A attached to the Resolution.

A motion to approve the Resolution was made by Vice Chairperson Davis and seconded by Ms. Hocker; and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

B. Finance Transactions

1. 2017-IHDA-392: Resolution Authorizing the Issuance of Not to Exceed \$125,000,000 Multifamily Revenue Bonds 2017 Series A.

Ms. Natarajan stated that this Resolution authorizes the issuance by the Authority of not to exceed \$125,000,000 in aggregate principal amount of its Multifamily Housing Revenue Bonds, Series 2017 Series B (the “2017 Series B Bonds”). She then stated that the 2017 Series B Bonds are to be issued on or before September 1, 2018 pursuant to certain provisions of the Multifamily Revenue Bond Trust Indenture, entered into by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), and a 2017 Series B Series Indenture to be entered into by and between the Authority and the Trustee (the “2017 Series B Indenture”). The 2017 Series B Bonds will be special, limited obligations payable solely out of the property and revenues pledged, assigned or in which a lien or security interest is granted for such payment pursuant to the 2017 Series B Indenture, and shall not be a general liability of the Authority or a charge against its general credit. She then stated that the 2017 Series B Bonds authorized by this Resolution would be issued as fixed interest rate bonds. Proceeds of the 2017 Series B Bonds, along with other Authority funds as described in the resolution, may be used to acquire Government National Mortgage Association-guaranteed and Fannie Mae-guaranteed mortgage-backed securities (or participation interests therein). A cash flow projection made by the Authority will demonstrate that expected revenues will be sufficient to meet debt service on the 2017 Series B Bonds and related expenses under a variety of scenarios.

She also stated that this Resolution authorizes the use of amounts from the Administrative Fund of the Authority and other sources available to the Authority to pay costs of issuance of the 2017 Series B Bonds and to make contributions to the

various funds and accounts held under the 2017 Series B Indenture, including contributions to fund reserves and to pay costs of issuance of, and accrued interest and capitalized interest on, the 2017 Series B Bonds, and other necessary costs and expenses relating thereto.

Ms. Natarajan then stated that the proceeds of the sale of the 2017 Series B Bonds, together with other available funds, may be used (i) to finance previously originated qualifying mortgage loans through the purchase of Mortgage-Backed Securities owned and held by the Authority in its Administrative Fund or other Authority funds (or participation interests in such Mortgage-Backed Securities), (ii) to pay the costs of issuing the 2017 Series B Bonds, (iii) to pay accrued interest and capitalized interest on the 2017 Series B Bonds, if required, and/or (iv) to finance second-lien loans for down payment assistance or closing cost assistance that will not be subject to the lien and pledge of the General Indenture. The 2017 Series B Bonds, if issued on a tax-exempt basis, would be expected to use volume cap from the Authority's 2014, 2015 or 2016, as applicable, carryforward in an amount not exceeding \$125,000,000. She indicated this is a delegation Resolution.

A motion to approve the Resolution was made by Ms. Kane and seconded by Vice Chairperson Davis; and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

IV. Chairman Harris indicated that the Committee minutes would now be considered.

A. Finance Committee Report, Ms. Kane introduced the Finance Committee Report from the, November 17, 2017 meeting. Ms. Kane recommended the Members' approval of the minutes from the October 20, 2017 Finance Committee meeting.

A motion to approve the Minutes was made by Ms. Kane and seconded by Chairman Harris and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

B. Asset Management Committee Report, Ms. Hocker introduced the Asset Management Committee Report from the November 17, 2017 meeting. Ms. Hocker recommended the Members' approval of the minutes from the August 18, 2017 Asset Management Committee meeting.

A motion to approve the Minutes was made by Ms. Hocker and seconded by Chairman Harris and the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Davis, Ms. Hocker, Ms. Kane, Ms. Ramirez and Ms. Rapp.

V. Chairman Harris referred the Members to the electronic Board book material for the Committee Materials:

A. IHDA Finance Committee, November 17, 2017 Meeting Agenda & Materials.

B. IHDA Asset Management Committee November 17, 2017 Meeting Agenda & Material.

At 11:10 a.m., Chairman Harris stated that the Members would take a short break before the Presentations.

At 11:12 a.m., Chairman Harris called the meeting to order.

VI. Presentations

A. Ms. Olson provided the Member of the Board with detailed information about the Authority's 2017 Leadership Academy. Ms. Erickson provided the Members of the Board with detailed information about the Authority's Rapid Results process. Alka Kumar described the Leadership Academy project to the Members of the Board. Jim Scudder continued the presentation about the project. Executive Director Hamernik made a few remarks. Executive Director Hamernik and Chairman Harris presented the Leadership Academy fellows with certificates.

VII. Written Reports:

Chairman Harris referred the Members to the electronic Board book material for the following reports: Hardest Hit Fund, Authority Financial Statements, Contract List, IHDA Investment Portfolio, Communications, External Relations and Legislative Affairs.

VIII. Adjournment: The meeting adjourned at 11:40 a.m.