

ILLINOIS HOUSING DEVELOPMENT AUTHORITY
APRIL 21, 2023 – BOARD MEETING MINUTES

Pursuant to notification given at least 48 hours prior to the start of the meeting, the Members of the Illinois Housing Development Authority (the “Authority”) met for a regularly scheduled meeting on April 21, 2023, at the offices of the Authority, 111 East Wacker Drive, Suite 1000, Chicago, Illinois.

I. Opening

- A. Call to Order: Chairman Harris called the meeting to order at 11:00 a.m.
- B. Roll Call: Ms. Synowiecki took a roll call. Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore participated in the meeting in-person, being physically present at the Authority’s office at 111 E. Wacker.
- C. Recognition of Ed Gin: Crains “Notable CFOs” of 2023. Chairman Harris presented Mr. Gin with the Crains plaque and made some nice remarks about Ed’s contributions to IHDA.
- D. Employee Acknowledgements: Chairman Harris stated that beginning with this month’s meeting, the meetings will include the recognition of employees who are celebrating 10-, 20- and 30-year anniversaries of service with IHDA. This month IHDA would like to recognize Violet Bautista, a Shared Services Specialist in the Accounting Department who is celebrating 30 years with IHDA. He then asked Lisa Jackson, Violet’s supervisor, to say a few words and present Violet with her Certificate of Service.
- E. Chairman Harris indicated that no one had requested the opportunity to provide public comments.

II. Committee Minutes

- A. Finance Committee Minutes, Chairman Harris recommended the Members’ approval of the minutes from the March 17, 2023, Finance Committee meeting.

A motion to approve the Finance Committee Minutes from March 17, 2023, was made by Mr. Tornatore and seconded by Vice Chairperson Ramirez; the motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch, and Mr. Tornatore.

III. Presentations

Homeownership Assistance Fund: Past, Present and Future.

Ms. Freeman and Mr. Carrillo gave a presentation about initiatives IHDA has undertaken with the ARPA HAF dollars. Ultimately, the presentation highlighted the newowner-occupied home repair program (HRP) IHDA intends to launch later this year with HAF dollars. Mr.

Morsch asked what the criteria are for homeowners to apply for this program. Ms. Freeman responded by stating the homeowner must reside in the home and confirm that COVID has impacted their ability to make eligible repairs to their home.. Mr. Morsch asked what types of repairs the program would cover. Ms. Freeman stated this program would include interior and exterior repairs. After a brief conversation Executive Director Faust mentioned there are a few resolutions under the consent agenda related to the HAF program. She then mentioned that the Community Affairs department will head this program because it is similar to the existing programs they are operating. Mr. Arbuckle mentioned there is a shortage of contractors and the Authority should consider waiving multiple bid requirements to the extent those are required.

Chairman Harris indicated that Mr. Carrillo would be leaving his position at IHDA to join DHS. He thanked Mr. Carrillo for his service to IHDA and wished him well.

IV. Consent Agenda

Chairman Harris noted that there were twenty-six (26) Resolutions on the consent agenda. He then proceeded to publicly recite the title of each of the Resolutions on the consent agenda.

A. Minutes

1. 2023-04-IHDA-041: Resolution Approving the Minutes of the Regular Meeting of the Members of the Illinois Housing Development Authority Held on March 17, 2023.

B. Procurement Matters

1. 2023-04-IHDA-042: Resolution Authorizing Amendment to Agreement with Unqork Inc. for Housing and Rental Assistance Technology Platform Increasing the Not to Exceed Amount by \$1,000,000.00
2. 2023-04-IHDA-043: Resolution Authorizing Further Amendment to the Agreement with RingCentral, Inc. Increasing the Not to Exceed Amount by an Additional \$955,000 (Amending Resolution Nos. 2021-04-IHDA-055,2021-10-IHDA-213 & 2022-11-IHDA-277)
3. 2023-04-IHDA-044: Resolution Authorizing Renewal of Lake Shore Plaza In an Amount Not to Exceed \$2,430,768.00

C. Strategic Response Matters

1. 2023-04-IHDA-045: Resolution Authorizing Grant Agreement with the e Illinois Equal Justice Foundation for a Grant Amount No to Exceed Approximately \$2,400,000.00

D. Multifamily Matters

1. 2023-04-IHDA-046: Resolution Authorizing an Extension of the Commitment Expiration Date for various Housing for Justice Involved Individuals Program Grants
2. 2023-04-IHDA-047: Resolution Authorizing an increase in the Conduit Loan (\$2,024,000) and An Increase in the Grant under the COVID-19 Affordable Housing Grant Program (\$1,828,434) For Poplar Place Townhomes (PID-12073)
3. 2023-04-IHDA-048: Resolution Authorizing and Extension of the Commitment Expiration Date for a Grant Under the COVID-19 Affordable Housing Grant Program (Not to Exceed \$3,789,497.00) for Winstanley Park (PID-11476)
4. 2023-04-IHDA-049: Resolution Authorizing a Legal Description Update for South Shore Apartments f/k/a The Parkways (PID-12184)

E. Finance Matters

1. 2023-04-IHDA-050: Resolution of Intent Concerning the Issuance of Revenue Obligations under Single Family and Multifamily Bond Programs (Home Rule Pool) in an Aggregate Principal Amount not to Exceed \$750,000,000.00
2. 2023-04-IHDA-051: Resolution of Intent Concerning the Issuance of Revenue Obligations under Single Family and Multifamily Bond Programs (Non-Home Rule Pool) in an Aggregate Principal Amount not to Exceed \$250,000,000.00
3. 2023-04-IHDA-052: Quarterly Resolution Ratifying ‘Permitted Financial Activities’ under the Authority’s Financial Management Policy.

F. Asset Management Matters

1. 2023-04-IHDA-053: Resolution Authorizing entering into an Intergovernmental Agreement with Warren County Housing Authority
2. 2023-04-IHDA-054: Resolution Authorizing a Change in Ownership, Change in Property Manager, and Assignment and Assumption of Regulatory Agreements for Westport Apartments (2160)
3. 2023-04-IHDA-055: Resolution Authorizing Change in Ownership, Assignment, Assumption and Amendment of Extended Use Agreement, and Change in Property Management for Bristol Gardens (709)
4. 2023-04-IHDA-056: Resolution Authorizing a Modification of Extended Use Agreement for Hampton Place Extension (PID-2014)

5. 2023-04-IHDA-057: Resolution Authorizing Release of the Extended Use Agreement for Arbors at Hickory Creek (TC-1344)
6. 2023-04-IHDA-058: Resolution Approving an Extension of Maturity Date and Modification of Loan Documents for Capitol Pointe Apartments (30-1579)
7. 2023-04-IHDA-059: Resolution Authorizing a Change of General Partner Ownership Interest and Limited Partner Ownership Interest for the Property commonly known as the Residence at Carriage Creek (1754)
8. 2023-04-IHDA-060: Resolution Authorizing a Modification of Loan Documents for Project Opportunity Phases II (#35-1451) & III (#35-1807)
9. 2023-04-IHDA-061: Resolution Authorizing Extension of Maturity Date for Wheeler House (PID-30-1236)
10. 2023-04-IHDA-062: Resolution Authorizing a Change of General Partner and a Change of Limited Partner and Change in Property Management for Madison Park Place (30-1147)
11. 2023-04-IHDA-072: Resolution Authorizing the subordination of the Extended Use Agreement for covered Bridges (PID- FTE-2041-06)
12. 2023-04-IHDA-063: Resolution Authorizing a Change in Ownership, Assignment, Assumption and Amendment of Extended Use Agreement and Change in Property Management for Oakwood Estates of Decatur (TC-705)
13. 2023-04-IHDA-064: Resolution Authorizing a Change in Ownership, Change in Property Manager, and Assignment and Assumption of Regulatory Agreements for Moline High School Lofts (2025)
14. 2023-04-IHDA-065: Resolution Authorizing the Making of a Protective Advance for Real Estate Taxes for Lake View Senior Apartments (#40-385-01)

After the completion of the public recital of the Resolution titles, Chairman Harris asked the Members if anyone had any additional comments or wanted to remove any Resolutions from the consent agenda.

The Members had no additional comments or questions and none of the Members made a motion to remove any Resolution from the consent agenda. A motion to adopt the consent agenda Resolutions was made by Vice Chairperson Ramirez and seconded by Ms. Berg. The twenty-six (26) Resolutions noted above were adopted by the affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore.

V. Chairman Harris indicated that the Additional Resolutions would now be discussed.

A. Multifamily Matters

1. 2023-04-IHDA-067: Resolution Authorizing State Tax Credits (173,027) for Unlocking Doors 2022 (PID-12230)

Ms. Foster stated that the Authority is authorized to allocate Affordable Housing Tax Credits (“State Tax Credits”) for the state of Illinois.

She then stated that Habitat for Humanity of Northern Fox Valley has applied to the Authority for FY23 State Tax Credits in the amount of 8173,027 (“FY23 State Tax Credit Reservation Amount”), in connection with acquisition, construction and permanent financing of a scattered-site housing development consisting of 2 single-family homes to be constructed or substantially rehabilitated as described on Exhibit A attached to the Resolution and to be known as Unlocking Doors 2022 (“Development”).

A motion to adopt the Resolution was made by Vice Chairperson Ramirez and seconded by Ms. Berg. The Resolution was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore.

B. Finance Matters

1. 2023-04-IHDA-068: Resolution Authorizing the Issuance of Not to Exceed \$300,000,000 Revenue Bonds 2023 Series D, 2023 Series E, 2023 Series F, 2023 Series G and 2023 Series H

Mr. Nestlehut stated that the Resolution authorizes the issuance of not to exceed \$300,000,000 aggregate principal amount of Illinois Housing Development Authority Revenue Bonds, 2023 Series D (the “2023 Series D Bonds”), 2023 Series E (the “2023 Series E Bonds”), 2023 Series F (the “2023 Series F Bonds”), 2023 Series G (the “2023 Series G Bonds”) and 2023 Series H (the “2023 Series H Bonds” and, collectively with the 2023 Series D Bonds, 2023 Series E Bonds, 2023 Series F Bonds and 2023 Series G Bonds, the “2023 Series D, E, F, G and H Bonds”) in one or more series at the same time or at different times.

He then stated that this Resolution is a delegation resolution and that The 2023 Series D, E, F, G and H Bonds are to be issued on or before December 31, 2023 pursuant to a Revenue Bonds General Indenture (the “General 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 Series Indenture to be entered into by and between the Authority and the Trustee (the “Series Indenture”).

He further added that the General Indenture authorized by Resolution 2016-IHDA-008 adopted February 19, 2016 permits the issuance of multiple series of bonds from time to time (the “Bonds”), including the 2023 Series D, E, F, G and H Bonds, as special limited obligations, with a claim to payment solely from, and secured on a parity with each other by, property and revenues pledged under the General Indenture. The General Indenture permits the issuance of Bonds for any lawful purpose of the Authority, including the financing of mortgage-backed securities and mortgage loans not represented by mortgage-backed securities, and permits the issuance of variable rate bonds and the execution of related interest rate hedge agreements payable from revenues pledged under the General Indenture.

The 2023 Series D, E, F, G and H Bonds may be issued in one or more series or subseries. The 2023 Series D, E, F, G and H Bonds may be issued as fixed interest rate bonds or as variable rate bonds (which may include term rate bonds), or in part fixed interest rate bonds and in part variable rate bonds. If any of the 2023 Series D, E, F, G and H Bonds are issued as variable rate bonds, the delegated officers of the Authority are authorized to provide for the Authority to acquire one or more letters of credit or other credit enhancement and/or to obtain one or more liquidity facilities or similar instruments, in each case with respect to the variable rate bonds. A conversion of variable rate bonds from one interest rate mode to another (i.e., variable to fixed) may be made upon a written Subsequent Determination of the delegated officers of the Authority described above, without further action by the Members of the Authority. There is delegated to certain officers of the Authority the power, and such persons are authorized, to execute and enter into one or more interest rate swap or other rate protection contracts and related agreements.

Proceeds of the 2023 Series D, E, F, G and H Bonds, along with other Authority funds as described in the Resolution, will be used to acquire, or reimburse the acquisition of, Mortgage-Backed Securities (or participation interests therein) and fund Assistance Loans and redeem and refund certain prior series of Revenue Bonds issued under the General Indenture or refund other obligations of the Authority, which were used to acquire, or reimburse the acquisition of mortgage backed securities or refund certain prior obligations of the Authority. A cash flow projection made by the Authority will demonstrate that expected revenues will be sufficient to meet debt service on the 2023 Series D, E, F, G and H Bonds and related expenses under a variety of scenarios. The 2023 Series D, E, F, G and H Bonds are not general obligations of the Authority.

Issuance of additional Bonds under the General Indenture subsequent to the 2023 Series D, E, F, G and H Bonds would require a future resolution of the Authority authorizing such additional Bonds, a similar cash flow projection with respect to the 2023 Series D, E, F, G and H Bonds and such additional Bonds, and confirmation that such issuance will not reduce the rating on the 2023 Series D, E, F, G and H Bonds.

The proceeds of the sale of the 2023 Series D, E, F, G and H Bonds, together with other available funds, may be used (i) to finance qualifying mortgage loans through the purchase of, or reimbursement of the prior purchase of, Mortgage-Backed Securities (or participation interests in such Mortgage-Backed Securities), (ii) to pay the costs of issuing the 2023 Series D, E, F, G and H Bonds, (iii) to pay, or reimburse the Authority for payment of, accrued interest and capitalized interest on the 2023 Series D, E, F, G and H Bonds, if required, and fund reserves, (iv) to redeem and refund certain prior series of Revenue Bonds issued under the General Indenture or refund other obligations of the Authority, to acquire, or reimburse the acquisition of mortgage backed securities or which were used to refund certain prior obligations of the Authority, (v) to finance servicing release premiums and payments to lenders, (vi) to finance deemed termination payments on qualified hedges related to the 2023 Series D, E, F, G and H Bonds, and/or (vii) 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 2023 Series D, E, F, G and H Bonds, if issued on a tax-exempt basis, would be expected to use volume cap from the Authority's 2021 carryforward in an amount not exceeding \$300,000,000.

A motion to adopt the Resolution was made by Mr. Morsch and seconded by Ms. Berg. The affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore adopted the Resolution.

C. Asset Management Matters

1. 2023-04-IHDA-069: Resolution Authorizing a change in Ownership, Assignment and Assumption of Regulatory Agreement, Extended Use Agreement and Change in Property Management with respect to the sale of Eight (8) Properties known as Pathway to Living SLF Portfolio

Mr. Padgitt stated that the Authority had previously allocated federal tax credits ("Tax Credits") and/or provided a loan ("Loans") and/or a grant for the following eight (8) properties: (1) Alexian Village; (2) Victory Centre of Roseland; (3) Victory Centre of Galewood SLF; (4) Victory Centre of Melrose Park; (5) Victory Centre of South Chicago; (6) Victory Centre of Vernon Hills; (7) Victory Centre of Bartlett SLF; (8) Victory Centre of Sierra Ridge (each singly, a "Development" and collectively the "Developments") and that many of the Loans on the Developments have been or will be paid in full at closing.

He then stated that the Developments are each governed by and subject to a Regulatory and Land Use Restriction Agreement ("Regulatory Agreement") and/or, pursuant to the issuance of Tax Credits, a Low-Income Housing Tax Credit Extended Use Agreement ("EUA").

He further stated the Authority previously provided a grant under the Section 1602 program in the original principal amount of \$1,246,626.00 (“Grant”) for the acquisition, rehabilitation and permanent financing of the housing development known as Victory Center of Vernon Hills SLF (“Vernon Hills Property”) and that the Grant is evidenced, governed and secured by a note, mortgage, regulatory agreement and other grant documents (collectively “Grant Documents”).

He added that the current owners of the Developments (“Current Owner”) desire to obtain the Authority’s consent to transfer 100% of their ownership interest in the Developments to new owners, as more fully described in the project summaries (collectively, “Summary”) attached to the Resolution and the new owners of each Development (as reflected on the Summary or such other to be formed single purposes entities, “New Owners”) desire to assume the obligations of the Current Owners under any existing Regulatory Agreement, EUA, or Grant Documents binding on each respective Development (collectively “Transfer and Assumption”) and the New Owners desire to engage Grand Lifestyles LLC or such other entity to be approved by the Authority (“New Property Manager”) to be the new property manager for the Developments (“Change in Property Management”).

A motion to adopt the Resolution was made by Ms. Berg and seconded by Mr. Morsch. The affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore adopted the Resolution.

2. 2023-04-IHDA-070: Resolution Authorizing a Change in Ownership, Assignment and Assumption of Extended Use Agreement and Loan Documents, Prepayment, Subordination and Change in Property Management for Williamsburg Apartments (10363-01)

Ms. Thompson stated that the Authority previously provided a loan, grant, and issued federal tax credits to Williamsburg Apartments, LP (“Current Owner”) as follows: (i) a loan from the Risk Share Program in the original principal amount of \$3,841,000.00 (“RS Loan”), (ii) a grant from the Section 1602 program in the original principal amount of \$4,258,083.00 (“1602 Grant”), and (iii) issuance of Federal Tax Credits as established pursuant to a Low Income Housing Tax Credit Extended Use Agreement (“EUA”) for the acquisition, rehabilitation and permanent financing of the housing development commonly known as Williamsburg Apartments (“Development”).

She then stated that the Current Owner desires to obtain the Authority’s consent to transfer 100% of its ownership interest in the Development (“Transfer”) to Williamsburg IL LLC or another single purpose entity owned and controlled by Gram Holdings, LLC (the “New Owner”), as more fully described in the project summary (“Summary”) attached to the Resolution and the New Owner desires to assume the obligations of the Current Owner under the EUA and the documents evidencing, governing and securing the 1602 Grant (“Assignment and Assumption”) and to prepay

the RS Loan (“Prepayment”) with a new senior position loan to which they are requesting the 1602 Grant to subordinate lien position (“Subordination”).

She further stated that the New Owner intends to engage its affiliate, Everest Equities Group, LLC, to function as the new property manager for the Development (“Change in Property Management”).

A motion to adopt the Resolution was made by Mr. Tornatore and seconded by Ms. Berg. The affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch and Mr. Tornatore adopted the Resolution.

3. 2023-04-IHDA-071: Resolution Authorizing a Change of General Partner Interests and Change of Property Manager with respect to Waterman Gardens (11571) in Waterman, Illinois and Westridge Apartments (11444)

Ms. Jurmu stated that the Authority had previously allocated federal tax credits (“Tax Credits”) and provided a Trust Fund loan (“TF Loan”) to Waterman Gardens Limited Partnership in the original principal amount of \$852,526.00 (“Waterman Loan”) for the acquisition, construction, and permanent financing of the housing development known as Waterman Gardens, located in Waterman, Illinois (“Waterman Property”) and also previously allocated Tax Credits and provided a TF Loan to Westridge Apartments Limited Partnership in the original principal amount of \$608,811.00 (“Westridge Loan”) for the construction and permanent financing of the housing development known as Westridge Apartments, located in Mendota, Illinois (“Westridge Property” the Waterman Property and the Westridge Property collectively “Developments”). Both the Waterman Loan and Westridge Loan are evidenced, governed, and secured by their respective note, mortgage, and other loan documents (collectively, “Loan Documents”).

She then stated that the Developments are each governed by and subject to a separate Regulatory Agreement (collectively, “Regulatory Agreements”) and, pursuant to the issuance of Tax Credits, a separate Low Income Housing Tax Credit Extended Use Agreement (collectively the “EUAs;” together with the Regulatory Agreements collectively, “Restrictions”).

She further stated that H.S.A. Waterman Gardens GP, LLC (“Waterman GP”) owns a .009% general partnership interest in the Waterman Property and Westridge Apartments GP, LLC (“Westridge-GP”; together with Waterman GP, collectively, “General Partners”) owns a .009% general partnership interest in the Westridge Property and that the General Partners desire to obtain the Authority’s consent to transfer their respective ownership interests in the Developments to PCDC Midwest Holdings, LLC or another entity owned by it (“New GP”), in addition the New GP will also purchase all of the limited partnership interests in the Developments, as more fully described in the project summaries (collectively, “Summary”) attached to the Resolution.

She added that the New GP and its affiliates desire to assume the obligations of the General Partners under the Restrictions and any existing Loan Documents binding on each respective development as shown on the organizational chart(s) attached to the Summary (collectively, “Transfer and Assumption”) and that the New GP desire to engage T.M. Associates Management, Inc. or another entity owned by it (“New Property Manager”) to be the new property manager for the Developments (“Change in Property Management”).

A motion to adopt the Resolution was made by Mr. Arbuckle and seconded by Ms. Berg. The affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch, and Mr. Tornatore adopted the Resolution.

VII. Executive Closed Session

Chairman Harris stated that the Board will vote on a motion that the Board retire immediately to executive closed session pursuant to **Section 2(c)(1)** of the Open Meetings Act to discuss personnel matters.

At 11:41 am a motion to move to Closed session was made by Mr. Tornatore and seconded by Vice Chairperson Ramirez. A roll call was taken, and the Motion was adopted by the affirmative votes of Chairman Harris, Vice Chairperson Ramirez, Mr. Arbuckle, Ms. Berg, Mr. Hayes, Mr. Hutchcraft, Mr. Morsch, and Mr. Tornatore.

The Board Members relocated to a private conference room.

At 12:42pm, Ms. Faust exited the room where the Closed Session was being conducted.

At 12:56pm the Board adjourned the Closed Session and the Members relocated from the private conference room to the main IHDA Board Room.

At 12:57, the Board reconvened in Open Session. A Motion to reconvene the Regular Board Meeting was made by Ms. Berg and seconded by Mr. Morsch. The motion was unanimously approved and the board resumed the open meeting.

VII. New Business

No new business was raised.

VIII. Written Reports

Chairman Harris referred the Members to the written reports in the Board book: Authority Financial Statements, Accounting Payments Report, Investment Holdings, Communications Report, External Relations Report, the COVID-19 Housing Assistance Programs Report, and the Quarterly Diversity, Equity and Inclusion Report.

IX. Adjournment

A motion to adjourn was made by Ms. Berg and seconded by Mr. Morsch. The motion was unanimously approved, and the meeting adjourned at 12:58pm.