

MINUTES OF THE REGULAR MEETING
OF THE
BOARD OF DIRECTORS
WEST VIRGINIA HOUSING DEVELOPMENT FUND
April 28, 2021

The regular meeting of the Board of Directors of the West Virginia Housing Development Fund (the "Fund") was held on Wednesday, April 28, 2021 via telephone. The telephone number was made available to the public in the Notice of Meeting of the Board of Directors posted on the Secretary of State website, the Fund's website, and at the gate of the West Virginia Housing Development Fund. The Chair called the meeting to order at 9:03 a.m. with the following members present throughout, except where noted.

Ann Urling, Chair

Norm Bailey, Representative for the Honorable Kent Leonhardt, Commissioner of Agriculture

Sam Kapourales, Member

Patrick Martin, Member

Wendy McCuskey, Member

Karl Shanholzer, Representative for the Honorable Riley Moore, State Treasurer

Chris Stansbury, Member

Steven Travis, Representative for the Honorable Patrick Morrissey, Attorney General

Members Absent:

John Gianola, Member

Bob Nistendirk, Member

Kris Raynes, Member

Staff present:

Erica Boggess, Executive Director

Tammy Bonham, Division Manager – Loan Servicing

Cathy Colby, Senior Manager – HOME and HTF Programs

Julie Davis, Deputy Director – Production

Zachary Fisher, Internal Auditor

George Gannon, Communications Administrator

Chad Leport, Division Manager – Finance and Federal Financial Compliance

Michael Lindsco, Manager – Asset Management

Martha Lilly, Legal Assistant

Kelley Ridling, Senior Manager – Internal Audit

Lori Ryan, Executive Assistant

Kristin Shaffer, Senior Legal Counsel

Nathan Testman, Senior Division Manager – Multifamily Lending
Crystal Toney, Deputy Director – Administration
Dorothy White, Federal Compliance Officer

Others Present:

Samme Gee - Jackson Kelly PLLC
Kelley Goes – Jackson Kelly PLLC
Matt Davis - Jackson Kelly PLLC

APPROVAL OF THE MINUTES OF THE MARCH 24, 2021,
MEETING

Member Patrick Martin moved the approval of the minutes of the March 24, 2021 meeting. His motion was seconded by Member Chris Stansbury, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

FINANCIAL STATEMENTS AND DELINQUENCY REPORTS
FOR THE PERIOD ENDED MARCH 31, 2021

Crystal Toney presented the financial statements and delinquency reports for the period ended March 31, 2021. The financials and delinquency reports were accepted as presented.

CONSIDERATION OF MULTIFAMILY CONSTRUCTION
LOAN AND MULTIFAMILY PERMANENT LOAN FOR FORT
SPRINGS APARTMENTS

Nathan Testman presented loan requests from Fort Springs Apartments, L.P., to finance the rehabilitation of a thirty-six (36) unit Low-Income Housing Tax Credit Program (“LIHTCP”) project located in Lewisburg, West Virginia known as Fort Springs Apartments.

Mr. Testman stated that the Project consists of six (6) one and two-story buildings. Nine (9) units are designated for tenants with income at or below 50% Area Median Income (AMI) and twenty-seven (27) units are designated for tenants with income at or below 60% AMI.

Mr. Testman informed the Board that the developer for the Project is Buckeye Community Hope Foundation (“BCHF”). BCHF has been awarded competitive tax credits for over 90 rental communities (eleven LIHTC projects in West Virginia), including more than 3,700 units. Given the developer’s experience, staff has a high level of confidence in BCHF’s ability to develop the proposed Project.

Mr. Testman stated that staff is requesting approval of a Multifamily Construction Loan in the amount of up to \$3,715,000, with interest at the rate of up to 4.0%, for a term of 24 months.

The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known as Fort Springs Apartments, Payment and Performance Bonds equal to 100% of the construction contract, and the Corporate guarantees of BCHF Lewisburg Housing Partners, Inc., and Buckeye Community Hope Foundation.

Member Martin moved to approve the request for the Multifamily Construction Loan for the rehabilitation of Fort Springs Apartments, as presented. His motion was seconded by Member Stansbury, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

Mr. Testman stated that staff is requesting approval of a Multifamily Permanent loan of up to \$462,000, with interest at the rate of up to 4.75%, for a term of 40 years. The Multifamily Permanent loan will be secured by a first lien deed of trust on the land and improvements known as Fort Springs Apartments, Borrower's operating and replacement reserves associated with the project, and USDA 538 GRRHP Option 1 Permanent Loan Guarantee. Limited, non-recourse guarantees of the corporate owners may also be required.

Member Sam Kapourales moved to approve the request for the Multifamily Permanent loan for the rehabilitation of Fort Springs Apartments, as presented. His motion was seconded by Member Martin, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

CONSIDERATION OF MULTIFAMILY CONSTRUCTION
LOAN AND MULTIFAMILY PERMANENT LOAN FOR MILL
CREEK LANDING

Mr. Testman presented loan requests from Mill Creek Landing Apartments, L.P., to finance the rehabilitation of a forty-eight (48) unit Low-Income Housing Tax Credit Program ("LIHTCP") project located in Charleston, West Virginia known as Mill Creek Landing.

Mr. Testman stated that the Project consists of six (6) one and two-story buildings. Twelve (12) units are designated for tenants with income at or below 50% Area Median Income (AMI) and thirty-six (36) units are designated for tenants with income at or below 60% AMI.

Mr. Testman informed the Board that the developer for the Project is Buckeye Community Hope Foundation ("BCHF"). BCHF has been awarded competitive tax credits for over 90 rental communities (eleven LIHTC projects in West Virginia), including more than 3,700 units. Given the developer's experience, staff has a high level of confidence in BCHF's ability to develop the proposed Project.

Mr. Testman stated that staff is requesting approval of a Multifamily Construction Loan in the amount of up to \$5,125,000, with interest at the rate of up to 4.0%, for a term of 24 months. The Multifamily Permanent Loan will be secured by a first lien deed of trust on the land and

improvements known as Mill Creek Landing, Payment and Performance Bonds equal to 100% of the construction contract, and the Corporate guarantees of BCHF Charleston Housing Partners, Inc., and Buckeye Community Hope Foundation.

Member Stansbury moved to approve the request for the Multifamily Construction Loan for the rehabilitation of Mill Creek Landing, as presented. His motion was seconded by Member Martin, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

Mr. Testman stated that staff is requesting approval of a Multifamily Permanent loan of up to \$1,063,000, with interest at the rate of up to 4.75%, for a term of 40 years. The Multifamily Permanent loan will be secured by a first lien deed of trust on the land and improvements known as Mill Creek Landing, Borrower's operating and replacement reserves associated with the project, and USDA 538 GRRHP Option 1 Permanent Loan Guarantee. Limited, non-recourse guarantees of the corporate owners may also be required.

Member Kapourales moved to approve the request for the Multifamily Permanent loan for the rehabilitation of Mill Creek Landing, as presented. His motion was seconded by Member Stansbury, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

CONSIDERATION OF MULTIFAMILY CONSTRUCTION
LOAN, MULTIFAMILY PERMANENT LOAN, AND HOME
PERMANENT LOAN FOR CARNEGIE GREENE AT 39th

Nathan Testman presented loan requests from Carnegie Greene 39 Limited Partnership, to finance the new construction of a thirty-nine (39) unit Low-Income Housing Tax Credit Program ("LIHTCP") project located in Wheeling, West Virginia known as Carnegie Greene at 39th.

Mr. Testman stated that the Project consists of one (1) building. Ten (10) units are designated for tenants with income at or below 50% Area Median Income (AMI) and twenty-nine (29) units are designated for tenants with income at or below 60% AMI.

Mr. Testman informed the Board that the developer for the Project is The Woda Group, Inc. ("Woda"). Woda is one of the largest affordable housing developers in the Country. In West Virginia, Woda has produced 40 LIHTC properties for a total of 1,698 units. Given the developer's experience, staff has a high level of confidence in BCHF's ability to develop the proposed Project.

Mr. Testman stated that staff is requesting approval of a Multifamily Construction Loan in the amount of up to \$4,340,000, with a variable rate of Wall Street Journal Prime (currently 3.25%) with a floor of 3.5% (or fixed rate equivalent), for a term of 24 months. The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known

as Carnegie Greene at 39th, and the Corporate guarantees of Carnegie Greene 39, LLC, Woda Construction, Inc., Woda Cooper General Partner, LLC, and Woda Cooper Companies, Inc.

Member Martin moved to approve the request for the Multifamily Construction Loan for the new construction of Carnegie Greene at 39th, as presented. His motion was seconded by Member Stansbury, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

Mr. Testman stated that staff is requesting approval of a Multifamily Permanent Loan in the amount of up to \$850,000, with a fixed rate of up to 4.50%, for a term of 35 years, with a 20-year balloon maturity. The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known as Carnegie Greene at 39th, and Borrower's operating and replacement reserves associated with the project. Limited, non-recourse guarantees of the corporate owners may also be required.

Member Stansbury moved to approve the request for the Multifamily Permanent Loan for the new construction of Carnegie Greene at 39th, as presented. His motion was seconded by Member Martin, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

Mr. Testman stated that staff is requesting approval of a HOME Loan in the amount of up to \$866,000, with an interest rate of up to 1.0%, for a term of 20 years. The HOME Loan will be secured by a second lien deed of trust on the land and improvements known as Carnegie Greene at 39th, and Borrower's operating and replacement reserves associated with the project, and the corporate guarantees of Carnegie Greene 39 GP, LLC, Woda Construction, Inc., Woda Cooper General Partner, LLC, and Woda Cooper Companies, Inc.

Member Kapourales moved to approve the request for the HOME Loan for the new construction of Carnegie Greene at 39th, as presented. His motion was seconded by Member Martin, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

CONSIDERATION OF INCREASED HOUSING TRUST FUND LOAN FOR CAVALIER HEIGHTS

Mr. Testman informed the Board that in November 2020, the Board approved two financing requests for Cavalier Heights Apartments (the "Project"), a twenty-eight (28) unit Low-Income Housing Tax Credit ("LIHTC") project for seniors in Montgomery. The following loans were approved:

1. Construction loan – up to \$3,600,000
2. National Housing Trust Fund ("HTF") loan – up to \$360,000

Mr. Testman stated that construction material price increases due to the pandemic's economic effect on lumber prices has significantly impacted costs for the Project. The increased costs resulted in an increase in the overall project budget, creating the need for additional HTF funds.

Mr. Testman stated that staff is requesting the Board's consideration of an increased HTF loan of up to \$500,000 (previously \$360,000). The increased HTF loan amount will result in an increase in the number of HTF units in the Project. These changes represent the only changes to the Project from the Board's November 2020 approval.

Member Martin moved to approve the request for the increased HTF loan of up to \$500,000, as presented. His motion was seconded by Member Stansbury, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted.

UPDATE ON MOUNTAINEER RENTAL ASSISTANCE PROGRAM AND REQUEST FOR BUDGET AMENDMENT

Erica Boggess presented an update on the Mountaineer Rental Assistance Program (MRAP). Ms. Boggess explained that the Fund has received just under 3,800 MRAP applications and has disbursed over \$700,000.

EXECUTIVE SESSION TO DISCUSS LEGAL MATTERS PURSUANT TO W. VA. CODE §6-9A-4(b)(7) AND EXECUTIVE SESSION TO DISCUSS MATTERS INVOLVING COMMERCIAL COMPETITION, WHICH IF MADE PUBLIC, MIGHT ADVERSELY AFFECT THE FINANCIAL OR OTHER INTEREST OF THE STATE OR ANY POLITICAL SUBDIVISION PURSUANT TO W. VA CODE §6-9A-4(b)(9)

Member Kapourales moved that the Board enter Executive Session to discuss legal matters pursuant to W. Va. Code §6-9A-4(b)(7) and to discuss matters involving commercial competition, which if made public, might adversely affect the financial or other interest of the State or any Political Subdivision pursuant to W. Va. Code §6-9A-4(b)(9). His motion was seconded by Member Martin, and, upon the affirmative vote of the eight (8) members present, the Chair declared the motion adopted. The Board adjourned into Executive Session at 9:52 a.m.

The Executive Session concluded at 10:29 a.m. Chair Urling stated that no action took place during the Executive Session.

ADJOURNMENT

There being no further business, Representative Norm Bailey moved to adjourn the meeting. His motion was seconded by Member Martin. Meeting adjourned at 10:30 a.m.



Martha Lilly, Assistant Secretary