

MINUTES OF THE REGULAR MEETING  
OF THE  
BOARD OF DIRECTORS  
WEST VIRGINIA HOUSING DEVELOPMENT FUND  
October 25, 2023

The regular meeting of the Board of Directors of the West Virginia Housing Development Fund (the "Fund") was held on Wednesday, October 25, 2023. The Board of Directors attended via phone, via videoconferencing, and in person. The video conferencing information was made available to the public in the Notice of Meeting of the Board of Directors posted on the West Virginia Secretary of State open meeting website and the Fund's website. The Chair called the meeting to order at 9:00 a.m. with the following members present throughout, except where noted.

Ann Urling, Chair (in person)  
Norm Bailey, Representative for the Honorable Kent Leonhardt, Commissioner of Agriculture (via video)  
Lynne Gianola, Member (via video)  
Troy Giatras, Member (in person)  
Steve Bonham, Representative for the Honorable Riley Moore, State Treasurer (via video)  
Sam Kapourales, Member (via phone)  
Patrick Martin, Member (via video)  
Bob Nistendirk, Member (in person)  
Kris Raines, Member (via phone)  
Allen Retton, Member (via video)  
Steven Travis, Representative for the Honorable Patrick Morrissey, Attorney General (via phone)

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  
Antonia Francis, Legal Counsel  
Zach Fisher, Internal Auditor  
Trisha Hess, Senior Manager – Accounting  
Whitney Humphrey, Communications Administrator  
Justin Hylbert, Business Development and Loan Closing Manager  
Chad Leport, Division Manager – Finance and Federal Financial Compliance  
Martha Lilly, Legal Assistant  
Alicia Massie, Senior Legal Counsel  
Kelley Ridling, Senior Manager – Internal Audit  
Lori Ryan, Executive Assistant

Kristin Shaffer, Deputy Director – Administration and General Counsel  
Scott Smith, Senior Manager – Multifamily Lending  
Claire Spradling, Loan Processor and Closer  
Nate Testman, Deputy Director – Production  
Crystal Toney, Deputy Director – Administration  
Dorothy White, Federal Compliance Officer  
Michelle Wilshire, Senior Manager – Low Income Housing Tax Credit Program (via phone)

Others Present:

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

APPROVAL OF THE MINUTES OF THE AUGUST 23, 2023,  
MEETING

Member Troy Giatras moved the approval of the minutes of the August 23, 2023 meeting. His motion was seconded by Member Bob Nistendirk, and, upon the affirmative vote of the ten (10) members present, the Chair declared the motion adopted.

Representative Steven Travis joined the meeting.

FINANCIAL STATEMENTS AND DELINQUENCY REPORT  
FOR THE PERIOD ENDED SEPTEMBER 30, 2023

Erica Boggess presented the financial statements and delinquency reports for the period ended September 30, 2023. The financials and delinquency reports were accepted as presented.

REPORT OF AUDIT COMMITTEE

Ms. Boggess informed the Board that at the September 27, 2023 Audit Committee meeting, Brown Edwards presented the 2023 Audited Financials and noted that the Fund received a clean, unmodified opinion with no findings. Ms. Boggess also noted that the Committee approved an RFP process to select an audit firm for future years.

CONSIDERATION OF PROGRAM FUNDING FOR LOW  
DOWN HOME LOAN PROGRAM

Ms. Boggess informed the Board that in June 2023, the Board approved the FY2024 funding allocations which included allocating \$2,000,000 from the Movin' Up Program to the Low Down Home Loan Program, which is a downpayment assistance program. The Low Down Home Loan Program is normally funded through recycling funds but high demand for downpayment assistance has resulted in higher originations than loan repayments. In June, staff projected funding \$1,738,020



in Low Down Home Loans in the first quarter of FY2024. As of the first quarter, we have funded over \$2.2 million. Ms. Boggess stated that staff is requesting the Board's approval of a transfer of an additional \$3,500,000 from the Movin' Up Program to the Low Down Home Loan Program to meet increased demand.

Member Giatras moved to approve the transfer of an additional \$3,500,000 from the Movin' Up Program to the Low Down Home Loan Program. His motion was seconded by Member Pat Martin, and, upon the affirmative vote of the eleven (11) members present, the Chair declared the motion adopted.

CONSIDERATION OF A HOUSING DEVELOPMENT FUND  
CONSTRUCTION LOAN AND HOME LOAN FOR HEINZ  
HOUSE

Member Allen Retton recused himself from the vote due to WesBanco Inc.'s relationship with Ohio Capital Corp for Housing and Buckeye Community Hope Foundation as a developer of related housing projects, and he left the room prior to the discussion.

Nathan Testman presented two loan requests from Heinz House Limited Partnership, to finance the rehabilitation of a sixteen (16) unit Low-Income Housing Tax Credit Program ("LIHTCP") project located in Union known as Heintz House Apartments.

Mr. Testman stated that the Project will consist of three (3) buildings. Four (4) units are designated for tenants with income at or below 40% Area Median Income (AMI) and twelve (12) 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 developed 114 projects consisting of more than 4,700 units of affordable housing across several states. This includes the development of 23 LIHTC projects in West Virginia. Given BCHF's extensive development experience, staff has a high level of confidence in their 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 \$1,800,000, with a fixed interest rate of up to 4.5%, for a term of up to 24 months. The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known as Heintz House Apartments, corporate guarantees of BCHF Union Housing Partners, Inc. and Buckeye Community Hope Foundation, and Payment and Performance Bonds equal to 100% of the construction contract.

Member Martin moved to approve the request for the Multifamily Construction Loan for the rehabilitation of Heintz House Apartments, as presented. His motion was seconded by Member Sam Kapourales, and, upon the affirmative vote of the ten (10) members present, the Chair declared the motion adopted.

Mr. Testman stated that staff is requesting approval of a HOME Program Loan in the amount of up to \$513,000, with a fixed rate of up to 1%, for a term of 20 years. The HOME Program Loan will be secured by a second lien deed of trust on the land and improvements known as Heintz House Apartments, which may be in a shared position with the existing RD 515 mortgage. The Fund will also be secured by the Borrower's operating and replacement reserves associated with the project. During the construction period, the Fund will be secured by Payment and Performance Bonds, equal to 100% of the construction contract. The loan will include the corporate guarantees of BCHF Union Housing Partners, Inc. and Buckeye Community Hope Foundation.

Member Martin moved to approve the request for the HOME Program Loan for the rehabilitation of Heintz House Apartments, as presented. His motion was seconded by Member Nistendirk, and, upon the affirmative vote of the ten (10) members present, the Chair declared the motion adopted.

#### CONSIDERATION OF A HOUSING DEVELOPMENT FUND CONSTRUCTION LOAN FOR PINE MEADOWS

Mr. Testman presented a loan request from Pine Meadows Apartments Limited Partnership, to finance the rehabilitation of a forty (40) unit Low-Income Housing Tax Credit Program ("LIHTCP") project located in Saint Albans known as Pine Meadows Apartments.

Mr. Testman stated that the Project will consist of seven (7) buildings. Ten (10) units are designated for tenants with income at or below 40% Area Median Income (AMI) and thirty (30) 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 developed 114 projects consisting of more than 4,700 units of affordable housing across several states. This included the development of 23 LIHTC projects in West Virginia. Given BCHF's extensive development experience, staff has a high level of confidence in their 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 \$4,500,000, with a fixed interest rate of up to 4.5%, for a term of up to 24 months. The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known as Pine Meadows Apartments, during the construction phase, corporate guarantees of BCHF St. Albans Housing Partners, Inc. and Buckeye Community Hope Foundation, and Payment and Performance Bonds equal to 100% of the construction contract.

Member Nistendirk moved to approve the request for the Multifamily Construction Loan for the rehabilitation of Pine Meadows Apartments, as presented. His motion was seconded by Member Giatras, and, upon the affirmative vote of the ten (10) members present, the Chair declared the motion adopted.



CONSIDERATION OF A HOUSING DEVELOPEMENT FUND  
CONSTRUCTION LOAN AND PERMANENT LOAN FOR  
TREMONT PARK APARTMENTS

Member Retton rejoined the meeting.

Mr. Testman presented two loan requests from Tremont Park Apartments TM LLC, to finance the rehabilitation of a thirty-six (36) unit Low-Income Housing Tax Credit Program ("LIHTCP") project located in Bluewell known as Tremont Park Apartments.

Mr. Testman stated that the Project will consist of four (4) garden-style buildings. Nine (9) units are designated for tenants with income at or below 40% 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 TM Associates Development, Inc. (TM). TM has successfully completed over 80 projects with awards of competitive Low-Income Housing Tax Credits in many states. Given TM's extensive development experience, staff has a high level of confidence in their 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 \$3,250,000, with a fixed interest rate of up to 4.5%, for a term of up to 24 months. The Multifamily Construction Loan will be secured by a first lien deed of trust on the land and improvements known as Tremont Park Apartments, corporate guarantees of MARG Rural LLC and TM Associates Development, Inc., and Payment and Performance Bonds equal to 100% of the construction contract.

Member Giatras moved to approve the request for the Multifamily Construction Loan for the rehabilitation of Tremont Park Apartments, as presented and contingent upon receipt of the USDA conditional commitment prior to closing. His motion was seconded by Member Nistendirk, and, upon the affirmative vote of the eleven (11) 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 \$750,000, with a fixed rate of up to 5.75%, for a term of 40 years. The Permanent Loan will be secured by a first lien deed of trust on the land and improvements known as Tremont Park Apartments, USDA 538 GRRHP Option 1 Permanent Loan Guarantee, which will cover 90% of the permanent loan balance. Limited non-recourse guarantees of the corporate owners may also be required.

Member Giatras moved to approve the request for the Multifamily Permanent Loan for the rehabilitation of Tremont Park Apartments, as presented and fulfillment of USDA conditional commitments prior to closing. His motion was seconded by Member Martin, and, upon the affirmative vote of the eleven (11) members present, the Chair declared the motion adopted.

CONSIDERATION OF PROPOSED INCREASE TO THE  
HOUSING TRUST FUND LOAN FOR HART HOUSE II  
APARTMENTS

Cathy Colby informed the Board that in November 2022, the Board approved the Housing Trust Fund financing request for a loan up to \$400,000 for Hart House II Apartments (the "Project"), a 20-unit Low-Income Housing Tax Credit Program ("LIHTCP") project in Spencer, WV. Ms. Colby noted that staff is requesting the Board's consideration of an increased HTF loan and explained that the need for increased funding is primarily due to the pandemic's escalating construction costs combined with unforeseen change orders caused the Project's total construction costs to increase over \$468,000. The Project has a need for additional funds from the HTF Program.

Ms. Colby stated that staff is requesting the Board's approval of an increased HTF loan of up to \$900,000 (previously \$400,000). Ms. Colby informed the Board that no other changes to the terms and conditions of the November 2022 approval are being requested.

Member Martin moved the approval of the increased HTF loan for Hart House II Apartments in substantially the form presented. His motion was seconded by Member Giatras, and, upon the affirmative vote of the eleven (11) members present, the Chair declared the motion adopted.

RESOLUTION OF APPRECIATION FOR SAM  
KAPOURALES

Ms. Boggess informed the Board that after serving on the Board as a Member from 2010 – 2023, Sam Kapourales is retiring and will no longer be serving as a Member of the Board. Ms. Boggess read the Board of Directors Resolution of Appreciation for Mr. Kapourales.

Member Giatras moved to approve the Resolution of Appreciation for Sam Kapourales. His motion was seconded by Member Martin, and, upon the affirmative vote of the ten (10) members present, the Chair declared the motion adopted.

A copy of the Resolution of Appreciation for Sam Kapourales is attached as Exhibit A.

INFORMATIONAL ITEM – AFFORDABLE HOUSING  
AWARDS

Mr. Testman informed the Board that the Fund conducts annual requests for proposals (RFP) from eligible Affordable Housing Fund (AHF) applicants. The 2023 RFP resulted in the selection of 35 projects to 20 organizations, totaling \$1,328,349.70.

EXECUTIVE SESSION TO DISCUSS LEGAL 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)

The Board did not go into Executive Session.

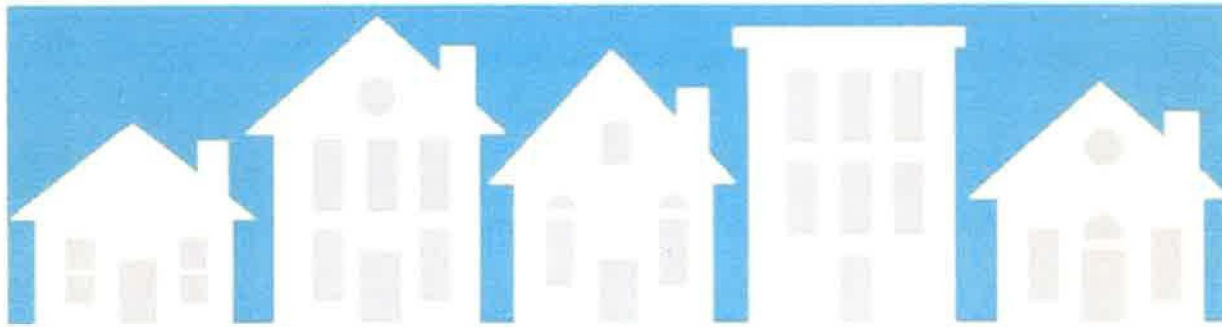
Kristin Shaffer gave an update on the Wolf Creek property.

ADJOURNMENT

There being no further business, Member Giatras moved to adjourn the meeting. His motion was seconded by Member Nistendirk. The meeting adjourned at 9:49 a.m.

  
Martha Lilly, Assistant Secretary





**BOARD OF DIRECTORS  
RESOLUTION OF APPRECIATION  
SAM KAPOURALES**

WHEREAS Sam Kapourales served as a member of the Board of Directors of the West Virginia Housing Development from 2010-2023, and

WHEREAS the West Virginia Housing Development Fund assisted more than 165,000 West Virginia families and individuals seeking rental and homeownership opportunities; and

WHEREAS Sam Kapourales was instrumental in the West Virginia Housing Development Fund being the only State Housing Finance Agency to achieve a Triple-A Bond rating, therein reflecting the level of trustworthiness and reliability that over the years has qualified the West Virginia Housing Development Fund for lower interest rates; and

WHEREAS, the Board of Directors of the West Virginia Housing Development Fund, its Officers, Staff, and the people of West Virginia are appreciative and grateful for the time, energy, and level of professional commitment to service that Sam Kapourales has provided; and

NOW, THEREFORE, the West Virginia Housing Development Fund hereby resolves that the Board of Directors of the West Virginia Housing Development Fund, its Officers, and the Staff hereby extend to Sam Kapourales their gratitude and appreciation for his unselfish, remarkable, and distinguished service to the West Virginia Housing Development Fund and the citizens of West Virginia.

IN WITNESS WHEREOF, I have hereunto set my hand and have caused the Official Seal of the West Virginia Housing Development Fund to be affixed hereto this 25th day of October 2023.

  
Ann Urling, Chair