

**Pennsylvania Housing Finance Agency
Meeting of the Board
June 14, 2018**

Members Present:

Robin Wiessmann, Chair
Thomas B. Hagen, Vice-Chair
Craig H. Alexander
*Maria F. Coutts
Kathy Possinger (serving in the stead of
Dennis Davin, Secretary of Department
of Community and Economic Development)
Jennifer Koppel
Ben Laudermilch (serving in the stead of
Teresa Miller, Secretary, Human Services)
Ross Nese
Keith Welks (serving in the stead of
Joseph Torsella, State Treasurer)
*Mark Schwartz

*On Telephone conference call

Members Absent:

Ronald F. Croushore
Robert Loughery
John Paone

Others Present:

Brian A. Hudson, Executive Director
Rebecca L. Peace, Deputy Executive Director/Chief Counsel
Holly Glauser, Director of Development
Bryce Maretzki, Director of Strategic Policy & Planning
Scott Elliott, Director of Communications
Carl Dudeck, Director of Housing Management
Kathryn Newton, Director of Loan Servicing
Coleen Baumert, Director of Homeownership
Charlotte Folmer, Executive Director of Commonwealth Cornerstone Group
Ali Tomich, Director of Western Region
Jordan Laird, Director of Finance
John Zapotocky, Director of Accounting
Melissa Grover, Government Affairs Associate
Melinda Johnson, Senior Housing Management Representative
Alan Flannigan, Department of Banking and Securities
Regina Smith, Senator Laughlin's District Director
Christine Rush, Legislative Assistant, Representative Patrick Harkins Office
Tim Vickey, Chief of Staff, Representative Ryan Bizzarro's Office
Hon. Kathy Dahlkemper, Erie County Executive
Julie Slomski, Director, Governor's Northwest Regional Office
Kim Thomas, DCED Regional Director
John Persinger, CEO, Erie Downtown Development Corporation
Mike Batchelor, President, Erie Community Foundation

Bishop Dwane Brock, Chairman, Board of Commissioners,
Housing Authority of the City of Erie
Matthew Good, Chief Executive Officer, H.A.N.D.S
Don Crenshaw, PSC East, LLC
Chuck Scalise
Mark Dombrowski, Vice President, Government Relations, Erie Insurance
David Gonzalez, Chief Executive Officer, St. Martin Center, Inc.
Hon. Joseph Schember, Mayor, City of Erie
PJ Monella, Northwest Political Field Representative, Pennsylvania Association of Realtors
Kim McWilliams, Erie Insurance
Kathy Wyrosdick, Planning Director, City of Erie
Fred Rush, City of Erie, Consultant
Keith Caughey, Loan Officer, Liberty Mortgage
Mary Ann Platz, Loan Officer, Liberty Mortgage
Debbie Gilmour-Bertges, Vice President, Liberty Mortgage
*David Doray, Manager of Multifamily Underwriting
*Stanley Salwocki, Manager of Architecture & Engineering
*Steven O'Neill, Assistant Counsel
*Chris Anderson, Communications Officer
*Ann Mermelstein, Senior Development Officer
*Bill Bailey, Senior Development Officer
*Ken Bobb, Senior Construction Document Examiner
*Jay Reinhard, Country Commons
*Robert Jacobs, Country Commons
*Karyntha Cadogan, Country Commons
*Ian Rawhauser, Bond 3 LP
*Claude Hicks, Bond 3 LP
*Gerry Joseph, Bond 3 LP
Maggie Strawser, Assistant Secretary
Carrie M. Barnes, Secretary

A meeting of the Members of the Board of the Pennsylvania Housing Finance Agency was held on Thursday, June 14, 2018 at 10:30 a.m. at the Sheraton Erie Bayfront Hotel, 55 West Bay Drive in Erie, Pennsylvania.

In compliance with the provisions of the Sunshine Act, notification of this meeting appeared in the Legal Notices Section of the *Erie Times-News* in Erie, Erie County on May 31, 2018; *The Patriot News* in Harrisburg, Dauphin County on June 3, 2018; *The Philadelphia Inquirer*, Philadelphia, Philadelphia County on June 2, 2018; the *Pittsburgh Post-Gazette* in Pittsburgh, Allegheny County on May 31, 2018; and *The Scranton Times* in Scranton, Lackawanna County on June 3, 2018.

1. CALL TO ORDER AND ROLL CALL

The meeting was called to order by Chair Wiessmann at 10:35 a.m. The roll was called and a quorum was present.

2. **WELCOME AND INTRODUCTION OF VISITORS**

Mr. Hudson recognized a number of the visitors to the PHFA Board meeting. He thanked them for coming to the meeting and stated that he is excited to be able to bring the PHFA Board to the City of Erie. The Board and staff are delighted to have made the trip from across the Commonwealth. The warm reception has been truly appreciated.

He also thanked those who participated in the PHFA project bus tour yesterday which highlighted a number of PHFA-financed developments in the City of Erie.

Mr. Hudson noted that there is a good partnership between the Agency and the City of Erie and it is his hope that this will continue.

3. **APPROVAL OF THE MINUTES FROM THE APRIL 12, 2018 BOARD MEETING**

There were no additions or corrections to the minutes.

Mr. Welks made a motion that the minutes from the April 12, 2018 Board meeting be approved as submitted. This motion was seconded by Vice Chairman Hagen and the motion was unanimously approved.

SPECIAL PRESENTATIONS

Mr. Hudson reported that the Agency held its annual Single Family Lenders Award Luncheon in April 2018 however, representatives from Liberty Mortgage Corporation, based in Erie, were unable to attend. Liberty Mortgage Corporation has been a significant partner with the Agency in its single family mortgage lending program over the years. During the past year, they have approved the most PennVEST loans of any lender in the Commonwealth and they have the top producing loan officers for Agency mortgages.

Mr. Hudson presented awards to Mary Ann Platz and Keith Coughy for the most conventional and FNMA loans produced and to Debbie Gilmour for the most PennVEST loans produced at Liberty Mortgage Corporation.

He stated that the Agency truly appreciates its partnership with Liberty Mortgage Corporation and thanked them for their continued support of PHFA's housing programs. It is his hope that this relationship will continue.

Mr. Hudson then presented PHFA Vice Chairman Thomas Hagen with a plaque commemorating his 22 years of service on the Agency's Board of Directors. He thanked Mr. Hagen for his many years of service, both to PHFA and to the Commonwealth for which he also served as the Secretary of Commerce for a number of years.

Mr. Schwartz added his thank you to Mr Hagen for all he has done for the Agency in several different capacities.

Mr. Hagen thanked everyone and noted that his term is set to expire on July 20, 2018 but he will continue servicing as a PHFA Board member until his successor has been nominated and confirmed. He stated that he has enjoyed his time on PHFA's Board and wishes them continued success.

Mr. Hudson then announced that his Executive Assistant and Board Secretary, Carrie Barnes, earlier this week celebrated her 40 year anniversary with the Agency. He thanked Ms. Barnes for her service to the Agency.

4. **PROGRAM AND DEVELOPMENT REVIEW COMMITTEE REPORT**

Mr. Welks, as Chair of the Program and Development Review Committee reported that the Committee met prior to the Board meeting and reviewed the following agenda items.

A. **Allocation of Tax-Exempt Bond Issuing Authority**

1. **Bond 3 LP, Dauphin, Lancaster and York Counties**

Mr. Bailey reviewed the proposed project and its financing plan. He reported that the owner is requesting an allocation of volume cap for the acquisition and rehabilitation of numerous units of both general and senior occupancy units in four developments in Dauphin, Lancaster and York Counties. The owner is requesting an allocation of volume cap in an amount not to exceed \$11,500,000. These private activity bonds would be issued by the Lancaster County Redevelopment Authority. There will be no relocation of tenants during the rehabilitation of the units.

Staff recommends approval of this request.

Mr. Welks as chairman of the Program and Development Review Committee reported that the Committee concurs with staff's recommendation.

Mr. Welks made the motion that the Board approve the resolution authorizing a 2018 housing related bond allocation to Bond 3 LP in an amount not to exceed \$11,500,000. This motion was seconded.

Mr. Rawhauser representing the owner, thanked the Board for their consideration and approval of this request and noted that they are looking forward to beginning the rehabilitation of these units.

Mr. Welks called for a vote on the motion that the Board approve the resolution authorizing a 2018 housing related bond allocation to Bond 3 LP in an amount not to exceed \$11,500,000. This motion was unanimously approved. (See Appendix 1 of these Minutes.)

B. PHFA Tax-Exempt Bond Financing Approval

1. Country Commons Apartments, Bensalem Township, Bucks County

Ms. Mermelstein reviewed the proposed project and its financing plan. She reported that the Agency would be the conduit issuer of these tax-exempt bonds in an amount not to exceed \$53,800,000 for the preservation and moderate rehabilitation of Country Commons Apartments. Tenants may be temporarily relocated as their units are rehabilitated and all costs of the temporary relocation have been included in the project budget.

Staff recommends approval of this financing request.

Mr. Welks as chairman of the Program and Development Review Committee reported that the Committee concurs with staff's recommendation.

Mr. Welks made the motion that the Board approve the resolution authorizing the issuance of \$53,800,000 maximum aggregate principal amount of Special Limited Obligation Multifamily Housing Development Bonds for Country Commons Apartments. This motion was seconded by Ms. Possinger.

Mr. Reinhard, representing the owner, specifically thanked Ms. Mermelstein for her assistance in getting this project to this point. He thanked the Board for the approval and stated that the owners are looking forward to working with the Agency again.

Mr. Welks called for a vote on the motion that the Board approve the resolution authorizing the issuance of \$53,800,000 maximum aggregate principal amount of Special Limited Obligation Multifamily Housing Development Bonds for Country Commons Apartments. This motion was unanimously approved. (See Appendix 2 of these Minutes.)

C. Transfer of Ownership

1. Berwick House, Tamaqua, Schuylkill County

Mr. Dudeck reported that the first mortgage on this project was paid off in March 2018. There is a PennHOMES loan balance of \$260,000. The current owner, Berwick House Associates, Ltd. would like to transfer the ownership of the project to Alliance for Building Communities, Inc. which is also the current management agent.

Mr. Dudeck reported that staff as reviewed the project and the documents regarding the transfer of ownership and recommends approval of the transfer.

Mr. Welks as chairman of the Program and Development Review Committee reported that the Committee concurs with staff's recommendation.

Mr. Welks made the motion that the Board approve the resolution authorizing the transfer of ownership for Berwick House. This motion was seconded by Mr. Nese and was unanimously approved. (See Appendix 3 of these Minutes.)

D. Property Workout

1. Emma Lazarus Place, Reading, Berks County

Mr. Dudeck reported that this project has been experiencing ongoing operating losses and maintenance issues for a number of years. In 2017, the Reading Housing Authority took over as management agent and has paid for repairs in excess of \$175,000. Emma Lazarus Homes, Inc. whose member is the Reading Housing Authority has agreed to purchase the property and maintain the units as affordable housing.

Mr. Dudeck noted that the sale proceeds are insufficient to repay the Agency's outstanding debt; therefore the owner requests that the Agency accept 50 percent of the outstanding PennHOMES loan balance (\$100,000) as payment in full to satisfy the outstanding liens and covenants on the property.

Mr. Dudeck reported that staff has reviewed all of the documentation and recommends approval of this request.

Mr. Welks as chairman of the Program and Development Review Committee reported that the Committee concurs with staff's recommendation.

Mr. Welks made the motion that the Board approve the resolution authorizing the property workout of Emma Lazarus Place. This motion was seconded by Mr. Laudermilch and unanimously approved. (See Appendix 4 of these Minutes.)

E. Other Business

1. Transfer of Partner Interest

Mr. Welks reported that the Program and Development Review Committee has been authorized by the Board to approve General Partnership transfers. The Program and Development Review Committee has unanimously approved the

transfer of general partnership from Conifer Realty, LLC to MARG RURAL LLC for Rose Square Apartments located in Connellsville, Fayette County. (See Appendix 5 of these Minutes.)

At this point in the meeting, Chair Wiessmann recognized the Honorable Joseph Schember, Mayor of the City of Erie. Mayor Schember welcomed the Board to Erie. He hoped that everyone has been enjoying the beautiful Erie weather. He stated that he appreciates everything the Agency has done for Erie.

AUDIT/HEMAP COMMITTEE REPORT

Ms. Possinger reported that the Audit and HEMAP Committees of the Board met jointly with Mitchell/Titus, auditors for the HEMAP and KPMG, auditors for the Agency on May 24, 2018 to review the scope of work to be completed for each audit. Both audits should be completed by Fall and will be ready for review by the Board at its annual policy meeting to be held on December 12, 2018.

5. APPROVAL OF SINGLE FAMILY MORTGAGE REVENUE BONDS, SERIES 2018-126 AND SERIES 2018-127

Mr. Hudson reported that all of the proceeds of the Agency's Series 2018-125 bonds have been reserved even though closing will not take place until later this month. The 30-year mortgage rates will be offered between 3.675 and 4.5 percent. This is the Agency's first bond issue in many years comprised of all "new money".

Mr. Hudson expects that Series 2018-127 will be sold this Summer, followed by Series 2018 in the Fall. The Agency is anxious to get back into the market on a regular basis.

Mr. Hudson stated that he is requesting Board approval for staff to proceed with these bond issues and also to delegate the final terms and conditions related to these transactions to the Finance Committee.

Mr. Laudermilch made the motion that the Board approve the resolutions authorizing the issuance of Single Family Mortgage Revenue Bonds, Series 2018-127 and Series 2018-128 and delegating the authority to the Finance Committee to finalize all terms and conditions of each issuance. This motion was seconded by Ms. Possinger and unanimously approved. (See Appendices 6 and 7 respectively of these Minutes.)

6. UPDATE ON THE COMMUNITY REVITALIZATION FUND PROGRAM

Mr. Maretzki reported that this new program was included in the Governor's 2016-2017 budget and made available in fiscal year 2017-2018.

He reported that the Agency receives an annual allocation of \$2,000,000 in tax credits that are sold by the Agency with the proceeds being used to support mixed-use projects in smaller communities in the Commonwealth.

The Agency issued an RFP for mixed-use developments and nine applications were received requesting a total of \$6,500,000 (seven from Philadelphia and two from Allegheny County). The Agency has about \$1,600,000 in its Community Revitalization Program account for project awards from the sale of the tax credits.

Staff will be reviewing the applications and will present their recommendations to the Board this Fall.

Mr. Marezki reminded the Board that these projects are very small, mixed-use proposals (15-20 units or less of affordable rental units) which also include commercial space.

Mr. Marezki reported that the pilot program for the Community Revitalization Program was the ReCLAIM Program. There was one project completed under the ReCLAIM program which is located in Pittsburgh. It includes a bakery on the first floor with apartments on the upper floors. Mr. Marezki noted that this project has been quite successful.

Mr. Schwartz stated the Mr. Marezki has done a great job on this program.

A question was raised regarding whether or not the Agency could use fiscal year 2018-2019 tax credit sale proceeds to support the initial round of project applications. The Agency is reviewing the possibility of using the second year credit sales to further support the nine project applications. Staff will provide updates as available.

7. DEVELOPMENT STATUS REPORT

There were no comments or questions on this report.

8. PHFA INVESTMENT REPORT

Mr. Hudson noted that the estimated value of the Agency's total of U. S. Government Obligations is a little over \$274,000,000 and he does expect the yield to change based on maturities and the yield curve. Chair Wiessmann noted that the maturities have pretty much been distributed.

9. OTHER BUSINESS

A. Substitution of Tax Credits

1. Willard School, Philadelphia, Philadelphia County

Ms. Glauser reported that Project HOME has requested that the Agency provide a supplemental preliminary tax credit award to allow the Willard School

project to proceed in this last cycle utilizing 9 percent tax credits rather than the Rowan Judson Diamond project utilizing 4 percent tax credits. Ms. Glauser reported that the Board previously approved the Rowan Judson Diamond project for funding under the last cycle of tax credits. Board approval is necessary to substitute one project for another in the allocation of tax credits.

Mr. Welks made the motion that the Board approve the resolution authorizing certain additional actions regarding the year 2017/2018 of the Federal Low Income Rental Housing Tax Credit Allocation Processing. This motion was seconded. Mr. Schwartz abstained. The motion carried. (See Appendix 8 of these Minutes.)

B. July 12, 2018 Board Meeting

Mr. Hudson reported that the July 12, 2018 PHFA Board meeting will be held via telephone conference call.

C. Other Business

There was no other business to be brought before the Board .

10. ADJOURNMENT

There being no further business to be discussed, a motion was made and seconded that the meeting be adjourned. The motion was unanimously approved. The meeting of the Board was adjourned at 11:25 a.m.

The next regularly scheduled meeting of the Members of the Board of the Pennsylvania Housing Finance Agency will be held via telephone conference call on Thursday, July 12, 2018 at 10:30 a.m.

Respectfully submitted,



Carrie M. Barnes
Secretary

**RESOLUTION OF THE MEMBERS OF THE PENNSYLVANIA HOUSING FINANCE AGENCY
AUTHORIZING 2018 HOUSING RELATED BOND ALLOCATION
Bond 3 LP**

WHEREAS, the Pennsylvania Housing Finance Agency (the "Agency") exists and operates by virtue of and pursuant to the Housing Finance Agency Law, (1959, Dec. 3, P.L. 1688, as amended, 35 P.S. 1680.101, et seq.) (hereinafter, "the Act"); and

WHEREAS, private activity bond volume cap ("Volume Cap") is available to the Agency for the purpose of issuing housing bonds in accordance with the Internal Revenue Code of 1986, as amended (the "Code"), and with applicable laws and regulations in the Commonwealth; and

WHEREAS, the Agency issued its Multifamily Housing Application that includes a Request for Proposals for Volume Cap for Tax Exempt Bond Financing ("RFP") inviting developers of residential rental facilities to seek an allocation of Volume Cap; and

WHEREAS, Applicant, Bond 3 LP, has requested an allocation of Volume Cap for the acquisition and rehabilitation of 183 units of general occupancy and 25 units of senior (sixty-two and older) occupancy housing in four projects located in Dauphin County, Lancaster County and York County (the "Development"); and

WHEREAS, the Agency has determined to provide a preliminary allocation of Volume Cap in an amount not to exceed \$11,500,000 for the issuance of private activity bonds by the Lancaster County Redevelopment Authority ("Issuer"), subject to satisfaction of certain conditions set forth below.

NOW THEREFORE, be it resolved by the members of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018, as follows:

Section 1. Staff is hereby authorized to take all necessary actions to provide a conditional preliminary allocation of Volume Cap in an amount not to exceed \$11,500,000 (which includes a contingency amount) for the tax exempt bond financing of the Development and a reallocation of existing PennHOMES funding to support the restructured new Development subject to the following conditions: a.) evidence, satisfactory to the Agency, that all conditions and qualifications relating to Section 42 of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the Issuer's determinations made pursuant to Section 42(m)(2)(D) of the Code, and all applicable requirements of the Agency's Tax Credit Program have been met; b.) evidence, satisfactory to the Agency, that all conditions and qualifications relating to Sections 103 and 142 (and related sections) of the Code have been met; c.) compliance with the timeframes and deadlines established by the Agency; d.) evidence of the commitment of construction and permanent financing and equity in amounts sufficient to ensure the financial feasibility of the project; e.) evidence of the commitment to serve low income tenants for a period of not less than 35 years, which will be included in the Restrictive Covenant Agreement; and f.) evidence of the satisfaction of accessibility requirements.

Section 2. The action taken by the Agency is hereby declared to be an affirmative official act of the Agency toward the issuance of private activity bonds to finance the above named project; provided that in no event shall this official act be construed as an acceptance of any liability on behalf of the Agency nor as an indication of final selection for financing or a commitment of Volume Cap.

Section 3. This resolution shall be effective immediately.

PENNSYLVANIA HOUSING FINANCE AGENCY

RESOLUTION

**Authorizing the Issuance of \$53,800,000
Maximum Aggregate Principal Amount of
Special Limited Obligation Multifamily Housing Development Bonds
(Country Commons Apartments)**

Adopted: June 14, 2018

**A RESOLUTION AUTHORIZING THE ISSUANCE OF
\$53,800,000 MAXIMUM AGGREGATE PRINCIPAL AMOUNT
SPECIAL LIMITED OBLIGATION
MULTIFAMILY HOUSING DEVELOPMENT BONDS
(COUNTRY COMMONS APARTMENTS)**

WHEREAS, the Housing Finance Agency Law, Act of December 3, 1959, P.L. 1688, as amended (35 P.S. Section 1680.101 *et seq.*) (the "**Act**"), determines and declares that the welfare of the Commonwealth of Pennsylvania (the "**Commonwealth**") is threatened by an inadequate supply of housing for persons and families of low and moderate income and the elderly; that the housing need for persons and families of low and moderate income and the elderly has not had economic expression in a market demand sufficient to encourage greater production of such housing by private industry due to high construction costs, a scarcity of financing and increased interest rates; that necessary governmental activities in urban renewal programs and under regulatory laws protecting health and safety face serious curtailment or interruption unless it becomes economically feasible for persons and families to acquire housing in place of the dwellings being eliminated by such activities; that the Commonwealth has a strong moral responsibility to assist in providing opportunity for the rental of relocation housing by persons and families displaced by necessary governmental activities and a general responsibility to eliminate conditions which prevent private industry from supplying housing to relieve the general shortage of housing; that private industry alone is unable to provide financing necessary for housing for persons and families of low and moderate income at a cost which such persons and families can afford; that the financing provided for in the Act will encourage greater expenditure of private capital for housing; and that there is a clear relationship between the provision of adequate, safe and sanitary housing and the advancement of public health and morals and the prevention of fire, accident and crime; and

WHEREAS, the Act empowers the Pennsylvania Housing Finance Agency (the "**Agency**") to make loans to eligible borrowers to provide for the construction, rehabilitation or permanent financing of such residential housing developments as in the judgment of the Agency have promise of supplying well planned, well designed apartment units which will provide housing for low and moderate income persons or families or the elderly and others in locations where there is a need for such housing and to purchase, service and sell such loans and to accept grants and subsidies from and to enter into agreements or other transactions with any federal agency or agency of the Commonwealth or other entity and to do all things necessary or convenient to carry out the powers granted by the Act; and

WHEREAS, the Agency is further authorized to issue and sell, subject to written approval by the Governor, bonds or notes in such principal amounts as, in the opinion of the Agency, are necessary to provide sufficient funds for achieving its corporate purposes; and

WHEREAS, the Agency has the power to invest any funds held in reserve or sinking funds and any funds not required for immediate disbursement in such investments as may be lawful for fiduciaries under any law of the Commonwealth, and the Agency may pledge reserve funds to the holders of bonds or notes which are issued pursuant to the Act and proceeds of loans created therefor by the Agency, all or any part of the assets acquired by the Agency pursuant to the Act, and any other lawfully available money to secure the payment of such bonds or notes; and

WHEREAS, the Act provides that bonds or notes issued by the Agency may be secured by a trust agreement, indenture of trust or similar instrument (the "**Indenture**") by and between it and a trustee and that the resolution providing for the issuance of such bonds or notes or such Indenture may contain such provisions for protecting and enforcing the rights and remedies of the bondholders or noteholders as may be reasonable and proper and not in violation of law, including covenants setting forth the duties of the Agency in relation to the custody, safeguarding and application of all moneys, may set forth the rights and remedies of the bondholders or noteholders and of any trustee, and may contain such other provisions as the Agency may deem reasonable and proper for the security of the bondholders or noteholders; and

WHEREAS, the Agency has determined to issue and secure bonds or notes in one or more series or subseries in accordance with, pursuant to and under this Resolution, a loan agreement and/or similar loan, trust, financing or purchase agreements (such operative documents shall be referred to hereinafter collectively as the "**Agreement**"); and

WHEREAS, Lighthouse Country Commons, LLC, a Pennsylvania limited liability company, or another affiliate of the sponsor, Orbach Affordable Housing Solutions LLC (the "**Borrower**") has requested financing from the Agency in the form of tax-exempt and/or taxable bonds or notes, in one or more series or subseries, issued at the same or different times, in an aggregate amount not to exceed \$53,800,000 (the "**Bonds**") to fund the acquisition, construction, improvement, rehabilitation and equipping of a multifamily residential rental housing project known as "Country Commons Apartments," located at 3338 Richlieu Road, Bensalem, Bucks County, Pennsylvania, with 351 total units of affordable housing in twenty-four two-story apartment buildings (collectively, the "**Project**"); and

WHEREAS, the Agency will originate a mortgage loan (the "**Mortgage Loan**") with the proceeds of the Bonds to the Borrower pursuant to the Agreement and certain mortgage loan documents (the "**Mortgage Loan Documents**") and will assign the Mortgage Loan to Jones Lang LaSalle Multifamily, LLC (the "**Lender**"), or such successor entity as may be approved by the Agency; and

WHEREAS, the Agency may use a portion of the proceeds of the Bonds to reimburse itself or the Borrower for original expenditures paid prior to the date of issuance of the Bonds; and

WHEREAS, this Resolution is intended, *inter alia*, to constitute a statement of "Official Intent" pursuant to Treasury Regulations §1.150-2, T.D. 8476 (the "**Treasury Regulations**"); and

WHEREAS, RBC Capital Markets, LLC or its affiliate (the "**Purchaser**"), or such successor entity as may be approved by the Agency, will underwrite the Bonds and facilitate the public sale and offering of the Bonds to the ultimate purchasers.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF THE PENNSYLVANIA HOUSING FINANCE AGENCY AS FOLLOWS:

**ARTICLE I
AUTHORITY AND DEFINITIONS**

Section 101. Authority for Resolution. This Resolution (hereinafter referred to as the "**Resolution**") is adopted pursuant to the authority granted to the Agency in the Act.

Section 102. Definitions. All terms which are used but not defined herein shall have the meanings ascribed to them in the Agreement.

**ARTICLE II
AUTHORIZATION OF BONDS**

Section 201. Principal Amount and Designation. The Bonds are hereby authorized to be issued in one or more series or subseries, in an aggregate principal amount not to exceed \$53,800,000. The Bonds shall carry the designation set forth in the Agreement. The Bonds shall be issued pursuant in all respects to the terms of this Resolution.

Section 202. Purposes. The Bonds are being issued as special and limited obligations of the Agency, payable solely out of the moneys derived pursuant to the Agreement and the revenues generated by the pass-through certificate issued by Fannie Mae with respect to the Mortgage Loan. Proceeds of the Bonds shall be used for the payment of qualified costs associated with the acquisition, new construction, renovation, equipping and/or improvement of the Project, and may be applied to certain costs of issuance. The Project is in every respect intended to qualify as a "residential rental facility" under the exempt facility provisions of Section 142(d) of the Internal Revenue Code of 1986, as amended (the "**Code**").

Section 203. Conditions. This financing is subject to the fulfillment of all of the following conditions to the satisfaction of the Agency: (a) submission, review, and approval of all documentation necessary to secure construction and permanent loan financing; (b) satisfactory evidence that all conditions and qualifications relating to Section 42 of the Code and all applicable requirements of the Tax Credit Program have been met; (c) satisfactory evidence and Agency Counsel approval that all qualifications relating to Sections 103 and 142 (and related sections) of the Code have been met; (d) compliance with all requirements established by the Agency in the Tax-Exempt Qualified Residential Rental Facilities Seeking Private Activity Bond Allocations Request for Proposals; (e) compliance with all timeframes and deadlines established by the Agency; (f) evidence of the commitment of construction and permanent financing and contribution of equity in amounts sufficient to ensure financial feasibility of the Project; (g) evidence of the commitment to serve low income tenants for a period of not less than thirty-five (35) years, which will be included in the Restrictive Covenant Agreement; (h) evidence of the satisfaction of accessibility requirements; (i) final underwriting of the application for tax-exempt financing and low income housing tax credits; (j) satisfactory evidence of all requisite HUD approvals, including, but not limited to, approval of the transfer and extension of the HUD project-based subsidies; (k) satisfactory evidence of all requisite Fannie Mae and Lender approvals for the purchase of the Mortgage Loan and the issuance of the pass-through certificate with respect to the Mortgage Loan; and (l) submission of two sets of complete full size architectural plans and specifications at least 60 days prior to the commencement of construction to allow sufficient time for Agency review and approval. Civil engineering, architectural, structural, HVAC, plumbing, and electrical drawings and specifications shall be submitted, as applicable. Agency comments and recommendations made during its review must be addressed and approved prior to the commencement of the loan closing.

Section 204. Date, Principal Amount, Maturity and Interest Rate. The Bonds shall be dated as of the first day of the month in which they are issued, except as may be otherwise provided in the Indenture or the Bonds. The maturity date, interest rate or rates (which may be fixed or variable), interest payment dates, place of payment and other terms of the Bonds shall be as provided in the Indenture as finally executed; provided, however, that the maximum aggregate principal amount of the Bonds shall not exceed \$53,800,000; the initial interest rate on the Bonds shall not exceed the lesser of eight percent (8%) per annum or such rate supported by the final underwriting; and the final maturity of the Bonds shall be no later than twenty years after issuance, or such date supported by the final underwriting (whichever is shorter).

Section 205. Payments. The Bonds shall bear interest from their dated date and shall be payable as set forth in the Bonds and the Indenture, until the date of maturity of the Bonds or redemption prior to maturity, as provided in the Indenture. All principal shall be due at maturity or redemption prior to maturity, as provided in the Indenture.

Section 206. Denominations, Numbers, Letters and Forms. The Bonds shall be issued as registered Bonds in \$1.00 minimum denominations and any multiple of \$1.00 in excess thereof, provided that for purposes of redeeming Bonds, the authorized denomination shall mean \$1.00. The Bonds shall be numbered consecutively, as appropriate. The Bonds shall be in substantially the form and tenor prescribed in the Indenture.

Section 207. Execution of Bonds. The Bonds shall be executed by the manual or facsimile signature of the Executive Director, Deputy Executive Director and Chief Counsel or Director of Finance and the seal of the Agency or a facsimile thereof shall be imprinted, impressed or otherwise reproduced on the Bonds and attested by the manual or facsimile signature of the Executive Director, Deputy Executive Director and Chief Counsel, Director of Finance or Secretary of the Agency. The Bonds shall be delivered to or on behalf of the Purchaser pursuant to the terms of the Indenture.

Section 208. Place of Payment. The principal payments, including payments upon redemption, of the Bonds shall be payable to the bondholders, as provided in the Indenture.

Section 209. Redemption. The Bonds shall be subject to optional redemption, extraordinary optional redemption and mandatory redemption as provided in the Indenture.

Section 210. Execution of Requisite Agreements. Any of the Executive Director, Deputy Executive Director and Chief Counsel or Director of Finance of the Agency is hereby authorized to execute, for and on behalf of and in the name of the Agency, the Bonds, the Indenture, the Agreement and the Mortgage Loan Documents, with such final terms and provisions as their counsel may deem advisable, provided that the Bonds shall contain such substantive terms and provisions materially consistent with this Resolution.

ARTICLE III BOND PROCEEDS AND PAYMENTS OF COSTS

Section 301. Bond Proceeds. Pursuant to the Agreement, upon receipt of the proceeds of the sale of the Bonds, such proceeds shall be applied to originate the Mortgage Loan, which Mortgage Loan will be assigned to the Lender and the proceeds of which will be advanced to the Borrower.

Section 302. Payments of Costs. At closing, the Borrower shall pay the costs, expenses and professional fees associated with the issuance of the Bonds.

ARTICLE IV SECURITY FOR THE BONDS

Section 401. Limited Obligation. The Bonds shall be special and limited obligations of the Agency, and shall be payable only from funds paid by or on behalf of Borrower or revenues from the Pass-through certificate issued by Fannie Mae with respect to the Mortgage Loan. The Bonds shall be secured by the collateral described in the Indenture as security for the bondholders. The Bonds shall contain a statement therein to the effect that the obligations of the Agency on the Bonds are expressly limited to and are payable solely from the sources described in the Indenture.

Section 402. Credit of Commonwealth Not Pledged. The Bonds shall contain therein a statement to the effect that the Bonds shall be special and limited obligations of the Agency payable only from the sources provided in the Indenture, that neither the Commonwealth nor any political subdivision thereof shall be liable on the Bonds and that neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof is pledged to the payment of the principal of or the interest on the Bonds. Neither the members of the Board nor the officers of the Agency nor any person executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

ARTICLE V MISCELLANEOUS

Section 501. Authorization of Officers. The Chairperson, Vice Chairperson, Executive Director, Director of Finance, Deputy Executive Director and Chief Counsel, Secretary and any Assistant Secretary of the Agency, and any other authorized officer of the Agency, are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution, the Bonds, the Agreement, the Indenture and the Mortgage Loan Documents, as shall, with the advice of the Agency Counsel and Bond Counsel, be advisable.

Section 502. Covenant to Comply with Federal Tax Requirements. The Agency hereby covenants to comply, and to take appropriate steps to ensure that the Borrower complies, with all applicable requirements of the Code so that interest on the Bonds will be excluded from gross income of the holders thereof for federal income tax purposes, including all applicable requirements of the Code regarding the provision of funds for qualified residential rental properties, investment of proceeds, treatment of fund investment earnings, repayments or unused proceeds, restriction of earnings on reserve funds, and rebate and yield restrictions set forth in Section 148 of the Code. The Agency also covenants to make any required payment imposed by the United States to maintain compliance with said requirements from time to time as required by Section 148 of the Code (or by applicable subsequent Treasury Regulation.) The Agency shall require that Borrower contract for and fund the retention of qualified computation advisers to perform all applicable disclosure and federal tax compliance requirements.

Section 503. Official Intent. In accordance with Treasury Reg. §1.150-2, the Agency hereby confirms its intentions that a portion of the proceeds of the Bonds may be used to reimburse itself or the Borrower for qualifying expenditures paid prior to the date of issuance of the Bonds. All original expenditures to be reimbursed will be capital expenditures (as defined in Treas. Reg. Sec. 1.150-1(b)) and other amounts permitted to be reimbursed pursuant to Treas. Reg. Sec. 1.150-2(d)(3) and (f).

Section 504. Effective Date and Validity. This Resolution shall take effect immediately and shall remain in effect until specifically repealed.

**RESOLUTION OF THE MEMBERS OF THE BOARD
OF THE PENNSYLVANIA HOUSING FINANCE AGENCY
APPROVING TRANSFER OF OWNERSHIP
BERWICK HOUSE, PHFA NO. O-111**

WHEREAS, Berwick House, located in Tamaqua, Schuylkill County, Pennsylvania (the "Development"), was originally financed in November 1991 through funds provided by taxable bond financing in the amount of \$128,289 and a PennHomes loan in the amount of \$260,000; and

WHEREAS, the current ownership entity of the Development, Berwick House Associates, Ltd., a Pennsylvania limited partnership, has requested Agency approval of the transfer of ownership; and

WHEREAS, the Development is subject to Agency approval of any change in the nature or character of the ownership entity throughout the term of the Agency mortgage loan; and

WHEREAS, the new owner will assume the existing mortgage and will continue to operate the Development and shall be responsible for the fiscal and physical condition of the Development; and

WHEREAS, staff recommends approval of the sale and transfer of ownership of the Development to Alliance for Building Communities, Inc., a Pennsylvania nonprofit corporation, subject to the conditions set forth below.

NOW, THEREFORE, be it resolved by the Members of the Board of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018, as follows:

Section 1. The Agency approves the transfer of ownership of Berwick House to Alliance for Building Communities, Inc.

Section 2. Staff is authorized and directed to take all actions necessary to effectuate the transfer of ownership of the Development; subject to review and approval of the appropriate documents for the transaction.

Section 3. This resolution shall take effect immediately.

**RESOLUTION OF THE PENNSYLVANIA HOUSING FINANCE AGENCY
AUTHORIZING PROPERTY WORKOUT FOR
EMMA LAZARUS PLACE, PHFA NO. O-572**

WHEREAS, Emma Lazarus Housing Associates, L.P., a Pennsylvania limited partnership ("Owner"), is the owner of a ten unit residential rental development known as Emma Lazarus Place located in Reading, Berks County, Pennsylvania (the "Development"); and

WHEREAS, in March 1998, the Agency provided \$200,000 PennHOMES mortgage financing to Owner for the Development; and

WHEREAS, the Development has encountered persistent vacancies, ongoing operating losses, maintenance issues and overall substandard management; and

WHEREAS, Owner proposes to sell the Development to Emma Lazarus Homes, Inc., a Pennsylvania limited liability company, whose member is the Reading Housing Authority, which will maintain the Development as affordable housing; and

WHEREAS, sale proceeds will be insufficient to pay off the outstanding balance of the PennHOMES loan, so the Agency has been asked to accept an amount equal to 50% of the outstanding PennHOMES loan as payment in full (\$100,000); and

WHEREAS, the Agency has reviewed the Development and its financial operations and has determined to approve the sale of the Development and repayment of the PennHOMES loan associated with the Development as set forth below.

NOW, THEREFORE, be it resolved by the members of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018, as follows:

Section 1. The Executive Director, Deputy Executive Director and Agency staff are authorized to approve the sale of Emma Lazarus Place to Emma Lazarus Homes, Inc., a Pennsylvania limited liability company, whose member is the Reading Housing Authority, and to accept an amount equal to 50% of the outstanding balance of the PennHOMES loan as payment in full (\$100,000) and to take all actions necessary to accomplish the same.

Section 2. This resolution shall take effect immediately.

**RESOLUTION OF THE MEMBERS OF THE BOARD
OF THE PENNSYLVANIA HOUSING FINANCE AGENCY
APPROVING TRANSFER OF GENERAL PARTNER INTEREST
ROSE SQUARE APARTMENTS, PHFA NO. O-456**

WHEREAS, Rose Square Apartments, located in Connellsville, Fayette County, Pennsylvania (the "Development"), was originally financed in June, 1996 in the aggregate amount of \$404,676 through funds provided by Agency taxable bond financing in the amount of \$68,376 and the Agency's PennHOMES program in the amount of \$336,300; and

WHEREAS, the current ownership entity of the Development, Rose Square Apartments, L.P., a Pennsylvania limited partnership, has requested Agency approval of the transfer of the general partner's interest; and

WHEREAS, the Development is subject to Agency approval of any change in the nature or character of the ownership entity throughout the term of the Agency mortgage loan; and

WHEREAS, the new general partner will continue to operate the Development and shall be responsible for the fiscal and physical condition of the Development as the general partner of Rose Square Apartments, L.P.; and

WHEREAS, staff recommends approval of the proposed transfer of the general partner's interest of Rose Square Apartments, L.P. from Conifer Realty, LLC to MARG RURAL LLC, a West Virginia limited liability company, subject to the conditions set forth below.

NOW, THEREFORE, be it resolved by the Members of the Board of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018, as follows:

Section 1. The Agency approves the transfer from Conifer Realty, LLC to MARG RURAL LLC, as general partner of Rose Square Apartments, L.P.

Section 2. The Executive Director, Deputy Executive Director and other Agency staff are authorized and directed to take all actions necessary to effectuate the transfer; subject to staff review and approval of the appropriate documents for the transaction.

Section 3. This resolution shall take effect immediately.

RESOLUTION OF THE MEMBERS OF THE PENNSYLVANIA HOUSING
FINANCE AGENCY AUTHORIZING THE ISSUANCE OF
SINGLE FAMILY MORTGAGE REVENUE BONDS,
SERIES 127

WHEREAS, pursuant to the Housing Finance Agency Law, 35 P.S. Section 1680.101 et seq., "the Agency has the power...as authorized from time to time by resolution of the members and subject to the written approval of the Governor to issue its negotiable bonds...and notes in such principal amount as... shall be necessary to provide sufficient funds for achieving its corporate purposes...at such price or prices as the Agency shall determine..."; and

WHEREAS, the Agency has determined to issue its Single Family Mortgage Revenue Bonds, Series 127 in accordance with a resolution to be attached hereto and made a part hereof ("Series Resolution"); and

WHEREAS, pursuant to a resolution of the Agency adopted June 13, 1991 and entitled "RESOLUTION OF THE PENNSYLVANIA HOUSING FINANCE AGENCY DELEGATING TO THE FINANCE COMMITTEE CERTAIN SPECIFIC AUTHORITY RELATING TO AGENCY BOND ISSUES," the Agency has determined to delegate to the Finance Committee of the Board of the Agency, within the perimeters established herein, the authorization to negotiate the final terms of such series of bonds.

NOW, THEREFORE, be it resolved by the members of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018 as follows:

Section 1. Adoption of the Series 127 Resolution. The Series Resolution authorizing the issuance of the Agency's Single Family Mortgage Revenue Bonds, Series 127 (the "Bonds") is hereby incorporated herein by reference and is adopted by the Agency.

Section 2. Delegation of Authorization to Negotiate Final Terms. (a) Subject to the provisions of this Section 2, the Finance Committee is hereby authorized and directed to negotiate, prepare or accept, execute, deliver and distribute, for and on behalf of the Agency and in the name thereof, a contract of purchase and/or agreement and memorandum of understanding, which outlines terms of final pricing, interest rates, tender and redemption provisions, bond maturities, payment of associated costs of issuance appropriate for the financing (including reasonable compensation for applicable structuring and fees related thereto), and such documents as may be necessary for the transaction, including offering and disclosure documents, an indenture and all other documents relating to the issuance of and investment mechanisms relating to the Bonds and related securities, which may include taxable, variable rate or fixed rate notes. At the time such final terms have been negotiated on behalf of the Agency, such final terms shall be incorporated into the Series Resolution, which, with such final terms so incorporated, shall constitute the Series Resolution of the Agency authorizing the issuance of the Bonds.

(b) The final terms of the Series 127 Bonds shall be as negotiated by the Finance Committee, provided, however, as follows: (i) the principal amount of the Series 127 Bonds shall not exceed \$350,000,000, (ii) the final maturity of the Series 127 Bonds shall be no later than 2050, and (iii) the initial interest rate or rates on the Series 127 Bonds shall be a rate or rates resulting in a net interest cost no higher than 8% per annum.

Section 3. Additional Authorizations. The Executive Director, Deputy Executive Director and Chief Counsel or Director of Finance is authorized to enter into one or more guaranteed investment contracts, escrow deposit agreements or other investment instruments relating to the Bonds, to take all necessary actions and to make any necessary and appropriate amendments or adjustments to all or a relevant portion of any bonds issued under the Indenture and to secure substitute facilities and remarketing agreements for any of the Agency's outstanding variable rate demand obligations.

Section 4. Effective Date and Official Intent. This Resolution shall take effect immediately and shall serve to declare the official intent of the Agency to allow reimbursement of qualified capital expenditures from proceeds of the Bonds in accordance with Treasury Regulations.

RESOLUTION OF THE MEMBERS OF THE PENNSYLVANIA HOUSING
FINANCE AGENCY AUTHORIZING THE ISSUANCE OF
SINGLE FAMILY MORTGAGE REVENUE BONDS,
SERIES 128

WHEREAS, pursuant to the Housing Finance Agency Law, 35 P.S. Section 1680.101 et seq., "the Agency has the power...as authorized from time to time by resolution of the members and subject to the written approval of the Governor to issue its negotiable bonds...and notes in such principal amount as... shall be necessary to provide sufficient funds for achieving its corporate purposes...at such price or prices as the Agency shall determine..."; and

WHEREAS, the Agency has determined to issue its Single Family Mortgage Revenue Bonds, Series 128 in accordance with a resolution to be attached hereto and made a part hereof ("Series Resolution"); and

WHEREAS, pursuant to a resolution of the Agency adopted June 13, 1991 and entitled "RESOLUTION OF THE PENNSYLVANIA HOUSING FINANCE AGENCY DELEGATING TO THE FINANCE COMMITTEE CERTAIN SPECIFIC AUTHORITY RELATING TO AGENCY BOND ISSUES," the Agency has determined to delegate to the Finance Committee of the Board of the Agency, within the perimeters established herein, the authorization to negotiate the final terms of such series of bonds.

NOW, THEREFORE, be it resolved by the members of the Pennsylvania Housing Finance Agency on this 14th day of June, 2018 as follows:

Section 1. Adoption of the Series 128 Resolution. The Series Resolution authorizing the issuance of the Agency's Single Family Mortgage Revenue Bonds, Series 128 (the "Bonds") is hereby incorporated herein by reference and is adopted by the Agency.

Section 2. Delegation of Authorization to Negotiate Final Terms. (a) Subject to the provisions of this Section 2, the Finance Committee is hereby authorized and directed to negotiate, prepare or accept, execute, deliver and distribute, for and on behalf of the Agency and in the name thereof, a contract of purchase and/or agreement and memorandum of understanding, which outlines terms of final pricing, interest rates, tender and redemption provisions, bond maturities, payment of associated costs of issuance appropriate for the financing (including reasonable compensation for applicable structuring and fees related thereto), and such documents as may be necessary for the transaction, including offering and disclosure documents, an indenture and all other documents relating to the issuance of and investment mechanisms relating to the Bonds and related securities, which may include taxable, variable rate or fixed rate notes. At the time such final terms have been negotiated on behalf of the Agency, such final terms shall be incorporated into the Series Resolution, which, with such final terms so incorporated, shall constitute the Series Resolution of the Agency authorizing the issuance of the Bonds.

(b) The final terms of the Series 128 Bonds shall be as negotiated by the Finance Committee, provided, however, as follows: (i) the principal amount of the Series 128 Bonds shall not exceed \$350,000,000, (ii) the final maturity of the Series 128 Bonds shall be no later than 2050, and (iii) the initial interest rate or rates on the Series 128 Bonds shall be a rate or rates resulting in a net interest cost no higher than 8% per annum.

Section 3. Additional Authorization. The Executive Director, Deputy Executive Director and Chief Counsel or Director of Finance is authorized to enter into one or more guaranteed investment contracts, escrow deposit agreements or other investment instruments relating to the Bonds, to take all necessary actions and to make any necessary and appropriate amendments or adjustments to all or a relevant portion of any bonds issued under the Indenture and to secure substitute facilities and remarketing agreements for any of the Agency's outstanding variable rate demand obligations.

Section 4. Effective Date and Official Intent. This Resolution shall take effect immediately and shall serve to declare the official intent of the Agency to allow reimbursement of qualified capital expenditures from proceeds of the Bonds in accordance with Treasury Regulations.

**RESOLUTION OF THE PENNSYLVANIA HOUSING FINANCE AGENCY
AUTHORIZING CERTAIN ADDITIONAL ACTIONS REGARDING YEAR 2017/18 FEDERAL
LOW INCOME RENTAL HOUSING TAX CREDIT ALLOCATION PROCESSING**

WHEREAS, the Pennsylvania Housing Finance Agency (the "Agency") exists and operates by virtue of and pursuant to the housing finance agency law, (1959, Dec. 3, P.L. 1688, as amended, 35 P.S. 1680.101, et seq.) (hereinafter, "the Act"), and pursuant to Executive Order 87-9, the Agency is designated as the tax credit allocating agency of the Commonwealth of Pennsylvania; and

WHEREAS, pursuant to Section 42(m) of the Internal Revenue Code of 1986, as amended, (the "Code"), the Agency adopted a qualified allocation plan (the "Year 2017/18 Plan") authorizing the low income rental housing tax credit program (the "Year 2017/18 Program"), sought and received approval by the Governor of the Year 2017/18 Plan and invited Year 2017/18 Plan application; and

WHEREAS, in approving the Year 2017/18 Plan, the Board directed staff to present the results of the ranking and scoring process undertaken in the Year 2017/18 Program to the Board for review prior to announcing preliminary reservations of federal low income housing tax credits ("tax credits"); and

WHEREAS, staff has outlined and reviewed with the Board, and, by Resolution dated April 12, 2018, the Board has approved the process undertaken in evaluating Year 2017/18 Program applicants; and

WHEREAS, due to subsequent determination to seek 4% tax credits through tax exempt financing rather than 9% tax credits relating to one of the projects approved in the process, staff has recommended and the Board has determined to undertake processing review of the Willard School project rather than the Rowan Judson Diamond project, subject to satisfaction of all applications and program conditions no later than August 1, 2018..

NOW THEREFORE, be it resolved by the Board of the Pennsylvania Housing Finance Agency on the 14th day of June, 2018, as follows:

Section 1. The Board has determined to authorize staff to take all steps to include the Willard School in lieu of the Rowan Judson Diamond for processing in the Year 2017/18 Program and to confirm financial viability and program qualification by August 1, 2018 and provide a subsequent report back to the Board.

Section 2. This Resolution shall take effect immediately.