

**MINUTES OF THE 437th BOARD MEETING
OF THE
NEW JERSEY HOUSING AND MORTGAGE FINANCE AGENCY**

NOVEMBER 9, 2017

MEMBERS: Charles Richman, Commissioner, DCA

- * Aimee Manocchio – Nason, Assistant Attorney General
(representing Christopher Porrino, Attorney General)
- ** David Moore, Acting Director, Office of Public Finance Department of the Treasury
(representing Ford M. Scudder, State Treasurer)
- *** Thomas Hunt, Assistant Director of the Office of Consumer Finance, Department of Banking and Insurance
(representing Richard J. Badolato, Commissioner, Department of Banking and Insurance)

Dorothy Blakeslee
Monsignor Linder
Stanley Weeks

OFFICIALS
PRESENT:

Anthony Marchetta, Executive Director
Claudia Lovas, Deputy Executive Director
Deb Urban, Senior Director of Programs
Donna Rendeiro, Chief of Administration
John Murray, Chief Financial Officer
Laura Shea, Senior Programs Director
Michael Floyd, Chief of Property Management and Technical Services
Catherine Bernard, Assistant Director of MF Program Funding
Tanya Hudson-Murray, Director, Multifamily Programs and Lending
Gloria Mehnert, Paralegal II
Darryl Applegate, Director of Regulatory Affairs
Yirgu Wolde, Director of Supportive Housing and Special Needs
Robert Huether, Assistant Director of Supportive Housing and Special Needs
Daniel Mattonelli, Special Needs Officer I (CDBG)
Julian A. Fowler, Manager of Supported Housing and Special Needs
Jennifer Linett, Director of Loan Closings
Peter Kane, Senior Director

Donald Schlachter, Senior Director of Technical Services
Lori Wysock, Deputy Director of Finance
Andrea Baverov, Manager of Credit and Delinquent Assets
Tiani Norris, Credit Officer I -Temp
Suzanne Pleznarski, Mananger of Regulatory Affairs Transactions
Nancy Zielinski, Compliance Officer – Vendor Management
Kimberly Sked, Senior Compliance Officer
Nancy Milonas, Executive Assistant
Danielle Esser, Housing Program Administrator

Joseph Heath, Director of Capital Markets and Board Compliance
Radica Ghooray, Director of Information Technology
Michael Acciani, Credit Officer II
Donald Schlachter, Senior Director of Technical Services
Theresa Fink, Director of Finance
Jeanette Nieves, Executive Board Secretary

OTHERS

PRESENT:

Kavin Mistry, Attorney General's Office
Jeet Gulati, Attorney General's Office
Craig Ambrose, Assistant Counsel, Governor's Authority Unit
Stacy Spera, DCA
Joyce Paul, DCA
David Bonomo, Lancaster Pollard
Tossos Efstratiades, Obemeyer

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- * Letter of February 23, 2016 designating Aimee Manocchio – Nason to represent Christopher Porrino, Attorney General
 - ** Letter of August 28, 2017 designating David Moore to represent the State Treasurer, Ford M. Scudder
 - *** Letter of January 25, 2017 designating Thomas Hunt to represent Richard J. Badolato, Commissioner, Department of Banking and Insurance

November 9, 2017

Chairman Charles Richman read the following into the minutes:

SUNSHINE ACT

"The New Jersey Housing and Mortgage Finance Agency gave notice of the time, place and date of this meeting by electronic mail, regular mail and hand delivery on November 1, 2017 to the Secretary of State of New Jersey, The Star Ledger, The Times, and the Courier Post, and by posting the notice at the office of the Agency in Trenton, New Jersey. Pursuant to the New Jersey Open Public Meetings Act, a resolution must be passed by the New Jersey Housing and Mortgage Finance Agency in order to hold a session from which the public is excluded."

APPROVAL OF MINUTES

APPROVAL OF THE PUBLIC SESSION MINUTES OF THE SEPTEMBER 28, 2017 MEETING OF THE HMFA BOARD – ITEM 1A.

Thomas Hunt moved and Aimee Manocchio – Nason seconded 1. Approval of the Public Session Minutes of the September 28, 2017 meeting of the HMFA Board.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

SINGLE FAMILY

PARTICIPATING LENDERS GUIDE – APPROVAL OF AMENDMENTS- ITEM 2A

THIS ITEM HAS BEEN PULLED

MORTGAGE PURCHASE AGREEMENT – APPROVAL OF AMENDMENTS – 2B

THIS ITEM HAS BEEN PULLED

SPECIAL NEEDS PROGRAMS

HMFA # 03291/ SSNHF #81 – GLENDALE PLACE SUPPORTIVE HOUSING –APPROVAL OF A FINANCING COMMITMENT- ITEM 3A

Stanley Weeks moved and Dorothy Blakeslee seconded. Approval of a subsidy mortgage loan commitment for an estimated \$480,000 in construction and permanent financing from the Sandy Special Needs Housing Fund-CDBG (“SSNHF-CDBG”) Program for a project known as Glendale Place Supportive Housing, HMFA #03291, SSNHF #81 (the “Project”), pursuant to the SSNHF-CDBG Program Guidelines.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

MULTI-FAMILY – FOUR PERCENT TAX CREDITS - CONDUIT

HMFA # 03267 / MFPHPP #8 – WARETOWN FAMILY APARTMENTS –APPROVAL OF A DECLARATION OF INTENT - ITEM 4A

Monsignor Linder moved and Thomas Hunt seconded. Approval of a “Declaration of Intent” stating the intention of the Agency, to issue tax- exempt bonds in an estimated amount not to exceed \$10,680,000 in construction and permanent financing for a project known as Waretown Family Apartments, HMFA #03267 (the “Project”), upon the terms and conditions set forth below. Approval of this "Declaration of Intent" will establish for tax purposes the eligibility of costs associated with pre-bond sale and development work on the Project. By this action, the Board expresses its present intent to issue bonds for this project, and declares its intent that the DOI be determined to be a declaration of official intent under Treas. Reg. ' 1.150-2 promulgated under the Internal Revenue Code of 1986, as amended. The ability of the Project to conform to the Conduit Bond Program, as well as compliance with federal tax and other laws, has not yet been determined. This approval does not obligate the Agency to take any further action in connection with this Project, including any approval to allocate tax-exempt bond volume cap, to issue bonds or to provide first mortgage financing, gap financing or a tax credit allocation. This approval for a Declaration of Intent is not intended to give this Project any preference over any other project.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

HMFA # 03310- MANAHAWKIN FAMILY APARTMENTS -APPROVAL OF A DECLARATION OF INTENT - ITEM 4B

Aimee Manocchio – Nason moved and Stanley Weeks seconded. Approval of a “Declaration of Intent” stating the intention of the Agency to issue tax- exempt bonds in an estimated amount not to exceed \$11,660,000 in construction and permanent financing for a project known as Manahawkin Family Apartments, HMFA #03310 (the “Project”), upon the terms and conditions set forth below. Approval of this “Declaration of Intent” will establish for tax purposes the eligibility of costs associated with pre-bond sale and development work on the Project. By this action, the Board expresses its present intent to issue bonds for this project, and declares its intent that this be determined to be a declaration of official intent under Treas. Reg. ' 1.150-2 promulgated under the Internal Revenue Code of 1986, as amended. The ability of the Project to conform to the Conduit Bond Program, as well as compliance with federal tax and other laws, has not yet been determined. This approval does not obligate the Agency to take any further action in connection with this Project, including any approval to allocate tax-exempt bond volume cap, to issue bonds or to provide first mortgage financing, gap financing or a tax credit allocation. This approval for a Declaration of Intent is not intended to give this Project any preference over any other project.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

MULTI-FAMILY — FRM 3B

HMFA # 03193- BEACHGATE HOMES -APPROVAL OF A FINANCING COMMITMENT - ITEM 5A

Thomas Hunt moved and Dorothy Blakeslee seconded. Approval of a subsidy mortgage loan commitment for an estimated \$1,800,000 in construction and permanent financing from the Fund for Restoration of Multifamily Housing (“FRM”) Program for a project known as Beachgate Homes HMFA #03193 (the “Project”), pursuant to the FRM Program Guidelines.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

REGULATORY AFFAIRS

HMFA #1195 – WHARTON SENIOR CITIZEN HOUSING – APPROVAL OF A SALE OF PROJECT AND ASSUMPTION OF AGENCY FINANCING- ITEM 6A

Thomas Hunt moved and Dorothy Blakeslee seconded. 1. Board approval of the transfer of the ownership of Wharton Senior Citizens Housing, HMFA #1195 (“Project”) from Wharton Senior Citizens Housing Limited Partnership to Avanath Centennial Court, L.P. 2. Approval of the assumption of the existing Agency financing by the Buyer of the Project and any applicable amendment of the mortgage loan documents. 3. Waiver of the Portfolio Reserve Account payment required under N.J.A.C. 5:80-5.9(a)(1). 4. Authorization for the Executive Director, the Deputy Executive Director, the Chief Financial Officer, the Chief of Administration, the Chief of Credit and Business Development, or the Chief of Legal and Regulatory Affairs (each, an “Authorized Officer”) to execute any and all documents necessary to effectuate the above actions.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

DELINQUENT ASSETS

HMFA #T0002 – ST JOHN’S MEN’S TRANSITIONAL HOUSING – APPROVAL OF A DISCHARGE OF MORTGAGE- ITEM 7A

Dorothy Blakeslee moved and Monsignor Linder seconded. 1. Approval of the discharge of the Agency’s Financing, Deed Restriction and Regulatory Agreement and other Loan Documents and restrictions covering the project known as St. John’s Men’s Transitional Housing THP # 2 (the “Project”). 2. Authorization for the Executive Director, the Deputy Executive Director, the Chief Financial Officer, the Chief of Administration, or the Chief of Legal and Regulatory Affairs to execute any and all documents necessary to effectuate the above actions.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

HMFA #34 – GREATER ENGLEWOOD HOUSING – APPROVAL OF A MORTGAGE MODIFICATION – ITEM 7B

Thomas Hunt moved and Monsignor Linder seconded. 1. Approval of the modification of the Agency’s Second Mortgage for the project known as Greater Englewood Housing, HMFA #34 (the “Project”). 2. Authorization for the Executive Director, the Deputy Executive Director, Chief Financial Officer, Chief of Legal and Regulatory Affairs, and/or the Chief of Administration to execute any and all documents necessary to effectuate the above action.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

CAPITAL MARKETS

HMFA #1388A – WHITLOCK MILLS - APPROVAL OF CONDUIT NOTE DOCUMENTS - ITEM 8A.

Monsignor Linder moved and Thomas Hunt seconded. 1. Approval of the attached Resolution Authorizing and Directing the Execution, Delivery, and Issuance of the New Jersey Housing and Mortgage Finance Agency’s Multifamily Conduit Revenue Notes (Whitlock Mills Project), under the Agency’s Multi-Family Conduit Bond Program in a principal amount not to exceed \$26,321,000 and authorizing and approving the execution and delivery of a Funding Loan Agreement, a Borrower Loan Agreement and Related Documents and authorizing other matters in connection therewith (the “Resolution”).

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

HMFA #03209 – CEDAR MEADOW APARTMENTS - APPROVAL OF CONDUIT NOTE DOCUMENTS - ITEM 8B.

Aimee Manocchio-Nason moved and Dorothy Blakeslee seconded. 1. Approval of the attached Resolution Authorizing and Directing the Execution, Delivery, and Issuance of the New Jersey Housing and Mortgage Finance Agency’s Multifamily Conduit Revenue Notes (Cedar Meadows Apartments Project), Series 2017-11 under the Agency’s Multi-Family Conduit Bond Program in a principal amount not to exceed \$18,673,568 and authorizing and approving the execution and delivery of a Funding Loan Agreement, a Borrower Loan Agreement and Related Documents and authorizing other matters in connection therewith (the “Resolution”).

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

FINANCE

APPROVAL OF THE AGENCY’S FISCAL YEAR 2018 BUDGET- ITEM 9A.

Dorothy Blakeslee moved and Stanley Weeks seconded. 1. Approval of the Fiscal Year 2018 Budget by the Agency Board.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

OTHER POST EMPLOYMENT BENEFITS TRUST (OPEB) – AUTHORIZATION TO ESTABLISH AND FUND- ITEM 9B.

Aimee Manocchio – Nason moved and Thomas Hunt seconded. 1. Authorization for the Executive Director, the Deputy Executive Director, the Chief Financial Officer or the Chief of Legal and Regulatory Affairs (each, an “Authorized Officer”) to execute and deliver the New Jersey Housing and Mortgage Finance Agency OPEB 115 Trust Fund Agreement (the “Agreement”), in substantially final form as attached hereto, with such changes, revisions and omissions as approved by an Authorized Officer in consultation with the Attorney General’s Office and Ice Miller, LLP, Special Counsel (“Special Counsel”) to the New Jersey Housing and Mortgage Finance Agency (the “Agency”). 2. Authorization for the Authorized Officers to do all things, to take all actions, and to execute and deliver any and all documents necessary in connection with the Agreement. 3. Approval and authorization to initially fund the Trust Fund (as such term is defined in the Agreement) in the amount up to \$8 million of Agency General Funds and authorization to fund the Trust Fund on an annual basis utilizing Agency General Funds in an amount to be determined by an Authorized Officer and based on a funding plan recommended to the Agency as the annual contribution to the Trust Fund by the Agency’s independent actuarial consultant and in consultation with the Agency’s independent auditor. 4. Approval and authorization to file for a private letter ruling with the Internal Revenue Service (“IRS”) with respect to the tax-exempt status of the Trust Fund and for an Authorized Officer to execute and deliver any and all documents necessary in connection with the filing of a private letter ruling with the IRS, in consultation with the Attorney General’s Office and Special Counsel. 5. Approval and authorization to the Authorized Officer to select, based on price and other factors, a trustee and investment advisor under the Agreement, based on a competitive procurement process.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

EXECUTIVE SESSION

RESOLUTION OF THE NEW JERSEY HOUSING AND MORTGAGE FINANCE AGENCY REGARDING APPROVAL TO ENTER INTO EXECUTIVE SESSION

WHEREAS, on November 9, 2017 a meeting of the Members of the New Jersey Housing and Mortgage Finance Agency was held; and

WHEREAS, the Members were asked to adopt a resolution regarding approval of a motion to adjourn to Executive Session.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY HOUSING AND MORTGAGE FINANCE AGENCY AS FOLLOWS:

WHEREAS, pursuant to N.J.S.A. 10:4-12 and 10:4-13 of the Open Public Meetings Act, the Agency intends to discuss Project-Based Section 8 Contract Administration Regional Teaming Agreement Contractual Negotiations

NOW, THEREFORE, be it resolved by the Members of the New Jersey Housing and Mortgage Finance Agency as follows:

1. A closed session shall be held by the Agency for the purposes set forth above.
2. The discussions undertaken at the closed session will be disclosed when the need for confidentiality no longer exists.

Thomas Hunt moved and Stanley Weeks seconded moved into executive session 10:30 am.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

RECONVENE TO PUBLIC SESSION

Stanley Weeks moved and Aimee Manocchio – Nason seconded to reconvene to public session at 11:05 am

PERFORMANCE – SECTION 8 BASED CONTRACT ADMINISTRATION – AUTHORIZATION TO ENTER INTO A TEAMING AGREEMENT - ITEM 11A.

Thomas Hunt moved and Aimee Manocchio – Nason seconded. 1. Authorization for the New Jersey Housing and Mortgage Finance Agency (the “Agency”) to enter into the Teaming Agreement between and among thirteen (13) other Public Housing Agencies (“PHAs”), substantially in the form attached hereto, for the purpose of collectively evaluating the feasibility of forming a joint venture for the submission of one or more proposals as a regional response to an anticipated solicitation by the U.S. Department of Housing and Urban Development (“HUD”) to procure Performance–Based Contractor Administration services for Project Based, Section 8 Housing Assistance Payment Contracts (“Section 8 PBCA Services”). 2. Authorization for the Agency to expend an amount not to exceed \$20,000 in Agency General Funds for expenses incurred by the Agency pursuant to the Teaming Agreement. 3. Authorization for the Agency to contract with the limited liability company to be created under the Teaming Agreement to provide Section 8 PBCA Services in the State of New Jersey. 4. Authorization for the Executive Director, the Deputy Executive Director, the Senior Director of Program or the Chief of Legal and Regulatory Affairs to take any and all actions necessary and to execute any and all documents necessary to effectuate the terms of the Teaming Agreement. 5. Authorization for the Executive Director or the Deputy Executive Director, in consultation with the Office of the Attorney General, to approve any amendments to the Teaming Agreement, so long as the amendments are technical and clarifying in nature and do not result in the incurrence of additional financial liability by the Agency.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

OTHER BUSINESS

RESOLUTION OF APPRECIATION FOR ANTHONY MARCHETTA – ITEM 12A.

Thomas Hunt moved and Monsignor Linder seconded

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None

MOTION TO ADJOURN

Stanley Weeks moved and Aimee Manocchio – Nason seconded a motion to adjourn at 11:17 a.m.

Aye – Charles Richman, Aimee Manocchio-Nason, David Moore, Thomas Hunt, Dorothy Blakeslee, Monsignor Linder, Stanley Weeks

Nay – None

Abstained- None



State of New Jersey

OFFICE OF THE ATTORNEY GENERAL
DEPARTMENT OF LAW AND PUBLIC SAFETY
PO Box 080
TRENTON NJ 08625-0080

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

JOHN J. HOFFMAN
Acting Attorney General

February 23, 2016

Charles A. Richman, Chairman
New Jersey Housing and
Mortgage Finance Agency
637 South Clinton Avenue
P.O. Box 18550
Trenton, New Jersey 08650-2085

Dear Chairman Richman:

I hereby designate Susan K. Fischer, Assistant Attorney General, to represent me in my absence at the meetings of the New Jersey Housing and Mortgage Finance Agency. In the event of AAG Fischer's absence, Aimee Manocchio Nason, Deputy Attorney General, is authorized to vote in my stead and to otherwise act on my behalf. In the event of the absence of both AAG Fischer and DAG Manocchio Nason, Kevin K. Mistry, Assistant Attorney General, is authorized to vote in my stead and to otherwise act on my behalf.

Very truly yours,

John J. Hoffman
Acting Attorney General

c: Secretary of State
Anthony Marchetta, Executive Director, NJHMFA
Susan K. Fischer, Assistant Attorney General
Kevin K. Mistry, Assistant Attorney General
Aimee Manocchio Nason, Deputy Attorney General





State of New Jersey
Office of the State Treasurer
PO Box 002
TRENTON NJ 08625-0002

CHRIS CHRISTIE
Governor
Kim Guadagno
Lt. Governor

Ford M. Scudder
State Treasurer

August 28, 2017

Anthony L. Marchetta, Executive Director
NJ Housing and Mortgage Finance Agency
637 South Clinton Avenue
PO Box 18550
Trenton, NJ 08650

Dear Mr. Marchetta:

I hereby designate Robert Shaughnessy, Department of Treasury to act as my permanent designee at all the meetings of the New Jersey Housing and Mortgage Finance Agency. David Moore, Department of Treasury will serve as back-up should Robert not be available to attend.

Sincerely,

A handwritten signature in black ink that reads "Ford M. Scudder".

Ford M. Scudder
State Treasurer



State of New Jersey

DEPARTMENT OF BANKING AND INSURANCE

OFFICE OF THE COMMISSIONER

PO Box 325

TRENTON, NJ 08625-0325

TEL (609) 292-7272

CHRIS CHRISTIE
Governor

KIM GUADAGNO
Lt. Governor

RICHARD J. BADOLATO
Commissioner

January 25, 2017

Anthony L. Marchetta, Executive Director
NJ Housing Mortgage and Finance Agency
637 South Clinton Avenue
PO Box 18550
Trenton, NJ 08650

Re: Board Meeting Designee

Dear Mr. Marchetta:

My designee for the New Jersey Housing Mortgage and Finance Agency Board meetings is Thomas M. Hunt, Assistant Division Director, Office of Consumer Finance, Division of Banking.

If you have any questions, please do not hesitate to call Mr. Hunt at (609) 292-7272, extension 50223.

Very truly yours,

A handwritten signature in black ink, appearing to read "Richard J. Badolato".

Richard J. Badolato
Commissioner

RJB:AMR

cc: Thomas M. Hunt, Assistant Division Director, Office of Consumer Finance,
Division of Banking