MINUTES OF THE 457th BOARD MEETING
OF THE
NEW JERSEY HOUSING AND MORTGAGE FINANCE AGENCY

July 11, 2019

MEMBERS:  * Robert Long (representing Lt. Governor Sheila Y. Oliver, Commissioner, DCA)
** Aimee Manocchio-Nason, Assistant Attorney General, (representing Gurbir S. Grewal, Attorney General)
*** Robert Shaughnessy, Assistant Deputy Director, Department of Treasury (representing Elizabeth Maher Muoio, State Treasurer)
**** Thomas Hunt, Assistant Director of the Office of Consumer Finance, Department of Banking and Insurance (representing Marlene Caride, Commissioner, Department of Banking and Insurance)
***** Sarah Adelman, Deputy Commissioner (representing Carole Johnson, Commissioner, Department of Human Services)

Dorothy Blakeslee
Stanley Weeks

HMFA STAFF PRESENT:

Charles A Richman, Executive Director
Deb Urban, Chief of Legal and Regulatory Affairs
Donna Rendeiro, Chief of Administration
John Murray, Chief Financial Officer
Laura Shea, Chief of Programs
Katherine Brennan, Chief of Staff
Catherine Bernard, Assistant Director of MF Program Funding
Joseph Heath, Director of Capital Markets
Jennifer Linett, Director of Loan Closings
Tiani Norris, Credit Officer I
Donna Spencer, Multifamily/Supported Housing and Lending Loan Manager
Rosy DaFonseca, Multifamily/Supported Housing and Lending Loan Manager
Jeanette Nieves, Executive Board Secretary
Jourdan Campbell, Communications Assistant
Tameisha Brown, Program Assistant I
Ivelisse Melendez Aguirre, Administrative Assistant II
Jim Peasco, Program Analyst II
Darryl Applegate, Director of Regulatory Affairs
Gloria Mehnert, Paralegal III
Jonathan Sternesky, Manager of Policy and Legislative Affairs
OTHERS
PRESENT:

Jeet Gulati, DAG, Attorney General’s Office
Craig Ambrose, Assistant Counsel, Governor’s Authority Unit
Tasos Efstratiades, Obermeyer
Brian Wilton, Governor’s Authority Unit
David Albert, Labor Counsel

* Letter of February 20, 2018 designating Robert Long to represent Lt. Governor Sheila Y.
  Oliver, Commissioner
** Letter of December 4, 2018 designating Aimee Manocchio Nason to represent Gurbir S.
  Grewal, Attorney General
*** Letter of January 18, 2018 designating Robert Shaughnessy to represent the
  State Treasurer, Elizabeth Maher Muoio
**** Letter of January 24, 2018 designating Thomas Hunt to represent Marlene Caride,
  Commissioner, Department of Banking and Insurance
***** Letter of May 17, 2019 designating Sarah Adelman to represent Carole Johnson,
  Commissioner, Department of Human Services
Robert Long, Deputy Commissioner 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 July 2, 2019 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 MAY 22, 2019 (SPECIAL TELECONFERENCE) MEETING OF THE HMFA BOARD – ITEM 1A.

Thomas Hunt moved and Robert Shaughnessy seconded. 1. Approval of the Public Session Minutes of the May 22, 2019 (Special Teleconference) meeting of the HMFA Board.

Aye – Robert Long, Aimee Manocchio- Nason, Thomas Hunt, Robert Shaughnessy, Stanley Weeks, Dorothy Blakeslee
Nay – None
Abstained- Sarah Adelman

APPROVAL OF THE PUBLIC SESSION MINUTES OF THE MAY 30, 2019 MEETING OF THE HMFA BOARD – ITEM 1B.

Thomas Hunt moved and Robert Shaughnessy seconded. 1. Approval of the Public Session Minutes of the May 30, 2019 meeting of the HMFA Board.

Aye – Robert Long, Aimee Manocchio- Nason, Thomas Hunt, Robert Shaughnessy, Dorothy Blakeslee
Nay – None
Abstained- Sarah Adelman, Stanley Weeks
MULTI FAMILY

HMFA #03168 / MFP #20 – ALLENWOOD TERRACE APARTMENTS - APPROVAL OF A MORTGAGE MODIFICATION - ITEM 2A

Aimee Manocchio Nason moved and Thomas Hunt seconded. 1. Approval of a modification to the mortgage recommitment for a project known as Allenwood Terrace Apartments, HMFA #03168, MFP #20 (the “Project”), upon the terms and conditions set forth in the RFA.

Nay – None
Abstained- None

MULTI FAMILY- SUPPORTIVE HOUSING

HMFA #03362 / SNHTF #505 – MADISON STREET SUPPORTIVE HOUSING – APPROVAL OF A MORTGAGE FINANCING COMMITMENT – ITEM 3A

Stanley Weeks moved and Aimee Manocchio Nason seconded 1. Approval of a subsidy mortgage loan commitment for an estimated $489,000 in construction and permanent financing from the Special Need Housing Trust Fund (“SNHTF”) Program for a project known as Madison St Supportive Housing, HMFA #03362 /SNHTF #505 (the “Project”), upon the terms and conditions set forth in the RFA.

Nay – None
Abstained- None

MULTI FAMILY- NINE PERCENT - CONDITIONAL COMMITMENT

HMFA #03344A – GERARD’S RIVERVIEW – APPROVAL OF A CONDITIONAL MORTGAGE FINANCING COMMITMENT – ITEM 4A

Thomas Hunt moved and Aimee Manocchio Nason seconded 1. Approval of a conditional mortgage commitment for an estimated $1,377,000 in permanent only financing for a project known as Gerard’s Riverview, HMFA #03344A (the “Project”), upon the terms and conditions set forth below. If the Project is not awarded 9% tax credits in the September 2019 round, this commitment shall be null and void.

Nay – None
Abstained- None
MULTI FAMILY- NINE PERCENT TAX CREDITS

HMFA #03341– EVESHAM SENIOR – APPROVAL OF A DECLARATION OF INTENT – ITEM 5A

Aimee Manocchio Nason moved and Dorothy Blakeslee seconded 1. Approval of a mortgage recommitment for an estimated $1,550,000 in permanent only financing from the Agency Revenue Bond Financing Program for a project known as Evesham Senior Apartments, HMFA #03341 (the “Project”), upon the terms and conditions set forth in the RFA.

Nay – None
Abstained- None

MULTI FAMILY- FOUR PERCENT TAX CREDITS

HMFA #03255 – GREATER ENGLEWOOD APARTMENTS – APPROVAL OF A MORTGAGE FINANCING COMMITMENT – ITEM 6A

Stanley Weeks moved and Thomas Hunt seconded 1. Approval of a mortgage commitment for an estimated $22,250,000 in construction and permanent financing from the Conduit Bond Program for a project known as Greater Englewood Apartments, HMFA #03255 (the “Project”), upon the terms and conditions set forth in the RFA.

Nay – None
Abstained- None

HMFA #03342A – BALDWIN OAKS – APPROVAL OF A DECLARATION OF INTENT – ITEM 6B

Dorothy Blakeslee moved and Aimee Manocchio Nason seconded 1. Approval of a “Declaration of Intent” stating the intention of the Agency, subject to the availability of volume cap, to issue tax-exempt bonds in an estimated amount not to exceed $40,920,000 in construction and permanent financing for a project known as Baldwin Oaks, HMFA #3342A (the “Project”), upon the terms and conditions set forth in the RFA. 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 – Robert Long, Aimee Manocchio- Nason, Thomas Hunt, Robert Shaughnessy, Dorothy Blakeslee, Sarah Adelman
Nay – None
Abstained- Stanley Weeks

HMFA #03387 – POST ROAD GARDENS APARTMENTS– APPROVAL OF A DECLARATION OF INTENT – ITEM 6C

Aimee Manocchio Nason moved and Robert Shaughnessy seconded 1. Approval of a “Declaration of Intent” stating the intention of the Agency, subject to the availability of volume cap, to issue tax-exempt bonds in an estimated amount not to exceed $48,240,000 in construction financing for a project known as Post Road Gardens Apartments, HMFA #03387 (the “Project”), upon the terms and conditions set forth in the RFA. 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.

Nay – None
Abstained- None

REGULATORY AFFAIRS

ADOPTION OF AMENDMENTS TO THE PREPAYMENT RULES – ITEM 7A

Dorothy Blakeslee moved and Stanley Weeks seconded 1. Approval of the adoption of amendments to the Agency prepayment rules at N.J.A.C. 5:80-5.10. 2. Authorization for Agency staff, in conjunction with the Attorney General’s Office, to prepare and forward to the Office of Administrative Law (“OAL”) an appropriate adoption notice for publication in the New Jersey Register.

Nay – None
Abstained- None
ADOPTION OF AMENDMENTS TO THE CERTIFICATION AND RECERTIFICATION OF INCOME RULES – ITEM 7B

Thomas Hunt moved and Dorothy Blakeslee seconded 1. Approval of the adoption of amendments to the Agency certification and recertification of income rules at N.J.A.C. 5:80-20.2 through 20.7 and 20.9. 2. Authorization for Agency staff, in conjunction with the Attorney General’s Office, to prepare and forward to the Office of Administrative Law (“OAL”) an appropriate adoption notice for publication in the New Jersey Register.

Nay – None
Abstained- None

HMFA #433- ALLEN YOUNG APARTMENTS – APPROVAL OF A WAIVER OF N.J.A.C 5:80-5.4 (e) – ITEM 7C

Aimee Manocchio Nason moved and Robert Shaughnessy seconded 1. A partial waiver of N.J.A.C. 5:80-5.4(e) requiring all reserves be funded to an acceptable level, through a deferment of the funding of the repair and replacement reserve account upon the transfer of ownership and prepayment of Agency financing, upon the terms and conditions set forth below. 2. Authorization for the Executive Director, the Deputy Executive Director, the Chief Financial Officer, Chief of Administration, or the Chief of Legal and Regulatory Affairs to execute any and all documents necessary to effectuate the above action.

Nay – None
Abstained- None

CAPITAL MARKETS

HMFA #03369- FRANKLIN SQUARE VILLAGE – APPROVAL OF CONDUIT BOND DOCUMENTS – ITEM 8A

Aimee Manocchio Nason moved and Robert Shaughnessy seconded 1. Approval of the attached Resolution Authorizing and Directing the Execution, Delivery, Issuance and Sale of the New Jersey Housing and Mortgage Finance Agency’s Multifamily Conduit Revenue Note (Franklin Square Village Project), in an aggregate principal amount not to exceed $30,600,000; and Authorizing and Approving the Execution and Delivery of a Funding Loan Agreement, a Project Loan Agreement, and Related Documents and Authorizing Other Matters in Connection Therewith (the “Resolution”).

Nay – None
Abstained- None
HMFA #03270 - PETER J MCGUIRE GARDENS – APPROVAL OF CONDUIT BOND DOCUMENTS – ITEM 8B

Dorothy Blakeslee moved and Stanley Weeks seconded 1. Approval of the attached Resolution Authorizing and Directing the Execution, Delivery, Issuance and Sale of the New Jersey Housing and Mortgage Finance Agency's Multifamily Conduit Revenue Bonds (Peter J. McGuire Gardens Preservation Project), Series 2019G under the Agency’s Multi-Family Conduit Bond Program in a principal amount not to exceed $26,484,918 and authorizing and approving the execution and delivery of a Trust Indenture and Related Instruments and authorizing other matters in connection therewith (the “Resolution”).

Nay – None
Abstained- None

DELINQUENT ASSETS

CHOICE #13-01- LEEWOOD RENAISSANCE AT FRANKLIN – APPROVAL OF A MORTGAGE EXTENSION – ITEM 9A

Thomas Hunt moved and Dorothy Blakeslee seconded 1. Approval of an extension of the note and mortgage maturity dates for the project known as CHOICE #13-01, Leewood Renaissance at Franklin, Phases D1, D2, and C1, to June 29, 2020. 2. Approval for the Executive Director, in consultation with the Attorney General’s Office, to take any action that is necessary to effectuate this transaction.

Nay – None
Abstained- None

HMFA # 1321 – TAMARACK STATION APARTMENTS – APPROVAL OF AN EXTENSION TO THE FORBEARANCE PERIOD – ITEM 9B

Thomas Hunt moved and Dorothy Blakeslee seconded 1. Authorization of a 90-day extension to forbear from exercising remedies and from issuing a notice of a Declaration of Default under the loan documents in order to execute the previously approved Workout Plan, and authorization for the Executive Director to extend the forbearance period by an additional 90 days in his discretion. 2. Authorization for the Executive Director, the Chief Financial Officer, the Chief of Programs, or the Chief of Legal and Regulatory Affairs to execute any and all documents necessary to effectuate the above actions.

Nay – None
Abstained- None
OTHER BUSINESS

Is there any other business, which the Board would like to discuss at this time?

Are there any members of the public that wish to address the Board?
EXECUTIVE SESSION

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

WHEREAS, on July 11, 2019, 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 contract negotiations regarding the CWA 1032 Professional Union
Contract and the CWA '032 Administrative/Clerical Union Contract.

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 Sarah Adelman seconded

Aye – Robert Long, Aimee Manocchio- Nason, Thomas Hunt, Robert Shaughnessy, Dorothy Blakeslee,
Sarah Adelman, Stanley Weeks
Nay – None
Abstained- None
RECONVENE TO PUBLIC SESSION

Robert Shaughnessy moved and Thomas Hunt seconded

Nay – None
Abstained- None

CWA 1032 PROFESSIONAL UNIT UNION CONTRACT –ITEM 11A

Thomas Hunt moved and Aimee Manocchio Nason seconded 1. Approval by the New Jersey Housing and Mortgage Finance Agency (“HMFA”) of the Memorandum of Agreement (“MOA”) between the HMFA and the Communications Workers of America, Local 1032, Professional (“CWA Professional Unit”) dated June 5, 2019, covering the time period July 1, 2019 to June 30, 2023, which is attached hereto. 2. Authorization for the Executive Director to execute the Collective Negotiations Agreement incorporating the terms set forth in the MOA.

Nay – None
Abstained- None

CWA 1032 ADMINISTRATIVE/ CLERICAL UNIT UNION CONTRACT –ITEM 11B

Stanley Weeks moved and Sarah Adelman seconded 1. Approval by the New Jersey Housing and Mortgage Finance Agency (“HMFA”) of the Memorandum of Agreement (“MOA”) between the HMFA and the Communications Workers of America, Local 1032, Administrative/Clerical Unit (“CWA Administrative Unit”) dated June 5, 2019, covering the time period July 1, 2019 to June 30, 2023, which is attached hereto. 2. Authorization for the Executive Director to execute the Collective Negotiations Agreement incorporating the terms set forth in the MOA.

Nay – None
Abstained- None
MOTION TO ADJOURN

Aimee Manocchio Nason moved and Thomas Hunt seconded a motion to adjourn at 11:10 a.m.

Aye — Robert Long, Aimee Manocchio- Nason, Thomas Hunt, Robert Shaughnessy, Dorothy Blakeslee, Sarah Adelman, Stanley Weeks
Nay — None
Abstained- None
February 20, 2018

Claudia Lovas, Acting Executive Director
NJ Housing and Mortgage Finance Agency
PO Box 18550
Trenton, New Jersey 08625

Dear Acting Executive Director Lovas:

Please accept this letter as formal notification that Deputy Commissioner Robert Long will represent me at the NJHMFA Board Meetings until further notice.

If you have any questions, please do not hesitate to call my office.

Sincerely,

Lt. Governor Sheila Y. Oliver
Commissioner
May 17, 2019

Charles A. Richman
Executive Director
New Jersey Housing and Mortgage Finance Agency
637 South Clinton Avenue
PO Box 18550
Trenton, NJ 08650-2085

Dear Mr. Richman,

Please be advised that I have designated Sarah Adelman, Deputy Commissioner, to serve as the New Jersey Department of Human Services' representative for the New Jersey Housing and Mortgage Finance Agency Board. Below is her contact information:

Sarah Adelman
Deputy Commissioner
NJ Department of Human Services
PO Box 700
Trenton, NJ 08625-0700
609-292-6090 – office
Sarah.Adelman@dhs.state.nj.us

Elisa Neira, whose contact information you already have, will now serve as a backup.

Please let me know if you have any questions or need further information. Thank you.

Sincerely,

Carole Johnson
Commissioner

CJ/ik
c: Lt. Governor Sheila Y. Oliver
    Jill Shortway Ippolito
    Steve Shultz
    Sarah Adelman
    Elisa Neira
    Lynn Kotch
December 4, 2018

Sheila Y. Oliver, Lieutenant Governor
Chair
New Jersey Housing and Mortgage Finance Agency
637-South Clinton Avenue
P.O. Box 18550
Trenton, New Jersey 08650-2085

Dear Lieutenant Governor Oliver:

I am writing to appoint my designee to serve on the board of the New Jersey Housing and Mortgage Finance Agency (the "Agency").

I hereby appoint Susan K. Fischer, Assistant Attorney General as my designee to serve on the board of the Agency. AAG Fischer is authorized to represent me in my absence at the meetings of the Agency to vote in my stead, and to otherwise act on my behalf. In the event of AAG Fischer's absence, Aimee Manocchio Nason, Deputy Attorney General is authorized to represent me in my absence at the meetings of the Agency, to vote in my stead, and to otherwise act on my behalf. In the event of the absence of AAG Fischer and DAG Manocchio Nason, Kavin K. Mistry, Assistant Attorney General & Deputy Director, Division of Law is authorized to represent me in my absence at the meetings of the Agency, to vote in my stead, and to otherwise act on my behalf.

Sincerely,

Gurbir S. Grewal
Attorney General

c:  Michelle L. Miller, Director, Division of Law
    Elissa Westbrook Smith, Chief of Staff, Division of Law
    Kavin K. Mistry, Deputy Director, Division of Law
    Susan K. Fischer, Assistant Attorney General
    Aimee Manocchio Nason, Deputy Attorney General
    Jonathan Garelick, Deputy Chief of Staff, Office of the Attorney General
    Charles Richmar, Executive Director, NJHMFA
State of New Jersey
Office of the State Treasurer
PO BOX 002
TRENTON NJ 08625-0002

PHILIP D. MURPHY
Governor
Sheila Y. Oliver
Lt. Governor

Elizabeth Maher Muoio
Acting State Treasurer

January 19, 2018

Claudia Lovas, Acting Executive Director
NJ Housing and Mortgage Finance Agency
637 South Clinton Avenue
PO Box 18550
Trenton, NJ 08650

Dear Acting Executive Director Lovas:

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.

Sincerely,

Elizabeth Maher Muoio
Acting State Treasurer
January 24, 2018

Claudia Lovas, Acting Executive Director
NJ Housing Mortgage and Finance Agency
637 South Clinton Avenue
PO Box 18550
Trenton, NJ 08650

Re: NJ HMFA Board Meeting Designee

Dear Ms. Lovas:

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, Ext. 50223.

Very truly yours,

Marlene Caride
Acting Commissioner

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