

TENNESSEE HOUSING DEVELOPMENT AGENCY
BOARD OF DIRECTORS MEETING MINUTES
May 24, 2022

Pursuant to the call of the Chairman, the Tennessee Housing Development Agency (THDA) Board of Directors (the "Board") met in regular session on Tuesday, May 24, 2022, at 11:10 AM CST in the Nashville Room of William R. Snodgrass Tennessee Tower Building, Nashville, Tennessee.

The following board members were present in person: Chair, Matt McGauley, Chris Mustain (for Secretary of State Tre Hargett), Kevin Bradley (for Treasurer David Lillard), Alex Schuhmann (for Commissioner of F&A Butch Eley), Erin Merrick, Rick Neal, John Snodderly, Tennion Reed, Todd Skelton. Those absent were: Austin McMullen, Chrissi Rhea and Comptroller Jason Mumpower.

Recognizing a quorum present, Chair McGauley called the Board meeting to order and asked for consideration of the March 29, 2022 meeting minutes. Upon motion by Mr. Mustain and a second by Mr. Neal the motion carried and the minutes were approved.

Chair McGauley then recognized Executive Director Ralph M. Perrey for his report. Mr. Perrey shared that:

- Applications for THDA mortgage loans remain strong - topping \$35 million in May. He believes that this reflects that borrowers, who are financially able to do so, are rushing to close before housing prices and interest rates rise further. At some point this summer, the combination of limited supply of homes for purchase, rising house prices, and rising interest rates is expected to impact first-time buyers, and THDA is revising production estimates downward with that in mind.
- THDA is working with the City of Waverly and Appalachia Service Project to provide assistance through our Rebuild & Recover program to help those affected by last fall's flood.
- THDA will be featured in an upcoming edition of *Affordable Housing News*.

Chair McGauley then recognized Mr. Perrey to present the Extension of Temporary Authority to Modify Established Program Deadlines Associated with Program Requirements due to COVID 19. He referenced the Extension of Temporary Authority to Modify Established Program Deadlines Associated with Program Requirements due to COVID 19 as outlined in the memo dated May 9, 2022 from Don Watt, Chief Programs Officer. He highlighted the continued challenges with supply chains and accessibility of construction supplies and asked the committee to approve the Extension of Temporary Authority to Modify Established Program Deadlines

Associated with Program Requirements due to COVID 19 as presented and outlined in the board materials. Upon motion by Mr. Snodderly and a second by Ms. Merrick, the motion carried.

Chair McGauley then asked for motion to authorize Bond Issue 2022-2, the Authorizing Resolution including the form of the Supplemental Resolution, and the Reimbursement Resolution as presented in the Bond Finance Committee and outlined in the board materials. Upon motion by Ms. Merrick and a second by Mr. Neal, the motion carried.

Chair McGauley then asked for motion to approve the Schedule of Financing for FY 2022-2023 as presented in the Bond Finance Committee and outlined in the board materials. Upon motion by Mr. Neal and a second by Ms. Reed, the motion carried.

Chair McGauley then asked for motion to authorize the procurement of an additional line of credit as presented in the Bond Finance Committee and outlined in the board materials. Upon motion by Mr. Bradley and a second by Ms. Merrick, the motion carried.

Chair McGauley then asked for motion to approve Single Family Mortgage Loan Income Limits as presented in the Lending Committee and outlined in the board materials. Upon motion by Mr. Neal and a second by Mr. Skelton, the motion carried.

Chair McGauley then asked for motion to approve Ginnie Mae signature verification and authority as presented in the Lending Committee and outlined in the board materials. Upon motion by Mr. Skelton and a second by Ms. Merrick, the motion carried.

Chair McGauley then asked for motion to approve the 2022 Emergency Repair Program Description as presented in the Grants Committee and outlined in the board materials. Upon motion by Mr. Mustain and a second by Mr. Neal, the motion carried.

Chair McGauley then asked for motion to approve the REVISED 2022-2023 Challenge Grant Program Description as presented in the Grants Committee and outlined in the board materials. Upon motion by Mr. Mustain and a second by Mr. Neal, the motion carried.

Chair McGauley then asked for motion to the Rebuild and Recover Disaster Program Description as presented in the Grants Committee and outlined in the board materials. Upon motion by Ms. Merrick and a second by Mr. Neal, the motion carried.

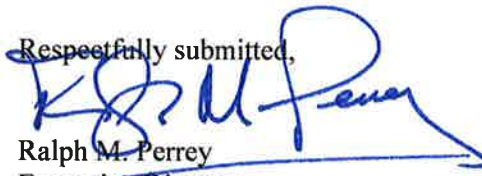
Chair McGauley then asked for motion approve the COVID 19 Extensions for 2019 HOME program grants as presented in the Grants Committee and outlined in the board materials. Upon motion by Ms. Reed and a second by Ms. Merrick, the motion carried.

Chair McGauley then asked for motion, on the last action item, to approve the 2017 HOME Grant Extension Request by the City of Gatlinburg as presented in the Grants Committee and

outlined in the board materials. Upon motion by Mr. Skelton and a second by Ms. Merrick, the motion carried.

Chair McGauley then asked for motion to approve the Amendment to the Multifamily Tax-Exempt Bond Authority Program Description as presented in the Tax Credit Committee and outlined in the board materials. Upon motion by Mr. Skelton and a second by Ms. Merrick, the motion carried.

With no further business, the meeting was adjourned at 11:35 AM CST.

Respectfully submitted,

Ralph M. Perrey
Executive Director

Approved this 19th day of July, 2022

TENNESSEE HOUSING DEVELOPMENT AGENCY
BOND FINANCE COMMITTEE
May 24, 2022

Pursuant to the call of the Chairman, the Bond Finance Committee of the Tennessee Housing Development Agency Board of Directors (the "Committee") met on Tuesday, May 24, 2022, at 10:01 AM CT at the William R. Snodgrass Tennessee Tower, Nashville Room, 312 Rosa Parks Blvd; Nashville, TN 37243.

The following Committee members were present in person: Mathew McGauley (Board Chair); Kevin Bradley (for Treasurer David Lillard); Alex Schuhmann (for Commissioner Butch Eley); and Chris Mustain (for Secretary of State Tre Hargett). Other Board Members present were: Erin Merrick; Tennion Reed; John K. Snodderly; and Todd Skelton.

Recognizing a quorum present, Chair McGauley called the meeting to order at 10:01 a.m. Central Time. For the first order of business, Chair McGauley called for consideration and approval of the March 29, 2022, Bond Finance Committee Meeting Minutes.

Upon motion by Mr. Bradley, second by Mr. Schuhmann, and following a vote with all members identified as present voting "yes", the motion carried to approve the March 29, 2022, minutes.

Chair McGauley indicated the next item for consideration was the Bond Issue 2022-2 Plan of Financing. Bruce Balcom, THDA Chief Legal Counsel, presented the following document that was circulated for the Committee's consideration:

- A memorandum regarding Issue 2022-2 from Mr. Balcom, dated May 9, 2022, that described the documents to be considered, explained how the authorization for Bond Issue 2022-2, in an amount not to exceed \$200,000,000, complied with THDA's Debt Management Policy, and included recommendations regarding bookrunning senior manager and rotating co-manager based on information provided in a separate memo dated May 9, 2022, by CSG Advisors incorporated ("CSG"), financial advisor for THDA.

Upon motion by Mr. Bradley, second by Mr. Mustain, and a vote with all members identified as present voting "yes", the motion carried to recommend the approval of the plan of financing, authorizing the resolution including supplemental resolution and authorizing the reimbursement resolution of up to \$50,000,000 for Bond Issue 2022-2.

Chair McGauley indicated the next item for consideration was the Schedule of Financing. For Fiscal Year 2022-2023 presented by Bruce Balcom, THDA Chief Legal Counsel, presented the following documents that were circulated for the Committee's consideration:

- A memorandum regarding the Schedule of Financing for fiscal year 2022-2023 from Mr. Balcom dated May 9, 2022 and the Schedule of Financing for FY 2022-2023, that described THDA's best estimate with respect to the financings for fiscal year 2022-2023.

Upon motion by Mr. Bradley, second by Mr. Schuhmann, and a vote with all members identified as present voting "yes", the motion carried to recommend the approval of the Schedule of Financing of Fiscal Year 2022-2023.

Chair McGauley indicated the last item for consideration was the request to procure an additional line of credit presented by Trent Ripley, THDA Chief Financial Officer, presented the following that was circulated for the Committee's consideration:

- A memorandum from Trent Ridley, THDA Chief Financial Officer, Bruce Balcom, THDA Chief Legal Counsel, and Lindsay Hall, THDA Chief Operating Officer for Single Family Programs dated May 9, 2022, regarding the Proposed Procurement of an Additional Line of Credit that described the business reasons for authorization to competitively procure an additional Warehouse Line of Credit (LOC) not to exceed \$75,000,000 and delegate approval of such procurement and provider selection to the Bond Finance Committee.

Upon motion by Mr. Bradley, second by Mr. Schuhmann, and a vote with all members identified as present voting "yes", the motion carried to recommend the approval of procuring a second line of credit.

There being no further business, Chair McGauley adjourned the meeting at 10:08 AM CT.

Respectfully submitted,



Sandi Thompson,
Assistant Secretary

Approved this 19th day of July, 2022.

TENNESSEE HOUSING DEVELOPMENT AGENCY
GRANTS COMMITTEE MEETING MINUTES
May 24, 2022

Pursuant to the call of the Chairman, the Grants Committee (the "Committee") of the Tennessee Housing Development Agency (THDA) Board of Directors (the "Board") met in regular session on Tuesday, May 24, 2022, at 10:15 AM CST in the Nashville Room of William R. Snodgrass Tennessee Tower Building, Nashville, Tennessee.

The following committee members were present in person: Acting Chair, Tennion Reed, Chris Mustain (for Secretary of State Tre Hargett) and Rick Neal. Those absent were: Austin McMullen and Comptroller Jason Mumpower.

Recognizing a quorum present, Chair Reed called the Grants Committee meeting to order and asked for consideration of the January 25, 2022 meeting minutes. Upon motion by Mr. Mustain and a second by Mr. Neal the motion carried and the minutes were approved.

Chair Reed recognized Cynthia Peraza, Director of Community Programs, to present the 2022-2023 Emergency Repair Program Description. She referenced the 2022-2023 Emergency Repair Program Description as outlined in the memo dated May 5, 2022 from herself and Don Watt, Chief Programs Officer, as well as the Redlined Program Description in the board materials. She highlighted the change to the grant period for this year and asked the committee to approve the Emergency Repair Program for 2022-2023 as presented and outlined in the board materials. Upon motion by Mr. Neal and a second by Mr. Mustain the motion carried.

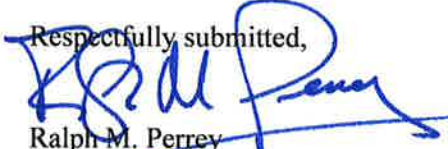
Chair Reed recognized Cynthia Peraza, Director of Community Programs, to present the REVISED 2023 Challenge Grant Program Description. She referenced the REVISED 2023 Challenge Grant Program Description as outlined in the memo dated May 23, 2022 from herself and Don Watt, Chief Programs Officer, as well as the Redlined Program Description in the board materials. She highlighted the updated application schedule and asked the committee to approve the REVISED 2023 Challenge Grant Program Description as presented and outlined in the board materials. Upon motion by Mr. Neal and a second by Mr. Mustain the motion carried.

Chair Reed recognized Cynthia Peraza, Director of Community Programs, to present the Rebuild and Recover Disaster Program Description. She referenced the Rebuild and Recover Disaster Program Description as outlined in the memo dated May 5, 2022 from herself and Don Watt, Chief Programs Officer, as well as the Redlined Program Description in the board materials. She highlighted the addition of nonprofit agencies to the list of possible applicants and asked the committee to approve the Rebuild and Recover Disaster Program Description as presented and outlined in the board materials. Upon motion by Mr. Neal and a second by Mr. Mustain the motion carried.

Chair Reed recognized Cynthia Peraza, Director of Community Programs, to present COVID 19 Extensions of 2019 HOME program grants. She referenced the COVID 19 Extensions of 2019 HOME program grants as outlined in the memo dated May 5, 2022 from herself and Don Watt, Chief Programs Officer. She highlighted the continuing challenges the program Grantees are experiencing due to the pandemic and asked the committee to approve the COVID 19 Extensions of 2019 HOME program grants as presented and outlined in the board materials. Upon motion by Mr. Neal and a second by Mr. Mustain the motion carried.

Chair Reed recognized Cynthia Peraza, Director of Community Programs, to present the 2017 HOME grant extension request from the City of Gatlinburg. She referenced the 2017 HOME extension request from the City of Gatlinburg as outlined in the memo dated May 23, 2022 from herself and Don Watt, Chief Programs Officer. She highlighted the continuing challenges the city is facing due to the wildfires that impacted Sevier County in 2016, compounded by delays resulting from COVID-19, and other building delays, as well as, the significant progress the city has made on this project and asked the committee to approve the 2017 HOME grant extension request for the City of Gatlinburg as presented and outlined in the board materials. Upon motion by Mr. Mustain and a second by Mr. Neal the motion carried.

With no further business, the meeting was adjourned at 10:29 AM CST.

Respectfully submitted,

Ralph M. Perrey
Executive Director

Approved this 19th day of July, 2022

TENNESSEE HOUSING DEVELOPMENT AGENCY
LENDING COMMITTEE MEETING MINUTES
May 24, 2022

Pursuant to the call of the Chairman, the Lending Committee (the "Committee") of the Tennessee Housing Development Agency ("THDA") Board of Directors (the "Board") met in regular session on Tuesday, May 24, 2022, at 10:08 AM CST, in the Nashville Room of the William R. Snodgrass Tennessee Tower Building.

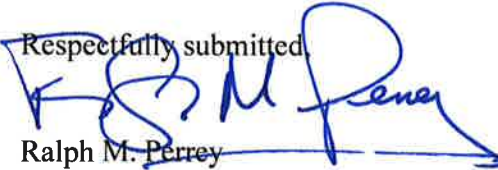
The following Committee members were present: Rick Neal (Acting Chair), Erin Merrick, Todd Skelton, and Alex Schuhmann (for Commissioner Butch Eley). Absent was: Chrissi Rhea.

Chair Neal called the Committee meeting to order and welcomed the newest committee member, Todd Skelton. The next order of business called by Chair Neal was for consideration of the minutes from the January 25, 2022. Upon a motion by Ms. Merrick, with a second by Mr. Skelton, and with all Committee members identified as present voting yes, to approve the January 25, 2022, meeting minutes was approved.

Chair Neal called on Lindsay Hall, THDA Chief Operating Officer for Single Family Programs, to discuss THDA Economist Dr. Huyla Arik's, memo dated May 9, 2022, on adopting the "Proposed Calculation" method for increasing income limits under the THDA single family mortgage loan program for all counties to be effective as of June 1, 2022. Upon a motion by Ms. Merrick, with a second by Mr. Skelton, and with all Committee members identified as present voting yes to approve the increased income limits for all counties.

Chair Neal called on Lindsay Hall, THDA Chief Operating Officer for Single Family Programs, to present the THDA Ginnie Mae Form 11702 signature verification and authority request as outlined in the memo dated May 6, 2022 from Steve Fischer, THDA Director of Capital Markets and Lindsay Hall, THDA Chief Operating Officer for Single Family Programs. Staff requests permission from the Board to provide the following authorization as required by Ginnie Mae - The issuance of Ginnie Mae MBS, and the names and genuine signatures of individuals authorized to act on behalf of the applicant or issuer in connection with Ginnie Mae MBS as provided in the 11702 forms for both issuers numbers 4446 ad 4447. Upon a motion by Ms. Merrick, and a second by Mr. Skelton, the motion was approved.

There being no questions and no further business, Chair Neal adjourned the meeting at 10:14 AM CST.

Respectfully submitted,

Ralph M. Perrey
Executive Director
Approved the 24^h day of January, 2023

TENNESSEE HOUSING DEVELOPMENT AGENCY
TAX CREDIT COMMITTEE MEETING MINUTES
May 24, 2022

Pursuant to the call of the Chairman, the Tax Credit Committee (the “Committee”) of the Tennessee Housing Development Agency (THDA) Board of Directors (the “Board”) met in regular session on Tuesday, May 24, 2022, at 10:30 AM CST in the Nashville Room of William R. Snodgrass Tennessee Tower Building, Nashville, Tennessee.

The following committee members were present in person: Chair, John Snodderly, Chris Mustain (for Secretary of State Tre Hargett), Alex Schuhmann (for Commissioner of F&A Butch Eley), Kevin Bradley (for Treasurer David Lillard), and Erin Merrick.

Recognizing a quorum present, Chair Snodderly called the Tax Credit Committee meeting to order and asked for consideration of the January 25, 2022 meeting minutes. Upon motion by Ms. Merrick and a second by Mr. Bradley the motion carried and the minutes were approved.

Chair Snodderly recognized Don Watt, Chief of Programs, to present the Amendment to the 2022 Multifamily Bond Authority Program Description. He referenced the Amendment to the 2022 Multifamily Bond Authority Program Description as outlined in the memo dated May 9, 2022 from himself. He highlighted the need for a substantive tie-breaker and asked the committee to approve the Amendment to the 2022 Multifamily Bond Authority Program Description as presented and outlined in the board materials. Upon motion by Ms. Merrick and a second by Mr. Bradley, the motion carried.

Chair Snodderly asked the committee to discuss potential areas of revision for the 2023 Qualified Allocation Plan (QAP) as the Agency works on that plan. Specifically, the committee discussed:

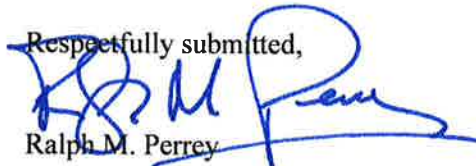
- Moving the Waverly preference to the 2023 QAP
- Removing Total Development Cost caps
- Streamlining Visitability standards to align with federal requirements
- Updating energy efficiency standards
- Clarifying amenity requirements on phased and scattered site deals. Specifically, considering playground requirements based on the size of the second phase. Can we waive the playground requirement if development is adjacent to a public park or large playground?
- Adding a “check list” approach, allowing developers to choose among amenities, energy efficiency measures, and still be able to max out in that category.
- Allowing septic fields on properties of 1-4 units; require sewer connection for greater than 4 units.
- Limiting Concerted Community Revitalization Plans to housing and perhaps economic development or infrastructure.

- Clarifying Qualified Contract process penalty.
- Eliminating requirement for audited financials.
- Reviewing 2022 applications for points that everybody gets. Should those be threshold items instead? If it something we really don't need to evaluate the proposal (ie: letters from lenders, syndicators) – if everyone can get them, there's no differentiation.

Blue Oval City

- There is no opposition from the board to the idea of THDA steering affordable housing development to the counties around the new Ford plant-however, the board would like information that shows we are 'right-sizing' the scope of TCs and ensuring there is fairness throughout Tennessee, as well. One specific ask was an assessment of affordable housing needs in that area (once the plant would move in) compared to similar areas in the state.
- Board members want this addition to the QAP written broadly, so that we can likewise support other major economic initiatives elsewhere in the state, without a major revision to the QAP. The challenge is to define what *other major economic initiatives* are and probably to consider a region's ability to absorb additional residents.

With no further business, the meeting was adjourned at 10:55 AM CST.

Respectfully submitted,

Ralph M. Perrey
Executive Director

Approved this 19th day of July, 2022