

**MINUTES OF THE MEETING OF THE MEMBERS OF THE
HOUSING TRUST FUND CORPORATION (“HTFC”)
HELD ON MARCH 8, 2018 AT 1:00 P.M.**

Locations: New York State Homes and Community Renewal, 641 Lexington Avenue, 5th Floor
New York, New York
New York State Homes and Community Renewal, 38-40 State Street,
Commissioner’s Conference Room, Albany, New York
Locations connected by video-conference

MEMBERS PRESENT:

RuthAnne Visnauskas, Chairperson
Alex Valella, representing Kenneth Adams, Member
Howard Zemsky, Member

OTHERS PRESENT:

Mark Colon
Gerry D’Huy
Gabrielle Farina
Shin Kim
Crystal Loffler
Betsy Mallow
Linda Manley
Stacey Mickle
Lisa Pagnozzi
Ann Petersen
Eu Ting-Zambuto
Mark Tyler

There was a quorum with all Members present. Chairperson Visnauskas made a motion to call to order the meeting of the Members of HTFC. The motion was seconded by Mr. Zemsky.

The first item on the agenda was the approval of the minutes of the meeting held on January 25, 2018. The minutes were deemed approved.

The second item on the agenda was a resolution adopting an amended procurement policy for Community Development Block Grant Disaster Recovery contracts under the Governor’s Office of Storm Recovery (“GOSR”). Ms. Kim presented the proposed amended policy. She stated that various sections of the policy were streamlined, and she stated that the policy was revised to ensure compliance with both Federal and the State’s record retention policy. Additionally, she stated that the policy contains amended approval procedures including

approval by an Executive Team for certain procurement determinations, due to organizational changes within GOSR.

Mr. Valella asked if the Executive Team was defined.

Ms. Kim responded that it was defined as those individuals who are part of GOSR's Executive Team.

Mr. Valella asked if this policy with respect to the Executive Team language was different from the procurement policy for contracts not under GOSR.

Ms. Kim responded that this policy was only for procurements funded by federal funds administered by GOSR.

Ms. Ting-Zambuto confirmed that HTFC maintains a separate policy for all other procurement contracts which is consistent with the procurement policy across the integrated agencies.

Mr. Zemsky moved to adopt the resolution; Chairperson Visnauskas seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby approve the amended Procurement and Contract Guidelines for Contracts Funded by the Community Development Block Grant Disaster Recovery Program.

Section 2. The Members hereby authorize the GOSR Procurement Officer, HCR Procurement Officer, or another officer or authorized agent of HTFC, subject to the provisions of this resolution, to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution.

Section 3. This resolution shall take effect immediately.

The next item on the agenda was a resolution adopting an integrated employee handbook. Ms. Farina noted that the majority of the policies and rules in the handbook remain consistent with the separate handbooks across the departments from prior years.

Mr. Zemsky moved to adopt the resolution; Mr. Valella seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby approve the integrated employee handbook.

Section 2. This resolution shall take effect immediately.

The next item on the agenda was a resolution approving the budget request. Ms. Mickle presented that the administrative budget has been prepared to capture the costs associated with personal and non-personal service expenditures under the various units of the Corporation. She noted that for the purposes of this report, the budget is based on PBCA fee revenue through December 31, 2018. She further noted that the program budget reflects the executive budget appropriation levels for FY 2018-19 as well as estimates of federal funds that flow directly to the Corporation.

Mr. Zemsky moved to adopt the resolution; Mr. Valella seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby adopt the annual budget.

Section 2. The Treasurer or other authorized officer is hereby authorized to publish, file, or report the budget in accordance with the requirements of the Public Authorities Law or other governing regulations, as applicable.

Section 3. This resolution shall take effect immediately.

The next item on the agenda was a resolution authorizing consultant services agreement with PwC Public Sector LLP. Mr. D'Huy gave a brief overview of the status of the Performance Based Section 8 Contract Administration services re-solicitation. He stated that PwC would represent both New York and New Jersey in their efforts in putting together a proposal and bid based on HUD's draft RFP and that the corporation would use the firm on a limited basis. He also indicated that staff had worked with the firm in other capacities previously. He added that action may be required in the re-solicitation as early as April 1.

Mr. Valella asked for a clarification on how staff chose PwC.

Mr. Colon responded that staff already had a relationship with PwC based on other contracts including for technology services, but that this contract is being recommended based on the specific services able to be provided by PwC.

Mr. Zemsky asked what is the impact of this Performance Based Section 8 Contract Administration services solicitation.

Chairperson Visnaukas responded that the economic impact is over 30 million dollars a year, which supports many programs and operations.

Mr. Colon added that HTFC is also able to offer the recipients advantages as a result of continuity, knowledge, and the ability to leverage other housing programs and approach problems comprehensively.

Mr. Zemsky inquired about the status of the program during extensive legal challenges.

Ms. Manley responded that HTFC may need an injunction to continue the contract and that it is a possibility, although unlikely, that HUD would take control in the interim.

Mr. Colon added that there is transition language in the contract as well, so there would, at a minimum, be transition time.

Mr. Valella moved to adopt the resolution; Chairperson Visnauskas seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby authorize the Corporation to enter into a bid support services agreement with PwC for a three-year period.

Section 2. The President or Vice President of the Office of Housing Preservation or any Senior Officer of the Corporation, is hereby authorized, subject to this resolution, to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution.

Section 3. This resolution shall take effect immediately.

The next item on the agenda was a resolution authorizing the engagement of Morris, Manning and Martin for legal services. Mr. Tyler presented that the engagement of Morris, Manning and Martin is to replace the engagement of Cohen Mohr for legal services in connection with its re-solicitation of the 8 Performance Based Contract Administration services agreement. He recommended that the corporation follow Andrew Mohr, the named partner from Cohen Mohr to his new firm based on Mr. Mohr's qualifications, expertise in the relevant field, and relationship with other entities which would result on cost sharing as well as extensive non-financial benefits.

Mr. Zemsky moved to adopt the resolution; Chairperson Visnauskas seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby authorize the Corporation to enter into a legal services agreement with Morris, Manning and Martin, LLP on the same terms as the existing contract with Cohen Mohr.

Section 2. Any Senior Officer as defined by the By-Laws of the Corporation is hereby authorized, subject to this resolution, to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution.

Section 3. This resolution shall take effect immediately.

The next item on the agenda was a resolution authorizing awards under the New York Main Street Technical Assistance Program. Ms. Loffler presented recommendations for awards to Elmira Downtown Development to complete a feasibility analysis including design guidelines and code reviews for the historic Federal Building located at 200 East Church Street in Downtown Elmira and to Livingston County Development Corporation to complete a building reuse analyses and façade renderings for the King Cole Bean Buildings located in Avon. She recommended an award of up to \$20,000 for each applicant.

Mr. Zemsky moved to adopt the resolution; Mr. Valella seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby authorize awards under the New York Main Street Technical Assistance Program in an amount up to \$20,000 for each applicant as follows: Elmira Downtown Development to complete a feasibility analysis including design guidelines and code reviews for the historic Federal Building located at 200 East Church Street in Downtown Elmira and Livingston County Development Corporation to complete a building reuse analyses and façade renderings for the King Cole Bean Buildings located in Avon.

Section 2. The Members hereby approve the entering into of regulatory agreements with the applicants, upon their satisfactory compliance with any pre-contract conditions as required by statute or regulation, and upon such terms and conditions as set forth in the applicable program guidelines.

Section 3. The Members hereby authorize the President of the Office of Community Renewal or another authorized officer of HTFC, subject to the provisions of this resolution, to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution.

Section 4. This resolution shall take effect immediately.

The next item on the agenda was a resolution authorizing awards under the Small Rental Development Initiative. Ms. Petersen presented an overview of the program and highlighted the reach of the applicants and program funds. She introduced the projects being recommended for awards which included Chautauqua Home Rehabilitation and Improvement Corp, Herkimer Housing Authority, and Opportunities for Chenango, Inc.

Chairperson Visnauskas moved to adopt the resolution; Mr. Zemsky seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby authorize an award under the NYS HOME Local Program Small Rental Development Initiative in amounts up to and to the applicants below:

Local Program Administrator	SHARS ID	Award Amount
Chautauqua Home Rehabilitation and Improvement Corp.	20173053	\$344,400
Herkimer Housing Authority	20173052	\$2,923,145
Opportunities for Chenango, Inc.	20173012	\$516,849
TOTAL		\$3,784,394

Section 2. The Members hereby authorize the entering into of regulatory agreements with the applicants, upon their satisfactory compliance with any pre-contract conditions as required by statute or regulations as applicable, and upon such terms and conditions as set forth by program guidelines.

Section 3. The Members hereby authorize the President of the Office of Community Renewal or another authorized officer of HTFC to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution

Section 4. This resolution shall take effect immediately.

The next item on the agenda was tabled.

The next item on the agenda was a resolution reauthorizing an award under the HOME Program for Sunrise Acres III. Mr. Fitzgerald presented the recommendation to reauthorize an award up to \$2,200,000 under the HOME Program to Akwesasne Housing Authority, which was originally authorized by the Members in January 2017 and which has since lapsed. He reported that a construction financing closing is expected in April 2018 and accordingly, recommended that authorization for the award be extended through April.

Chairperson Visnauskas moved to adopt the resolution; Mr. Zemsky seconded the motion, and the following resolution was unanimously adopted:

Section 1. The Members hereby approve the reauthorization of funds under the HOME Program in an amount up to \$2,200,000 under the HOME Program for Sunrise Acres III.

Section 2. The Members hereby provide that this authorization will lapse on April 30, 2018 if a closing on all sources of construction financing sufficient to complete the project has not occurred.

Section 3. The Members hereby authorize the entering into of regulatory agreements with the applicant, upon its satisfactory compliance with any pre-contract conditions as required by statute or regulations, and upon such terms and conditions as set forth by program guidelines.

Section 4. The Members hereby authorize any officer in the Office of Finance and Development or Senior Officer as defined in the By-Laws of HTFC to execute any documents which may be necessary and appropriate to effectuate the purposes of this resolution.

Section 5. This resolution shall be effective immediately.

The remainder of the items were informational items. No board actions were taken on the informational items.

The next item on the agenda was a review of authorized contracts by the Governor's Office of Storm Recovery.

The next item on the agenda was a review of SEQRA Type 2 projects.

The next item on the agenda was a review of the quarterly project status report for multifamily housing projects.

There being no unfinished business, Mr. Valella moved to adjourn the meeting; Chairperson Visnauskas seconded the motion, and the meeting was adjourned at 1:30 p.m.