

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
OREGON AFFORDABLE HOUSING ASSISTANCE CORPORATION

A special meeting of the Board of Directors (the “Board” or the “Directors”) of Oregon Affordable Housing Assistance Corporation, an Oregon nonprofit public benefit corporation (the “Corporation”), was held on March 30, 2016, at 9:00 a.m. in Conference Room 322 of the Oregon Housing and Community Services Department at 725 Summer Street NE, Suite B, Salem, Oregon 97301-1266.

Directors present: Julie Cody
Kim Freeman
Maggie LaMont
Sandy McDonnell
Caleb Yant

Julie Cody was appointed as Chairperson of the meeting (the “Chairperson”). The Chairperson noted that all of the Directors were present in person, with the exception of Maggie LaMont who participated by conference telephone. All the Directors acknowledged they could hear each other. Each Director noted that he or she was provided notice of the meeting, though the Directors’ notice indicated a start time of 8:30 a.m. while the published notice was for 9:00 a.m., and participated without objection. The Chairperson noted that the presence of the number constitutes a quorum of the Board and directed the meeting to proceed.

Margaret S. Van Vliet, Director of Oregon Housing and Community Services Department, was not present at the meeting, but the Board noted that Margaret S. Van Vliet was provided notice in a manner consistent with the other Directors. Betty Merrill, Administrator of the Oregon Homeownership Stabilization Initiative (OHSI), and Carmel Charland, OHSI Operations and Policy Analyst, were present and participated in the meeting.

Steven Malvey and Michael Schrader of Orrick, Herrington & Sutcliffe LLP were participating in the meeting by conference telephone at the request of the Board.

Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (“Agreement”)

Betty Merrill provided an overview of the changes made by Treasury in the most recent Agreement (see attached outline). OAHAC will receive \$36 million in the fifth round of funding through the formula allocation process. Caleb clarified that after the end of term, loans could still be originated with recovered funds. Betty explained that OHSI will not have an issue meeting the annual “use it or lose it” standards. Steve clarified that this amendment re-opens existing programs and does not create any new programs. Betty explained that in the event additional funding is approved by Treasury through the application process, additional programs could be initiated and the term sheet would be further amended at that time. The Directors discussed the

Agreement and unanimously adopted and approved the following resolutions:

RESOLVED, that the term changes set forth in Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement are hereby ratified and approved.

RESOLVED FURTHER, that the President and/or the Treasurer of the Corporation, each individually is hereby authorized to negotiate, enter into, execute and deliver the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement, and hereby ratify prior actions taken by such officers with respect to the Seventeenth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement, including execution thereof.

Open Public Discussion

The Board asked for any public comment. No member of the public was present at the meeting.

Omnibus Resolution

The Board unanimously adopted and approved the following resolution:

RESOLVED, that any actions taken by the officers or Directors of the Corporation prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, and approved as the acts and deeds of the Corporation.

There being no further business, the Directors unanimously decided that the meeting was adjourned.

Respectfully submitted,

By: 
Julie Cody, President

Highlights of new HFA Participation Agreement for use in the Formula Phase of the Fifth Round of Funding

- Oregon was allocated \$36.4 Million in the Fifth Round of funding. This brings total allocation to \$256 Million.
- Extends program through December 31, 2020.
 - Final determination must be completed by 12/31/2020.
 - Final disbursement must be made by 12/31/2021.
- Clarifies “End of Term” and obligations.
 - End of term is defined as the last disbursement of HHF funds.
 - UST will sweep remaining funds 90 days following notification of last disbursement.
 - Final QPR & QFR are due 45 days after quarter in which End of Term occurs.
 - Final bring down certification are due 90 days after End of Term.
 - Final audited financials are due 120 days following close of fiscal year (no change).
- Establishes “use or lose” provisions:
 - 2016 - at least 70% of original allocation must be drawn
 - 2017 - at least 95% of original allocation must be drawn
 - 2018 - at least 80% of the total funds allocated must be drawn
- Eliminates requirement to return program income to Treasury after the program ends.
 - Following the UST sweep all recovered program funds are retained by the HFA.
 - This includes: lien satisfactions, LRAPP and RAHAPP loan remittances and the loan portfolios themselves.
- Allows for streamlined approval of revisions to Service Schedules.