



Louisiana Housing Corporation

***An audio-video recording as well as verbatim-transcript of these proceedings
is available upon request by contacting the LHC***

LHC Board of Directors

Board Meeting Minutes

Wednesday, April 13, 2022 @ 10:30 A.M.

**2415 Quail Drive
V. Jean Butler Board Room, LHC Building
2415 Quail Drive, Baton Rouge, LA 70808**

Board Members Present

Chairman Anthony P. Marullo, III
Louisiana State Treasurer John M. Schroder
Alfred E. Harrell, III
Steven Hattier
Stacy S. Head
Steven P. Jackson
Ericka McIntyre
Willie Rack
Jennifer Vidrine
Richard A. Winder
Brandon O. Williams

Board Members Absent

Vice-Chairwoman Tonya P. Mabry

Staff Present

Barry E. Brooks
Bradley Sweazy
Yolanda Martin
Nakesla Blount
Rendell Brown
Louis Russell
Judy White

LHC Board Meeting Minutes

April 13, 2022

Page 2 of 11

Lionel Dennis
Carlos Dickerson
Brenda Evans
Leslie Strahan
Plezetta West
Thomas Bates
Anita Muhammad
Liza Bergeron

Others Present

See Sign-In Sheet.

CALL TO ORDER

Board Chairman Anthony P. Marullo, III called the meeting to order at 10:32 a.m. Board Secretary Barry E. Brooks called the roll; there was a quorum.

There was a Moment of Silence and Prayer of Condolences for Board Vice-Chairwoman Tonya P. Mabry -- acknowledging the recent loss of her father (Dr. Leslie MacArthur Mabry, Jr.).

Secretary Brooks also noted for the Record the resignation of Board Member Johnny Berthelot – effective April 12, 2022.

APPROVAL OF MINUTES

Next item discussed was the March 09, 2022 LHC Full Board of Directors Meeting Minutes.

On a motion by Board Member Steven P. Jackson and a dual second by Board Members Willie Rack and Alfred E. Harrell, III, the Minutes of the March 09, 2022 LHC Board of Directors Meeting were unanimously approved, as distributed.

BOARD CHAIRMAN'S REPORT

Next, Board Chairman Marullo acknowledged the resignation of Board Member Johnny Berthelot, and thanked him on behalf of the Board for his service and commitment over the past two (2) years.

Board Chairman Marullo strongly encouraged the public to attend and/or participate via LIVESTREAM the Board Committees Meetings.

LHC INTERIM-EXECUTIVE DIRECTOR'S REPORT

LHC IED Bradley R. Sweazy briefly advised the Board that LHC would be at 100% in-person attendance in May of LHC staff, post-COVID restrictions being alleviated.

LHC HR Director Nakesla Blount concurred in the aforementioned.

IED Sweazy welcomed newly appointed Executive Director Joshua G. Hollins.

IED Sweazy discussed past and current LHC accomplishments, milestones, etc., in particular the increases in Single Family Production, the 2019 LHC Housing Conference, the effects of COVID-19 over the past two (2) years, LHC having been awarded five (5) national awards since 2016, the recent \$75M SF MRB announcement, that \$350M would be invested via the QAP awards, and celebrations related to April being Fair Housing Month.

There was a video presentation regarding Fair Housing featuring Tony Decopol with CBS News.

AGENDA ITEM #5 – FORTIFIED Pioneer Award

Next there was the presentation of the 2022 FORTIFIED Pioneer Award to LHC by Cliff Barros with IIBHS

Additional information was provided by Liza Bergeron, LHC Housing Finance Manager for Housing Development.

AGENDA ITEM #6 – Fair Housing Month

Next item discussed was the Resolution regarding April 2022 as Fair Housing Month.

The matter were introduced by Board Secretary Brooks.

Additional information was provided by Anita Muhammad, LHC Director of Public Affairs, noting staff was recommending approval thereof.

DPA Muhammad read the Resolution into the Record.

On a motion by Board Member Steven P. Jackson and seconded by Board Member Brandon O. Williams, the resolution commemorating the 54th Anniversary of the Fair Housing Act and declaring the month of April 2022 as “Fair Housing Month”; and providing for other matters in connection therewith, was moved to debate. There

being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #7 – \$75M LHC SF MRB

Next item discussed was regarding authorizing the issuance of \$75M of LHC Single Family Mortgage Revenue Bonds.

The matter were introduced by Board Secretary Brooks.

The specifics of the matter were provided by Brenda Evans - LHC Chief Programs Officer, noting the matter would next go to the State Bond Commission, and then back for final approval at the May 11th BODM, and that staff was recommending approval.

On a motion by Board Member Steven P. Jackson and seconded by Board Member Alfred E. Harrell, III, the resolution approving and authorizing the issuance of not exceeding Seventy-Five Millions Dollars (\$75,000,000) of Louisiana Housing Corporation Single Family Mortgage Revenue Bonds in one or more tax-exempt or taxable series or subseries; approving the form of a Series Supplemental Trust Indenture in connection with the aforesaid Bonds; requesting the State Bond Commission to approve the issuance, sale and delivery of the Bonds; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #8 – 2022-2023 QAP

Next item discussed was the Resolution approving the recommended awards for the 2022/2023 QAP.

The matter were introduced by Board Secretary Brooks.

The specifics of the matter was provided by Louis Russell, Director of Housing Development, noting staff was recommending approval thereof.

DHD Russell furthered, discussing 2022 Credit Ceiling, he noted that 80 applications had been received, discussed the various Pools, Disaster Credit Set Asides, Qualified Non-Profit CHDO Set Aside, Metro CNI Set Aside Orleans Parish, Metro Area Rehab Pool, Metro New Construction Pool, Metro Area Collapsed, Rural Acquisition and Rehab, Rural New Construction, Statewide Collapsed, etc.

DHD Russell also noted that Allen, Iberville, and Jefferson Davis Parishes were back again participating in the QAP process and were being funded.

Board Member Harrell inquired as to how ending balances of each Pool are resolved.

Mr. Russell noted that such carries over into a sub-Pool to give a “second bite”.

CPO Evans noted that page 5 of the QAP discusses “rollover” parameters.

Board Member Williams inquired as to whether there was tracking of unmet needs.

Mr. Russell noted that such is done via Housing Needs Assessment analysis, and that he would provide a report regarding such at the May BODM.

Programs Committee Chairman Jackson thanked the LHC staff for having conducted an open and effective QAP process, and that “...once the QAP application process is approved by the Board it cannot be changed”, and that staff “...worked within the guardrails set forth by the Board”, that the process was equitable, and that he supported the separation of Pools.

Board Chairman Marullo reiterated that once the Board approves the QAP “...it is set in force”.

Board Member Head advocated for an increase in the quality of units coming into commerce.

Board Member Hattier thanked the Development Community and LHC staff for a very effective and equitable QAP process.

Louisiana State Treasurer Schroder inquired on the timeline for the next QAP, and recommended that attendance at the QAP Public Hearings should be mandatory for Board Members.

Mr. Russell noted that staff was in dialogue and analysis as related to the next QAP.

Board Member Jackson recommended multiple QAP Public Hearings to allow for more in-depth analyses of future QAPs, in an effort to make future QAPs more participatory.

Board Member Winder applauded the Rural Area awards, applauded the work of the Programs Committee and LHC Staff, and advocated for developers to show more attention to Rural Areas.

Board Chairman Marullo thanked Treasurer Schroder for the Bill filed in the 2022 Louisiana Regular Legislative Session encouraging more virtual meetings.

Board Chairman Marullo solicited any public comments. There were none.

DHD Russell noted that the Millennium Studios Project was being referred back to the Programs Committee for further review.

On a motion by Board Member Steven P. Jackson and seconded by Board Member Brandon O. Williams, the resolution approving the final rankings of applicants under the 2022/2023 Qualified Allocation Plan to certain residential rental facilities; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #9 – Lake Forest Manor Project

Next item discussed was the Resolution regarding the purchase by Cedar Rapids Bank and Trust Company of an additional \$3.2M MHRB for Lake Forest Manor Project located in New Orleans.

The matter were introduced by Board Secretary Brooks.

The specifics of the matter was provided by Louis Russell, Director of Housing Development, noting the matter would next go to the State Bond Commission for approval, and that staff was recommending approval thereof.

Additional information was provided by Kelly Longwell, attorney with Coats Rose, advising that costs in the development would remain the same.

On a motion by Board Member Steven P. Jackson and seconded by Board Member Brandon O. Williams, the Supplemental Resolution accepting the proposal of Cedar Rapids Bank and Trust Company for the purchase of an additional Three Million Two Hundred Thousand Dollars (\$3,200,000) above the previously approved Twenty-two Million Dollars (\$22,000,000) Multifamily Housing Revenue Bonds for Lake Forest Manor Project located at 10101 Lake Forest Boulevard, New Orleans, Orleans Parish, Louisiana 70127 in one or more series to finance the acquisition, construction, and equipping of a multifamily housing development within the State of Louisiana; fixing the parameter terms of said bonds and otherwise providing with respect to said bonds; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #10 – LHC ED Employment Agreement

Next item discussed was the Resolution regarding approving the LHC Executive Director Employment Agreement.

The matter were introduced by Board Secretary Brooks.

Additional information was provided by Administration Committee Chairman Alfred E. Harrell, III, who also thanking everyone for their collaboration in the matter.

On a motion by Board Member Alfred E. Harrell, III, and dual seconded by Board Members Steven P. Jackson and Jennifer Vidrine, it was moved that the Board approve the LHC Executive Director Employment Agreement with Joshua G. Hollins.

Thereafter, Board Member Head noted that she was “uncomfortable” with the proposed salary and that she felt such was “too high”.

Board Chairman Marullo noted that comparative HFA Executive Directors were compensated similarly.

Board Member Vidrine noted her support for the pending matter, and that she welcomed Mr. Hollins as the next LHC Executive Director.

Board Member Jackson invited Mr. Hollins to address the Board.

Board Member Harrell noted that preliminary market salary analysis was matched with the scope of work, and therefore the recommended compensation was proper.

Mr. Hollins addressed the Board and applauded Board Member Head’s “fiduciary accountability” comments, that “...I plan to earn every single penny and show up every day to meet the LHC Mission”, and that he was looking forward to servicing LHC and Louisiana.

Louisiana State Treasurer Schroder noted that it would be helpful if the analysis of salary ranges had been provided to everyone earlier; and he inquired as to what jobs were currently open at the Executive level.

HR Director Blount noted that current Executive level jobs included the Director of Policy, Chief Administrative Officer, and Director of Governmental Affairs.

Mr. Hollins noted that he had reviewed the LHC Org Chart and that some tasks could be absorbed by himself, but that he needs an “effective team”, and that he would present a Staffing Plan to the Board for approval.

Louisiana State Treasurer Schroder noted that he “...wholeheartedly supports the Board” having hired Mr. Hollins, that he wanted to know “what you can save the Agency to offset the salary”, and that he looked forward to seeing the LHC Staffing Plan.

Mr. Hollins noted he was planning to have discussions with each Board Members within his first thirty (30) days in his employment.

There were further lengthy discussions amongst the Board Members regarding the matter.

Next, Board Member Jackson moved to Call the Question.

Board Chairman Marullo noted that there were other Board Members in the cue to speak.

Executive Counsel Martin advised that "...the Question has been called."

There was not full clarity as to what matter was being voted on, however the Board proceeded to a Roll Call Vote.

A Roll Call Vote was done and resulted in 8 Yes and 2 No (YES - Harrell, Hattier, Jackson, McIntyre, Vidrine, Williams, Winder, Marullo; NO – Schroder, Head). Absent (Mabry, Rack).

Louisiana State Treasurer noted for the Record that he understood the Roll Call Vote was solely related to whether the Call for the Question was proper, and was not for the matter regarding the approval or disapproval of the LHC Executive Director Employment Agreement.

There were discussion between the Board and EC Martin as to the proper Parliamentary protocols on how to best proceed.

EC Martin advised that "...Procedurally under Robert's Rule of Order, when you Call for the Question, it ends debate.

Louisiana State Treasurer Schroder noted for the Record "...Okay. You're the lawyer. But I absolutely a hundred percent disagree."

Board Chairman inquired to EC Martin if it was okay to proceed. Ms. Martin replied affirmatively.

Louisiana State Treasurer Schroder noted for the Record that he thought he was voting on the Call for the Question, and wanted it duly noted that his NO vote was not a vote against Mr. Hollins, and that "...I've never voted in the Legislature to end debate. I think when you do that it takes away from the process that we're here to participate in."

Thereafter, Board Chairman requested Secretary Brooks proceed to the next item on the Agenda.

AGENDA ITEM #11 – LLA Report

Next item discussed was the matter related to the Louisiana Legislative Auditor Report – Performance Audit of the LHC Operational Policies and Procedures, issued February 17, 2022.

Audit Committee Chairwoman Ericka McIntyre addressed the specifics of the matter in-depth, noted that the Audit Committee had met on April 11 and discussed the matter, and was reporting the matter FAVORABLY to the Board.

On a motion by Board Member Ericka McIntyre and seconded by Board Member Louisiana State Treasurer John M. Schroder, the Board accepted the Louisiana Legislative Auditor Report – Performance Audit of the LHC Operational Policies and Procedures, issued February 17, 2022, as presented; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #12 – New LHC Programs

Secretary Brooks introduced the next item regarding how LHC accepts New Programs, noting that the matter had reported FAVORABLY out of the April 5th Budget and Finance Committee Meeting, but that LHC Staff was requesting that the matter be referred back to the BFC for further discussion at the next BFC meeting, and thereafter placed on the May 11th BODM Agenda for approval.

The matter was interrupted by EC Martin requesting "...So that, you know, when everybody leaves here and that, you know, the public is settled as well as you Mr. Treasurer, I'd like to just out of caution go back and re-do that measure and allow the vote to come forward on the Employment Agreement and then allow...another motion on ending the debate, to clear it up for the public and Mr. Treasurer...and then we'll go through procedurally with the vote on the contract...."

AGENDA ITEM #10 – LHC ED Employment Agreement (continued)

Board Chairman Marullo agreed to the aforementioned request, noting "...we'll entertain a motion to close the question and debate...so at this time we have a motion by Board Member Jackson..."

Board Member Harrell offered a second on the pending motion.

Louisiana State Treasurer Schroder noted he had an objection, and inquired as to whether there were any other Board Members "...waiting for a question."

There were further discussions (oftentimes inaudible or not clear) between the Board and EC Martin.

Thereafter, Ms. Martin advised the Board that "...The Question on the floor is related to end of debate and your comment at this time has to be germane to that motion."

Board Member Winder withdrew his previous request for recognition to speak on the matter.

Thereafter were discussions between Board Member Jackson and Louisiana State Treasurer Schroder on Board Committee structure and purpose, attendance at such, etc.

Board Member Jackson inquired of Secretary Brooks "...And, Mr. Brooks, if my understanding is correct, the representative to represent the Treasurer's Office was here yesterday; is that correct".

Secretary Brooks replied "...Primary Official Designee Mr. Tony Ligi was in attendance."

Thereafter, Board Member Jackson noted that "...So the Treasurer's Office had an opportunity to opine and be a part of this conversation..."

There was further discussions between Board Member Jackson and Louisiana State Treasurer Schroder on the aforementioned matters.

Board Chairman Marullo requested the Board get back on track.

Secretary Brooks requested "clarification from Legal counsel" before proceeding.

Thereafter, Board Member Jackson withdrew his motion to Call for the Question.

Secretary Brooks requested the Record reflect the withdrawal of the Call for the Question motion by Board Member Jackson, and that based on directives from internal counsel (EC Martin) and external; counsel (Alesia Ardoin) that the Board would revisit the Agenda Item #10 regarding approving the LHC Executive Director Employment Agreement; nothing also that the matter as moved by Board Member Harrell and was dual seconded by Board Members Jackson and Vidrine.

There was discussion between the Board, Secretary Brooks, and EC Young as to what motion was pending to be voted on.

External Counsel Ardoin addressed the Board and provided procedural guidance, noting the matter before the Board was regarding Agenda Item #10, and that someone needed to make a motion to see if there was any further debate on the matter.

On a motion by Board Member Alfred E. Harrell, III, seconded by Board Member Jennifer Vidrine, the Board approved the LHC Executive Director Employment Agreement; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

AGENDA ITEM #12 – New LHC Programs (continued)

BFC Chairman Hattier noted he supports the matter being REFERRED back to the BFC for further discussion.

On a motion by Board Member Steven J. Hattier and seconded by Board Steven P. Jackson, the Board moved to REFER the matter regarding how LHC accepts New

Programs back to the Budget and Finance Committee for further discussion; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed unanimously.

ADJOURNMENT

There being no other matters to discuss, Board Member Alfred E. Harrell, III offered a motion for adjournment that was seconded by Board Member Steven P. Jackson. There being no discussion or opposition, the motion passed unanimously.

The Full Board meeting adjourned at 12:48 p.m.

Chairman

Secretary