Restore Main Street Loan Award Plan

WISCONSIN HOUSING AND ECONOMIC DEVELOPMENT AUTHORITY

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Defined Terms

The "**Act**" – Wis. Stats. §234.661, created by the enactment of 2023 Act 15, as amended by 2025 Act 237.

AMI – the area median income as published by the U.S. Department of Housing and Urban Development for the county where the Eligible Project is located, with family size determined using the federal imputed income limitation, as defined in 26 USC 42 (g) (2) (C).

Completed Project – Residential Housing developed in connection with an Eligible Project that was financed, in part, with the Program.

Eligible Governmental Unit – the city, village, town, county, or federally recognized American Indian tribe or band in this state having jurisdiction of an Eligible Project if all of the following apply:

1. On or after January 1, 2020, governmental unit has reduced the cost of Residential Housing in connection with the Eligible Project by voluntarily revising zoning ordinances, subdivision regulations, or other land development regulations to increase development density, expedite approvals, reduce impact, water connection, and inspection fees, or reduce parking, building, or other development costs with respect to the development of Residential Housing supported by the Eligible Project

2. On or after January 1, 2020, the governmental unit has reduced the cost for residential housing projects generally within the governmental unit by voluntarily revising zoning ordinances, subdivision regulations, or other land development regulations to increase development density, expedite approvals, reduce impact, water connection, and inspection fees, or reduce parking, building, or other development costs with respect to the development of Residential Housing supported by the Eligible Project;

3. the governmental unit is in compliance with the requirements under Wis. Stats. § 66.1001, 66.10013, and 66.10014, to the extent those requirements apply to the governmental unit; and

4. the governmental unit updated the housing element of its comprehensive plan under Wis. Stats. § 66.1001 (2) (b) within the 5 years immediately preceding the date of the loan application. This condition may be satisfied if, within the 5 years immediately preceding the date of the loan application, the governmental unit adopts an ordinance or resolution certifying that the housing element of its current comprehensive plan provides an adequate housing supply that meets existing and forecasted housing demand in the governmental unit.

Eligible Project – a project for Housing Rehabilitation of existing workforce housing that satisfies all of the following conditions:

1. Is located on the 2nd or 3rd floor of an existing 2-story or 3-story building with a commercial use on the main floor, if the space in the building that is devoted to a commercial use constitutes no more than two-thirds of the building's gross square footage;

2. Is located in a building that was constructed at least 40 years prior to the date of application;

3. Has not been Significantly Improved for at least 20 years prior to the date of application, as determined by WHEDA;

4. Is Vacant or has been Underutilized, as determined by WHEDA; and

5. If the rental housing to be rehabilitated with loan proceeds contains lead paint, asbestos, or mold, the authority's loan agreement with the owner shall require the owner to remediate the hazardous material or condition as required by and in accordance with local, state, and federal laws or regulations.

General Set-Aside – award set aside for Eligible Projects that do not qualify for the Small Community Set-Aside.

Housing Rehabilitation – the portion of an improvement to Resident Housing that relates to an Eligible Project if the improvement is to maintain the housing in a decent, safe, and sanitary condition or to restore it to that condition, including any of the following:

1. Repairing or replacing a heating system, electrical system, internal plumbing system, interior wall or ceiling, roof, window, exterior door, or flooring.

2. Repairing or replacing insulation or siding.

3. Remediating lead paint, asbestos, or mold.

LURA – Land Use Restriction Agreement between WHEDA and the developer of an Eligible Project and/or owner of a Completed Project, documenting the tenant income restriction requirements as required by Wis. Stats. §234.661.

The "**Program**" – the revolving loan fund and loan program established by the Act.

Regional Set-Asides – The state will be divided into regions based on existing service jurisdiction of each regional planning commissions constituted under Wis. State § 66.0309. No one region shall receive more than 12.5% of the total amount to be awarded by this Program. All counties not served by one of these regional planning commissions will be considered a single region.

Residential Housing – single-family or multifamily housing for rent or sale that is subject to taxation under Wis. Stats. Ch. 70.

Small Community Set-Aside – award set aside for Eligible Projects located in cities, villages, and towns with populations of less than 10,000 people.

Significantly Improved – any combination of repairs, reconstruction, rehabilitation, addition, or other improvement of the structure which resulted in the assessed value of the improvement (not including land) to increase by 50% in any one year at any point during the 20 years prior to the date of application. When the assessed value of the improvement (not including land) has increased by more than 50%, WHEDA will take into consideration market conditions.

Underutilized – a two-or-three story commercial building in which the second and/or third floors are suitable for housing units that currently contains less than the number of housing units that could be legally constructed within the parameters of adopted zoning and building codes, or to improve or maintain the existing housing in a decent, safe and sanitary condition.

Vacant – a property or building, or portion thereof, not occupied, lived in, or put to use by an owner or possessor for at least one year.

Workforce Housing – Residential Housing that satisfies all of the following, as determined by WHEDA:

1. for housing intended to be rented, the estimated annual housing costs, as defined under Wis. Stats. §16.301 (3), do not exceed, or are not expected to exceed, 30 percent of 100 percent of AMI, and the utility-related costs if not included in the rent equal the utility allowance determined by the U.S. Department of Housing and Urban Development; and

2. for housing intended to be rented, the housing is for occupancy by individuals whose annual household income does not exceed 100 percent of AMI.

Introduction

Thank you for your interest in the Restore Main Street Loan program.

Designed to increase the supply of affordable apartments for working families, this Program will have the added benefit of revitalizing vacant or underutilized second or third floors and above an existing ground floor commercial space. Funding will be provided by WHEDA through a low-interest loan that is subordinate to other funding sources, as described in the Act. Please refer to the term sheet for origination fees, loan structuring fees, and application fees.

Program Details

The total amount to be awarded by this Program is $90 million, of which $30 million will be for the Small Community Set-Aside. Please refer to the term sheet for the maximum financing that will be awarded to any one project.

Please see the WHEDA website for funds available for the current cycle.

Anticipated Timeline for Applications and Awards

WHEDA will allocate the funds on a semiannual cycle. Please see the WHEDA website at Competitive Loan Financing | WHEDA for published application deadlines and publication dates.

Application Deadline

WHEDA will prepare and make an application available to all interested applicants via its electronic application system known as ProCorem. The application will include a prescribed form and a list of required additional documentation. All initial and subsequent applications must be submitted via

ProCorem. WHEDA will accept applications according to the calendar noted on the website. All applications must be submitted electronically by 5:00pm (Central Time) of the last day of the application deadline.

Application Review

WHEDA will review all applications for completeness and meeting the minimum threshold to comply with the Act, including, but not limited to, the following:

1. the application is complete with all required additional documentation and threshold items;
2. the application is for an Eligible Project;
3. WHEDA will not subordinate loans made through the Program to the following types of financing:
    a. Lease-to-Own/Land Contracts;
    b. Loans that WHEDA determines to be out of market or unreasonable;
    c. Mortgages with cash flow dependent repayment – WHEDA will only subordinate to must pay subordinate loans;
    d. Floating rate / adjustable rate mortgages will be analyzed on a case-by-case basis with the goal of maintaining 1.0 debt service coverage ratio; and
    e. Subordination agreements that would impact WHEDA's ability to enforce its LURA's affordability requirements.
4. the developer has secured all applicable federal, state, and local government permits or other approvals for the Eligible Project;
5. the application has provided the breakdown of construction costs for all rehabilitation that benefits the commercial and residential floors;
6. the developer has secured and provided proof of the necessary financial resources for the total cost of the Eligible Project not to be covered by a loan from WHEDA under this Program;
7. an appraisal (if available) or appraised value has been provided for WHEDA to evaluate if the project meets Loan to Value requirements;
8. Borrower financial statements to be provided upon request by WHEDA, when competitive loan funds in a project's regional set aside are determined to be limited and need to be prioritized;
9. the Eligible Project is located within an Eligible Governmental Unit;
10. the Eligible Governmental Unit, in cooperation with the developer, shall submit to WHEDA a cost reduction analysis in a form prescribed by WHEDA and signed by the developer and the head of the Governmental Unit's governing body that shows the cost reduction measures, including time saving measures, undertaken by the Governmental Unit on or after January 1, 2020, that have reduced the cost of Residential Housing in connection with the Eligible Project and revisions that

generally apply to residential housing projects within the Governmental Unit. The signed analysis shall clearly show for each time saving or cost reduction measure the estimated time or dollar amount saved by the developer and the estimated percentage reduction in housing costs;

11. All rehabilitated units must meet Workforce Housing requirements. Affordability requirements must be maintained from the date of loan closing or initial occupancy, whichever comes last, and continue thereafter for a minimum of 10 years

Financial Feasibility Threshold

1. The total loan to value must meet the requirements outlined in the term sheet, which is calculated including the total loan request and any debt senior to the WHEDA loan.

2. The Eligible Project must meet the debt service coverage ratio as outlined in the term sheet.

3. WHEDA will rely upon first-lien lender's underwriting, review and approval as it relates to determination of creditworthiness of the developers. If WHEDA is the primary lender, standard underwriting standards for a similar loan product will be followed in determining creditworthiness.

4. WHEDA will require guarantees as outlined in the term sheet.

Cure Period for Threshold Items

At WHEDA's discretion, there may be a cure period during the competitive application review period, limited to deficiencies of application materials solely identified by WHEDA. Applications not cured during the cure period are encouraged to apply for the next cycle.

Prioritization If Limited Resources

1. Credit risk, collateral, and the need for a loan guarantee.

    a. Credit Risk to be determined by analysis of credit reports, personal financial statements, and corporate financial statements that are pulled by the Eligible Project's first-lien lender.

    b. Collateral to be analyzed by the loan-to-value ratio including WHEDA financing.

    c. Need for one or more unlimited personal or corporate guarantees is dictated by the Act; Eligible Projects that do not require a guarantee will have a higher priority.

2. Estimated reduction in housing costs.

    a. Eligible Projects resulting in a higher reduction of housing costs as it relates to the specific project will be prioritized. Reduction of overall housing cost will be evaluated if multiple projects reflect the same eligible project cost reductions. Housing cost reductions will be determined by analysis of the *Cost Reduction Analysis* submitted with the application.

3. Need for Workforce Housing in the area.

a. Need for Workforce Housing to be demonstrated in a market study or the housing section of the comprehensive plan.

Award Process

1. WHEDA will publish a list of awarded applications at the conclusion of each award allocation round. The list will include the set-aside category and the amount of each loan awarded to an Eligible Project.

2. Commitment letters outlining the awarded amount and loan terms will be sent to developers.

3. Upon execution of commitment letters, WHEDA staff and developers will engage in the loan closing process.

Closing Process

1. Following receipt of a fully executed commitment letter and upon notice from the developer that the Eligible Project is ready to proceed to closing, WHEDA will generate a closing checklist for the developer.

2. WHEDA will generate and distribute loan documents for the developer's review.

3. WHEDA will record a LURA against the property at closing.

4. Developer will be required to deliver all diligence items outlined on the closing checklist to WHEDA for review and approval prior to closing. Due diligence includes, but is not limited to, an appraisal to verify Loan to Value requirements and Environmental Assessments. WHEDA will require documentation provided to Senior Lender for loans under $1,000,000, or a Phase I Environmental Study performed and completed by an environmental engineer for loans over $1,000,000.

5. Once all items required under the loan closing checklist are complete, and the loan documents are in final form, the transaction will be ready to close.

6. The developer will work with WHEDA to generate a sources & uses statement in WHEDA's form at closing along with a title company settlement statement. Any expenses to be paid at closing must be supported by invoices and any requests for reimbursement to developer must be supported by invoices and check copies evidencing prior payment.

7. Once the developer's original signatures to the loan documents have been received by WHEDA, WHEDA will then deliver its executed recordable loan documents to the title company at closing, and WHEDA will wire any funds to title to be disbursed on the day of closing.

Draw Process

WHEDA will fund draw requests utilizing its internal draw process in coordination with other funders and a construction escrow agent, or title company.

Re-subordination Requests

The Owner of a Completed Project must give WHEDA notice of any re-financing of any senior loan and provide information on the anticipated changes to the senior loan(s). Re-subordination of existing Restore Main Street loans to senior debt is permitted during the initial 10 years, provided: (i) there is no change in the control of ownership of the property, (ii) there is no change in control of 50 % or more of the ownership of the entity that owns the property, and (iii) provided there is no change to the collateral in place at the original loan closing.

If a re-subordination is approved, the loan will still be required to meet WHEDA's DCR, LTV, and guarantee requirements in place at the time of closing at the time of refinance. Guarantees required at original loan closing will remain in place in the event of a re-subordination, and if the new senior lender requires guarantees, WHEDA will mirror these requirements for the Restore Main Street loan.

The loan must be repaid if the property is refinanced 10 years or more after the conversion date, or if a re-subordination is not approved because the request fails to meet the above requirements.

Compliance Monitoring Process

WHEDA will monitor all Completed Projects to determine whether they are complying with the requirements of the Program.

All Completed Projects are required to comply with the following regulations:

1. The compliance period will run from initial occupancy through the required 10-year affordability period as outlined in the LURA.

2. The owner of a Completed Project must keep records, including prescribed unit and tenant data, for each year in the compliance period. They must also annually submit to WHEDA a certification of continuing compliance. In addition, WHEDA has the right to perform physical inspections of any Completed Project and associated files through the end of the compliance period.

3. Annual monitoring fees will not be charged to the Owner for this Program; however, late charges will be assessed for documentation not received by the due date. WHEDA will only accept payment via ACH agreement. All Completed Projects must complete and keep current an ACH agreement with WHEDA.

4. For additional detail regarding WHEDA's compliance procedures and requirements, please visit the Program's Rental Units Compliance Guide.

Noncompliance

WHEDA will have all rights and remedies typical under a commercial loan. Additionally, WHEDA will have the right of specific performance resulting from noncompliance with the LURA's requirements.

Statement of Policy

WHEDA is given the discretion to determine the appropriate amount of a loan made to Eligible Projects selected under the Program, so long as such amount does not exceed $50,000 per dwelling unit or 33 percent of the total Housing Rehabilitation project costs of the Eligible Project.

WHEDA is responsible for allocating only the amount of funding to a given Eligible Project required to make that Eligible Project economically feasible. This decision shall be made solely at the discretion of WHEDA, but in no way represents or warrants to any person that the Eligible Project is, in fact, feasible or viable.

The Program must:

1. set criteria used to determine that the occupants meet AMI; and

2. when awarding a loan under the Program, prioritize the following in descending order:

    a. credit risk, collateral, and the need for a loan guarantee;

    b. the estimated reduction in housing costs, and

    c. the need for Workforce Housing in the area.

The Program may also include other criteria WHEDA deems appropriate and, except for the inclusion of the specified preference items, WHEDA has discretion with respect to the relative weight of these criteria as determined by WHEDA.

WHEDA will implement a procedure to monitor for noncompliance of the occupants' income limits, notify the owner of the Completed Project of noncompliance and monitor for noncompliance through an annual review.