

FRASER RIVER VALLEY HOUSING PARTNERSHIP

Regular Meeting

Monday, January 22nd, 2024

Granby Board Chambers
3:00 pm



[Link to Join Zoom Meeting](#)

Meeting ID: 924 6713 9762

Passcode: 020110

Call in: 17193594580

Agenda

1. Meeting Call to Order
2. Consent Agenda
 - a. Approving meeting minutes from the January 8th Regular Meeting
3. Public Comment
4. Executive Director Report & Working Group Updates
5. Discussion and Action Items
 - a. Nominations for President
 - b. Election of President
 - c. Nominations for Vice President
 - d. Election of Vice President
 - e. Nominations for Secretary
 - f. Election of Secretary
 - g. Nominations for Treasurer
 - h. Election of Treasurer
 - i. Legal Analysis regarding Boundaries
 - j. Financial Advisor RFP
 - k. Lease Buy Down Update
7. Other Items for Discussion
8. Executive Session Pursuant to C.R.S. 24-6-402(4)(a) for to discuss property acquisition
9. Adjourn

MEETING MINUTES

DATE: Monday, January 8, 2024 at 3:00pm
MEETING: Fraser River Valley Housing Partnership Board,
Regular Meeting
LOCATION: Winter Park Council Chambers & Zoom
PRESENT: Deb Brynoff, Skylar Marshall, Sandra Scanlon,
Michael Johnson, Robyn, Wilson,
Al Furlone, and Ken Jensen



OTHERS PRESENT: Rob Clemens and Nicole Schafer. On Zoom: Austin Richardson and Sarah Catanzarite

1. Meeting Called to Order at 3:04 pm
Roll Call: Deb Brynoff, Skylar Marshall, Sandra Scanlon, Robyn Wilson, Al Furlone, Mike Johnson, and Ken Jensen
2. **Sandra Scanlon made the motion to approve the Consent Agenda. Skylar Marshall seconded the motion and all members approved the motion.**
 - a. Approving meeting minutes from the December 8th Regular Meeting
 - b. Conflict of Interest Forms Collected from Board for 2024
 - c. Resolution 30: 2024 Meeting Notice
 - d. Resolution 31: 2024 Meeting Schedule and Locations
 - e. Resolution 32: Authorize Executive Director to establish accounts with COLOTRUST
 - f. Resolution 33: Authorization to sign CIRSA Insurance Resolution
 - g. Resolution 34: Authorize Executive Director to execute rent buy down agreement
3. Public Comment
No public comment was made
4. Discussion Items
 - a. Guiding Principles were included in the meeting as reference and per recommendation by Skylar Marshall during the December meeting. No discussion was had.
5. Executive Director Report & Working Group Updates
Nicole Schafer provided updates from the Town of Granby including that a developer is no longer pushing for variances for an affordable project and the Master Development plan for the Community Housing project is slated for platting in early February. The Board asked to receive a list of the important dates coming up.
6. Discussion and Action Items
 - a. The Executive Director reviewed the Financial Report and pointed out the Specific Ownership Tax revenue.

- b. Resolution 35: Supporting a low-income housing tax credit application by the Summit Housing Group for the Summit at Granby and authorizing the board chair to sign a letter of support, supporting documents, letter of support for funding, and non-binding term-sheet. **Motioned by Michael Johnson. Seconded by Al Furlone. Passed unanimously.**
- c. Resolution 36: Acknowledging the intention of the Fraser River Valley Housing Partnership to participate in the summit at Granby as a special limited partner; and the exemption of property taxes for the Summit at Granby **Motioned by Michael Johnson. Seconded by Sandra Scanlon. Passed unanimously.**
- d. A Public Hearing was held in consideration of the Proposed Budget. No public comments were received. Board members did appreciate the increase in the Professional Services line item to build capacity. Ken Jensen requested full financial statements instead of just the income statement. Reserves funded at 2024 levels received favorable discussion. Resolution 37: Adoption of Fiscal Year 2024 Budget and appropriation of Revenues and Expenses. **Motioned by Michael Johnson. Seconded by Ken Jensen. Passed unanimously.**
- e. Resolution 38: Approve Executive Director to Certify Mill Levy **Motioned by Michael Johnson. Seconded by Skylar Marshall. Passed unanimously.**
- f. The Board Working Group composed of Sandra Scanlon, Michael Johnson, and Rob Clemens met with two developers on January 4 to discuss early stage proformas. Projects were not discussed in depth with the Board as there are still significant gaps in the financial plans and high contingency on other agreements like grants and HOA negotiations. The need for a Financial Advisor was discussed and an RFP process was requested.

7. Other Items for Discussion

Rob Clemens shared that he would be out of the country for the February 12, 2024 Board Meeting. The meeting will be canceled at the next Board Meeting.

8. Meeting was adjourned at 4:32 pm.

Board Memo



Subject: Board Officer Selection Process

The Fraser River Valley Housing Partnership Bylaws Section 11 states the following:

- Board Officer Positions include: President, Vice-President, Secretary, and Treasurer
- Officers are selected by a majority of the Board of Directors
- Officer serve annual terms

On August 8, 2022 the initial Board Officers were selected. These Officer positions expire on January 30, 2024 and require another selection process.

Nominations and selection will take place during the regular Board meeting on January 22, 2024. If a position has multiple nominations, a Board member can request a ballot vote. The Executive Director will have ballots available. Officers are elected by a majority vote of the Board.

Officer Position Descriptions

The President - who shall preside at all meetings of the Board of Directors. They may sign, with the Secretary deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Housing Authority, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President - who shall, in the absence of the President or in the event of the death, inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board of Directors.

Secretary - who shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of the C.R.S. 24- 6-401 et seq. and this Agreement or as otherwise provided by law; (c) sign with the President; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Treasurer - who shall be the financial officer for the Housing Authority and shall:

(a) coordinate with the department of revenue regarding the collection of sales and use tax authorized pursuant to paragraph (f.1) of subsection (3) of C.R.S. § 29-1-204.5; (b) have charge

and custody of and be responsible for all funds of the Housing Authority; (c) receive and give receipts for moneys due and payable to the Housing Authority from any source whatsoever, and deposit all such moneys in the name of the Housing Authority in such banks, trust companies or other depositories as designated by the Board of Directors; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. All checks written from a Housing Authority bank account over \$10,000 shall require the signature of the Treasurer and a single member of the Board of Directors or, in the absence of the Treasurer the signature of two members of the Board of Directors.

Nomination(s) for the Position of **President**: _____

Motion for _____ to serve as FRVHP **President** from February 1, 2024 to January 31, 2025.

Second _____

Discussion:

Votes for _____, Votes against _____

Nomination(s) for the Position of **Vice President**: _____

Motion for _____ to serve as FRVHP **Vice President** from February 1, 2024 to January 31, 2025.

Second _____

Discussion:

Votes for _____, Votes against _____

Nomination(s) for the Position of **Secretary**: _____

Motion for _____ to serve as FRVHP
Secretary from February 1, 2024 to January 31, 2025.

Second _____
Discussion:

Votes for _____, Votes against _____

Nomination(s) for the Position of **Treasurer**: _____

Motion for _____ to serve as FRVHP
Treasurer from February 1, 2024 to January 31, 2025.

Second _____
Discussion:

Votes for _____, Votes against _____

Board Memo

Subject: Legal Memorandum Regarding Projects Outside the FRVHP Boundary



Background:

During the initial discussion around participating in the Prop 123 Land Banking program managed by the Colorado Housing and Finance Authority (CHFA) parcels outside of the Fraser River Valley Housing Partnership boundaries were considered. The Land Banking grant efforts were unsuccessful. However, this process brought up several questions regarding adjusting the boundary, project viability, and project outcomes.

The Fraser River Valley Housing Partnership is governed by the 2020 State statute for multijurisdictional housing authorities (C.R.S. 29-1-204.5), the 2022 Intergovernmental Agreement between Grand County and the three Towns, the 2022 approved ballot language in 6A, and the Partnership's Bylaws adopted in 2022.

Results:

The FRVHP attorneys were asked to provide guidance on a wide range of scenarios that could impact projects outside of the FRVHP Boundary, but could still serve the employers within the boundary. This attorney work product has been provided to the Board and Working Group.

The Memo is an Attorney Work Product and has been shared with the Board and Working Group. It is not included in this packet for public reference.

Board Discussion and potential requests for clarification - No Formal Board Actions Required

Board Memo

Subject: Request for Proposals for Financial Advisor Services



Background:

During the December 11, 2023 Regular Board Meeting, the Fraser River Valley Housing Partnership Board selected Michael Johnson, Sandra Scanlon, and Rob Clemens to serve on a Development Review Working Group to review potential projects for viability prior to review by the full Board.

On January 4, 2024 the Review Working Group met with several developers to review pro formas and project details. This review sparked additional questions as many of the documents are still in an early stage. During the January 11, 2024 meeting, it was recommended that the FRVHP seek Financial Advisory Services.

The Middle Income Housing Authority recently contracted for Financial Services after an RFP process and FRVHP is utilizing much of their scope of work as a template.

Recommendations:

Motion to approve release of the Request for Proposals for Financial Advisor services.

Motion to approve the release of the Request for Proposals for Financial Advisor services with the following edits:

Motion: _____

Second: _____

For: _____ Against: _____

Fraser River Valley Housing Partnership Requests for Proposals - Financial Advisor Services



Equal Opportunity Employer

The Fraser River Valley Housing Partnership (FRVHP or the Partnership) is committed to providing an equal opportunity for services, programs and activities and does not discriminate on the basis of disability, race, age, color, national origin, religion, sexual orientation or gender. FRVHP will make reasonable accommodations for Applicants in accordance with the Americans with Disabilities Act (ADA).

Colorado Open Records Act Notification

FRVHP is subject to C.R.S. §§ 24-72-201 et seq. of the Colorado Revised Statutes, (the "Colorado Open Records Act"). If you object to the disclosure of any confidential or privileged information as such is defined in the Colorado Open Records Act, all such alleged pages must be clearly marked confidential as submitted as outlined below in the Submittal Instructions. If you fail to mark the documents as confidential and fail to include the explanation, any objection to the release of any such information may be deemed waived by the Partnership. Please note that your objection will be considered but is not binding on the Partnership. The Partnership is required to make a determination under the Colorado Open Records Act and may only withhold documents that are confidential under the Colorado Open Records Act and other applicable law. If the Partnership releases documents marked as confidential in compliance with the Colorado Open Records Act, the Applicant waives any claims for liability or damages.

Introduction & Background

The Fraser River Valley Housing Partnership (FRVHP or the Partnership) was created in 2022 as a multijurisdictional housing authority under C.R.S. § 29-1-204.5 and received voter-approved funding in November 2022 (Ballot 6A) for the purpose of increasing the supply of workforce housing to meet the needs of employers within the Partnership Boundary. The Partnership is governed by a board of directors composed of a representative of each authorizing jurisdiction and three at large members.

The Partnership goals and objectives include:

- Increase the supply of affordable housing projects across the boundary for workforce individuals and families.
- Meaningfully contribute to the alleviation of housing pressures of the local workforce.
- Provide for long term affordability of rental units.
- Promote mixed-income developments.
- A plan to transfer the affordable housing portion and its revenues to the Partnership after construction.

FRVHP is an independent “local government authority”, under state law, but not an agency of the state and is not subject to administrative direction by the state. The revenues and spending of FRVHP are not subject to TABOR revenue and spending limits and FRVHP may issue bonds without voter approval. Voters approved FRVHP to collect a property mill levy for annual revenue of approximately \$1.5 million.

FRVHP’s income, property, bonds and interest on FRVHP’s bonds are exempt from state and local taxation and assessments and its purchase and use of property are exempt from state and local sales and use taxes. FRVHP may make payments in lieu of taxes to the state or local governments.

The Partnership may issue bonds to finance projects. The bonds are payable solely from all or a portion of the revenues or assets of the Partnership or the affordable housing component of a public-private partnership in which the Partnership is a member. Bonds may be secured by a mortgage deed of trust, pledge or other security interest or encumbrance on the assets of the Partnership of the affordable housing component of a public-private partnership in which the Partnership is a member.

FRVHP has the authority to appoint agents, employees and professional and business advisors including real estate professionals, construction companies, property managers, attorneys, accountants, and financial advisors.

FRVHP is managed by a Board and Executive Director. The Executive Director administers and manages all administrative and programmatic responsibilities for FRVHP including, but not limited to: management of organizational operations; preparation and management of board meetings; financial accounting and reporting; project solicitation program creation; analysis, evaluation and approval or denial of the project proposals; program scope; administrative and program documentation; due diligence and reporting requirements; standard operating procedures; and technical assistance.

Project Solicitation

The Partnership launched the initial project solicitation in November 2023 and has received five incomplete proposals. The Partnership will continue to solicit proposals.

Proposed projects are evaluated on the following Criteria:

- Project feasibility and viability
 - Site & construction plans and ability to deliver on proposed timeline
 - Property management proposal
 - Feasible financial plan
- Project team experience
- Community need

- Local engagement and support
- Income affordability meets FRVHP goals and objectives
- Accessible amenities for tenants
- Promotes equity and access for tenants and businesses
- Environmental sustainability

Contractor Solicitation Information

FRVHP is requesting proposals from qualified firms and/or individuals interested in providing financial services to the Partnership in the administration of the project evaluation and selection process (“Applicants” or “Applicant”). The Applicant would also provide financial services during the bond underwriting process for each development project selected by the Partnership.

FRVHP will select one qualified Applicant for this work. By selecting one qualified Applicant, FRVHP is not guaranteeing a specific amount of work. Specific tasks will be assigned to the Applicant through a Contract and Statement of Work and individual Task Orders to the Contract. The Contract and Statement of Work and Individual Task Orders shall serve as the only document for engagement of the Applicant. Separate engagement letters from Applicants shall not be accepted with proposals or after the award. FRVHP recognizes that Applicants may have expertise in one or more of the FRVHP Project Criteria listed above. Applicants are encouraged to detail their expertise in one or more of these criteria, and how their expertise may be leveraged to support FRVHP in achieving its goals and objectives.

Applicants are encouraged to highlight their experience and qualifications in relevant areas, such as affordable housing projects, middle income and workforce housing, public-private partnerships, knowledge of local real estate markets and regulations, tax incentives, real estate development, funding programs, revenue opportunities, have an in-depth understanding of various financing mechanisms, and expertise to evaluate the financial viability of real estate development projects, assess risks, conduct feasibility studies, and provide recommendations based on well-developed analysis.

Anticipated Contract Term

The term of the engagement agreement will be for the duration of the current fiscal year. The Partnership will have an option to extend the contract. Each party will have the right to terminate the agreement, with or without cause, upon 30 days written notice.

Maintain Independence

The Applicant selected must agree that it will not participate as an underwriter in financings involving the Partnership. The Applicant selected may serve as financial advisor to the proposer in a FRVHP transaction for clients for which the Applicant serves as a financial advisor as of the date of this RFP. In that instance, the Applicant will not receive compensation from FRVHP for that transaction. In no event shall the Applicant enter into a financial advisory relationship which

may cause the Partnership to become subject to regulatory control or registration with the MSRB or the SEC.

Applicant Experience & Personnel Requirements

Mandatory Minimum Qualifications

- Registered investment advisor with appropriate licenses and certifications.
- Relevant professional certifications in finance.
- Specialized training or certifications specific to FRVHP project financing and management.

Organizational Experience

FRVHP desires specific experience and skills for the Applicant to possess in order for the Applicant to be able to complete the work efficiently while meeting the demands and deadlines of the Partnership.

The Partnership will evaluate the Applicant's experience pertaining to the following:

- Experience in developing financial models and evaluating financial models developed by others for affordable housing rental projects.
- Experience with bond underwriting for affordable housing projects.
- Demonstrated success in achieving financial objectives and delivering value in projects similar to FRVHP projects.
- Experience working with governmental agencies and/or special purpose authorities and understanding their financial requirements.
- In-depth knowledge and understanding of affordable housing project financing models, including various revenue streams, risk allocation, and funding mechanisms.
- Familiarity with the legal and regulatory frameworks governing affordable housing projects
- Experience in structuring financial deals for affordable housing projects and identifying innovative financing solutions.
- Understanding of the unique financial challenges and considerations associated with affordable housing projects in rural resort communities.

Personnel Requirements

The Key Personnel required:

- Project Lead

The Project Lead shall have, at a minimum, the following qualifications:

- Expertise in financial modeling, risk assessment, and financial analysis.
- Experience working collaboratively with other project stakeholders, such as non-profit or special purpose authority governing boards, government officials, private sector partners, and legal advisors.
- Direct experience with financial modeling and financial solutions for affordable housing projects.

The Project Lead shall be responsible for all of the following:

- Serve as Contractor's primary point of contact for FRVHP.
- Ensuring the completion of all Work in accordance with the Contract's requirements. This includes, but is not limited to, ensuring the accuracy, timeliness and completeness of all work.
- Overseeing all other Contractor Personnel and ensuring proper staffing levels throughout the term of the Contract.

Additional Personnel

Other than the Key Personnel designated above, Applicants may propose any other personnel and structure they believe are most efficient and effective at completing the Work.

Fee Quotation

The Partnership has not determined whether it will pay the Applicant based on an hourly rate, a transaction-related fee scale and/or a percentage of the bond paid at closing. Therefore, the Partnership is asking Applicants to submit their preferred fee structure that could be a combination of general administrative service and project specific services.

Invoicing and Payment Procedures

The Partnership shall invoice FRVHP on a monthly basis, by the 15th business day of the month following the month for which the invoice covers. The Applicant shall not invoice FRVHP for a month prior to the last day of that month.

Proposal Contents and Format

The proposal should be complete yet concise and contain only the elements shown below. Please avoid submission of extraneous and unnecessary information. The Partnership reserves the right to reject any proposal that contains extraneous or unnecessary information.

Cover Letter

A one-page cover letter shall be provided that expresses the Applicant interest to be considered and identifies the primary contact person for the proposal. Please provide the name, telephone number, and email address and physical office location of the primary contact person of the Applicant. The cover letter shall be signed by a person who has contractual authority with the Applicant, such as a principal, partner, senior manager, or officer of the Applicant.

Relevant Project Experience

Describe the Applicant's experience and capabilities in providing similar services to those required. Be specific and identify projects, dates, and results. It will be to your benefit to provide the Applicants experience with recent comparable projects and to provide specific examples.

Staff Qualifications

Provide brief resumes describing the educational and work experiences for each of the key personnel who would be engaged with FRVHP.

Proposer References

The Applicant must include as a supplement to its proposal a list of three (3) references, including points of contact (name, address, email address, and telephone number), which can be used as references for work performed in the area of service required. Selected organizations may be contacted to determine the quality of work performed and personnel assigned.

Compensation

Supply list of job titles and hourly rates of all employees that may be assigned to this work. If hourly rates are proposed, please include those rates, otherwise please describe an alternative compensation proposal.

Proposals must be submitted electronically to: rob.clemens@frvhp.com by February 23, 2023

Additional Information

The Partnership reserves the right (a) to reject any and all proposals, (b) to issue a subsequent request or to cancel this RFP, (c) to waive any irregularity or informality in any proposal, or (d) to enter into discussions with applicants before the submission of the final proposals. The Partnership reserves the right to select a proposal whether or not such proposal results in the lowest cost to the Partnership.

Questions regarding this proposal must be submitted to FRVHP % rob.clemens@frvhp.com. All questions and answers will be distributed by FRVHP to all known potential applicants. OTHER CONTACT WITH FRVHP STAFF OR BOARD MEMBERS REGARDING THIS REQUEST FOR PROPOSALS IS NOT PERMITTED.

Proposed Scope of Work

General Financial Advisory Capacity vs Project Advisory Capacity

FRVHP is requesting Applicants to provide a proposal for assisting the Partnership with general financial analysis, advice and recommendation for organizational needs and financial requirements that will apply to all program areas and affordable housing projects. In addition, FRVHP is seeking a Financial Advisor to represent the Partnership through Project Underwriting and the long-term financial ownership responsibilities of FRVHP Projects. Applicants are expected to address both needs in their proposal. Proposed compensation plans can be submitted as separate fee structures or combined into a single compensation structure.

Scope of Work

The nature of financial services that are being requested are listed, but are not limited to the following lists.

Organizational:

- Provide financial services to FRVHP on all financial and commercial issues associated with potential affordable housing projects to include successful selection, preparation, procurement, and closing of the projects at hand.
- Develop appropriate underwriting standards and refined financial analysis to guide evaluation discussions and to identify the risk of the proposed projects.
- Assist in project scoping and value engineering as needed.
- Develop a risk assessment to inform risk allocation and financial analysis.
- Analyze the existing program application requirements and evaluation criteria.
- Develop a FRVHP Fee Schedule for projects and recommendations on timing of implementation.
- Develop objectives and recommendations on all key financial issues in transactions and/or contracting.
- Develop recommendations on key financial issues in the proposed project (including risk allocation, structuring of supervening events, structuring of termination clauses and payment mechanisms)
- Advise on preparation of materials (as needed) for interactions with board members, stakeholders, decisionmakers and the public.
- Review and make recommendations on all policies relating to financial transactions.
- Advise on relationship of projects and bonds issued to finance each project to each other and on a long-term financial plan for use of Partnership resources.

Project Specific:

- Review and advise on project/applicant inquiries and other interactions related to financial information.
- Review and advise on draft project agreements and contracts.
- Assist in the development of project specific negotiating strategies and negotiate the final project agreement, appendices and related agreements and documents including financial agreement and technical and financial proposals.
- Attend board and staff meetings in which financial matters relating to projects are discussed.
- Assistance at financial close, including but not limited to;
 - Identifying tasks required to financial close, including working with the FRVHP Board and Staff to confirm requirements, and process for financial close,
 - Reviewing closing documents,
 - Addressing final amendments to the project agreement or contract; and
 - Supporting FRVHP in financial close.

Executive Session Script

Our next agenda item is: Executive Session Pursuant to C.R.S. 24-6-402(4)(a) for a matter related to property acquisition.

Do we have a motion?

MOTION BY: _____

I MOVE TO GO INTO THE FOLLOWING EXECUTIVE SESSION Pursuant to C.R.S. 24-6-402(4)(a) for to discuss property acquisition negotiations

SECOND BY: _____

ROLL CALL VOTE

Robyn:

Sandra:

Mike:

Skylar:

Al:

And I vote:

Ken:

-Rob will switch the recording – and indicate when ready

BY PRESIDENT BRYNOFF AT THE BEGINNING OF THE EXECUTIVE SESSION:

It's Monday, January 22nd, and the time is _____. For the record, I am the presiding officer, Debra Brynoff. As required by the Open Meetings Law, this executive session is being electronically recorded.

Also present at this executive session are the Fraser River Valley Housing Partnership Board and: _____ (*i.e. Executive Director, members of the working group, attorney*).

This executive session is being held Pursuant to C.R.S. 24-6-402(4)(a) to discuss negotiation strategies for projects involving potential property acquisition.

BY PRESIDENT BRYNOFF AT THE CONCLUSION OF THE EXECUTIVE SESSION ITEM

The time is _____. We now conclude the executive session and return to the open meeting.

-Rob will switch the recording – and indicate when ready

BY PRESIDENT BRYNOFF WHEN RETURNING TO THE OPEN MEETING:

The time is _____, and the executive session has concluded.

For the record, if any person who participated in the executive session believes that any substantial discussion of any matters not included in the motion to go into the executive session occurred during the executive session, or that any action occurred during the executive session in violation of the Open Meetings Law, I would ask that you state your concerns for the record.

Seeing none, the only other item for us to consider is adjourning the regular meeting.

ADJOURN REGULAR MEETING AS USUAL