

UTAH HOUSING CORPORATION
Minutes of Monthly Meeting
July 29, 2021

PARTICIPANTS

UHC Trustees in Person:

Patricia Sheffield, Chair
Marlo Oaks, Trustee
Lee A Carter, Trustee
Rob Allphin, Trustee
Lori Fleming, Trustee

UHC Staff in Person:

David Damschen, President and CEO
Cleon Butterfield, Senior Vice President and CFO
Jonathan Hanks, Senior Vice President and COO
Claudia O’Grady, Vice President Multifamily Finance
Susan Larsen, Executive Administrative Assistant

UHC Trustee via Teleconference

Christina Oliver, Trustee Designee

Guests via Teleconference:

Preston Olsen, Gilmore & Bell
Jodi Bangerter, Gilmore & Bell
Jeremy Shinoda

Trustees of the Utah Housing Corporation (UHC or Utah Housing) and UHC staff met in a Monthly Meeting on Thursday, July 29, 2021, at 1:30 PM MDT with attendance in person and via teleconference. In accordance with the Utah Open and Public Meetings Act, the meeting was an electronic meeting and the anchor location was the office of Utah Housing Corporation located at 2479 Lake Park Blvd, West Valley City, Utah.

Patricia Sheffield, UHC Board Chair, called the meeting to order. The Chair then determined for the record that a quorum of Trustees was present, as follows:

Patricia Sheffield, Chair
Christina Oliver, Trustee Designee
Marlo Oaks, Trustee
Lee A Carter, Trustee
Rob Allphin, Trustee
Lori Fleming, Trustee

The Chair excused the following trustees:

Annette Lowder, Vice Chair
G. Edward Leary, Trustee
Jessica Norie, Trustee

The Chair welcomed everyone to the meeting. The Chair then introduced the President and CEO, David Damschen, and announced that he would be taking the Trustees through the Board packet.

David C. Damschen, President of Utah Housing, then reported that the Notice of the Monthly Meeting was given to all Trustees of Utah Housing and that material addressing the agenda items had been distributed to the Trustees in advance of the meeting.

Mr. Damschen then acknowledged a Verification of Giving Notice, evidencing the giving of not less than 24 hours public notice of the date, time, place and summary of agenda of the Utah Housing Corporation Monthly Meeting in compliance with the requirements of the Utah Open and Public Meetings Act, Section 52-4-202(2)(a)(b), Utah Code Annotated 1953, as amended; together with the form of Notice of Monthly Meeting referred to therein; and also the required public notice of the 2021 Annual Meeting Schedule of Utah Housing will be entered into the Minutes.

The Chair called for the first agenda item.

1. Approval of the Minutes of June 24, 2021 Monthly Meeting

The Trustees had been provided with a copy of the written minutes of the June 24, 2021, Monthly Meeting in their Board packets. The Trustees acknowledged they had sufficient time to review these minutes. Ms. Sheffield asked for any discussion on the June 24, 2021, minutes as presented.

Following any further discussion, the Chair called for a motion.

MOTION: TO APPROVE THE WRITTEN MINUTES OF THE MONTHLY MEETING OF JUNE 24, 2021.

Made by: Lee A Carter
Seconded by: Lori Fleming

The Chair called for the next agenda item.

2. Disclosure of Trustees' Interests

Ms. Sheffield stated that the consolidated list of the disclosures of interests on file for each Trustee is contained in the board packet, and subject to any changes, will be attached to the minutes of this meeting. Each Trustee will be asked to respond if your disclosure of interests on file with Utah Housing is current.

Mrs. Larsen asked each Trustee to respond by saying yes if the Disclosure of Interest on file is current. Each Trustee was called on and they responded as follows:

Marlo Oaks	Yes
Christina Oliver	Yes
Lee A Carter	Yes
Rob Allphin	Yes
Lori Fleming	Yes
Patricia Sheffield	Yes

The following is a consolidated list of the Disclosures of Interests on file for each Utah Housing Trustee:

Name of Trustee	Nature of Interest or Potential Interest
Name of Trustee	Nature of Interest or Potential Interest
Patricia Sheffield <i>(chair)</i>	Presently retired from any employment and has no interests in any transactions with the Corporation.
Annette Lowder <i>(vice chair)</i>	Presently serving as Chief Operations Officer (COO) of InterCap Lending, Inc., a mortgage lender doing business in the state of Utah. InterCap Lending may originate mortgage loans for sale to the Corporation under its programs.
Lee A Carter	Presently serving as the Head of Banking Development of Rakuten. Rakuten is an industrial bank and may participate in the investment of tax credits and may be owner of bonds issued by the Corporation. The bank may also provide the Corporation with other financial instruments and enter into agreements that benefit the Corporation and the bank.
Jessica Norie	Presently serving as President of Artspace, a nonprofit which creates affordable live and work space to revitalize and promote stable, vibrant and safe communities. Artspace may be involved in the use of low income housing tax credits and tax exempt bond financing for affordable housing, and may manage housing or develop housing under the Corporation's programs.
Rob Allphin	Presently serving as an Executive Vice President of First Colony Mortgage, a mortgage lender doing business in the state of Utah. First Colony Mortgage may originate mortgage loans for sale to the Corporation under the Corporation's program.
Lori Fleming	Presently serving as an Associate Broker with Golden Spike Realty. Golden Spike Realty may be involved in real estate transactions that use mortgage loans under the Corporation's programs, and may serve as a marketing agent for various properties owned by the Corporation.
Marlo Oaks <i>(ex-officio)</i>	Presently serving as the Treasurer for the State of Utah and has no interests in any transactions with the Corporation.
G. Edward Leary <i>(ex-officio)</i>	Presently serving as the Commissioner of Financial Institutions for the State of Utah and has no interests in any transactions with the Corporation.
Christina Oliver <i>(designee of ex-officio)</i>	Presently serving as the Division Director of The Housing and Community Development Division of the Department of Workforce Services for the State of Utah as well as the administrator of the Olene Walker Housing Loan Fund and the National Housing Trust Fund. Monies from each of these funds may be used in financing of rental housing developed with Low-Income Housing Tax Credits.

The Chair called for the next agenda item.

3. **Resolution 2021-24 Authorizing the Reservation of Federal and State Low-Income Housing Tax Credits**

A RESOLUTION OF THE UTAH HOUSING CORPORATION RESERVING FEDERAL AND STATE HOUSING TAX CREDITS

Mr. Damschen shared with the Board of Trustees that the memos and resolutions for all resolutions to be discussed today were provided in the previously distributed Board Packets for the review of everyone in advance of the meeting.

Ms. O’Grady described the projects that would be receiving the tax credits. Following discussion, Mr. Damschen stated that approving the resolution will enable Utah Housing to fulfill its mission to serve lower income renters and he recommended approval of Resolution 2021-24.

Ms. Sheffield then asked if there were any additional comments or discussion from the Board, and following any additional discussion asked for a motion to adopt the resolution.

Motion: APPROVE RESOLUTION 2021-24 AUTHORIZING THE RESERVATION OF FEDERAL AND STATE LOW-INCOME HOUSING TAX CREDITS

Made by: Lori Fleming
Seconded by: Rob Allphin

Ms. Sheffield called for a vote on the motion:

Voted in Favor of the Motion:	Voted Against the Motion:	Abstained From Voting:
Marlo Oaks Christina Oliver Lee A Carter Rob Allphin Lori Fleming Patricia Sheffield		

The Chair called for the next agenda item.

4. **Resolution 2021-25 Richfield Apartments, Authorizing the Issuance and Sale of Multifamily Housing Revenue Bonds in an Aggregate Principal Amount of Not to Exceed \$21,600,000**

A RESOLUTION OF UTAH HOUSING CORPORATION AUTHORIZING THE ISSUANCE AND SALE BY UHC OF ITS MULTIFAMILY HOUSING REVENUE BONDS (RICHFIELD APARTMENTS) SERIES 2021A IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,600,000 (THE “TAX-EXEMPT BONDS”) AND ITS MULTIFAMILY HOUSING REVENUE BONDS (RICHFIELD APARTMENTS) SERIES 2021B (FEDERALLY TAXABLE) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$4,000,000 (THE “TAXABLE BONDS” AND TOGETHER WITH THE TAX-EXEMPT BONDS, THE “BONDS”) TO FINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT; AUTHORIZING THE EXECUTION BY UHC OF A TRUST INDENTURE, A BOND PURCHASE AGREEMENT, A LOAN AGREEMENT, A TAX REGULATORY AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

Mr. Damschen provided the breakdown of the project, which included the following:

- Approximately \$7,751,631 will be raised through the sale of the 4% Federal Housing Tax Credits allocated by UHC and sold to Hunt Capital Partners, LLC.
- The State Private Activity Bond Board allocated a total of \$16,000,000 of tax-exempt bond cap to the project on January 20, 2021.
- In order to allow for cost overruns, UHC typically approves a slightly higher not-to-exceed amount. For this project, the recommended not-to-exceed amount for the tax-exempt bonds is \$17,600,000, for a not-to-exceed total of \$21,600,000 of tax-exempt and taxable bonds.

After additional questions and discussion, Mr. Damschen stated approving the resolution will enable Utah Housing to fulfill its mission to serve lower income renters and he recommended approval of Resolution 2021-25.

Ms. Sheffield then asked if there were any additional comments or discussion from the Board, and following any additional discussion asked for a motion to adopt the resolution.

Motion: APPROVE RESOLUTION 2021-25 RICHFIELD APARTMENTS, AUTHORIZING THE ISSUANCE AND SALE OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$21,600,000

Made by: Rob Allphin
Seconded by: Marlo Oaks

Ms. Sheffield called for a vote on the motion:

Voted in Favor of the Motion:

Marlo Oaks
Christina Oliver
Lee A Carter
Rob Allphin
Lori Fleming
Patricia Sheffield

Voted Against the Motion:

Abstained From Voting:

The Chair called for the next agenda item.

5. ***Resolution 2021-26 Alta Vue Apartments, Authorizing the Issuance and Sale of Multifamily Housing Revenue Bonds in an Aggregate Principal Amount of Not to Exceed \$30,000,000***

A RESOLUTION OF UTAH HOUSING CORPORATION (“UHC”) AUTHORIZING THE ISSUANCE AND SALE BY UHC OF ITS MULTIFAMILY HOUSING REVENUE BONDS (ALTA VUE APARTMENTS PROJECT) SERIES 2021 IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$30,000,000, TO FINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT; AUTHORIZING THE EXECUTION BY UHC OF A TRUST INDENTURE, A BOND PURCHASE AGREEMENT, A LOAN AGREEMENT, A TAX REGULATORY AGREEMENT AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

Mr. Damschen introduced the resolution by sharing that the State Private Activity Bond Board (PAB) has allocated a total of \$23,620,000 of tax-exempt bond cap to the project. Mr. Damschen then invited Ms. O’Grady to share additional information surrounding this project.

Ms. O’Grady shared that this project is the developer’s first tax credit project and explained the process of how this project obtained its funding.

Mr. Damschen stated approving the resolution will enable Utah Housing to fulfill its mission to serve lower income renters and he recommended approval of Resolution 2021-26.

Ms. Sheffield then asked if there were any additional comments or discussion from the Board, and following any additional discussion asked for a motion to adopt the resolution.

Motion: APPROVE RESOLUTION 2021-26 ALTA VUE APARTMENTS, AUTHORIZING THE ISSUANCE AND SALE OF MULTIFAMILY HOUSING REVENUE BONDS

IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$30,000,000

Made by: Lee A Carter
Seconded by: Marlo Oaks

Ms. Sheffield called for a vote on the motion:

Voted in Favor of the Motion:	Voted Against the Motion:	Abstained From Voting:
Marlo Oaks Christina Oliver Lee A Carter Rob Allphin Lori Fleming Patricia Sheffield		

The Chair called for the next agenda item.

6. BoardEffect Orientation and Training

Pam Nason, Director of Customer Success with BoardEffect, joined the Zoom meeting to provide orientation and training of the new software, BoardEffect, that the Board will begin using to track events, receive board materials, etc. After answering questions, Ms. Nason left the meeting.

Ms. Oliver, due to prior conflict, was excused from the meeting at 2:30 p.m.

The Chair called for the next agenda item.

7. Reports and Non-Action Items

- **COVID-19 Forbearance & Loss Mitigation Efforts** – Mr. Hanks provided an update to the Board of Trustees regarding the COVID-19 mortgage forbearance issues along with the loss mitigation efforts of Utah Housing Staff. Currently, there are 1,095 active COVID-19 forbearance files. Other effects on servicing and cash flow include that all late charges and fees must be waived, no loss mitigation inventive payment from HUD, and significantly increased review and document preparation.
- **Committees** – Ms. Sheffield announced the different committees and who would be serving on them. All Board Members willingly accepted these assignments.
- **Oath of Office for Marlo Oaks** – As Mr. Oaks was recently assigned to his role as a Board Member, he needed to take the oath of office as documented in the Utah State Constitution Article 4 Section 10 where it specifies that all officers either elected or appointed before entering upon the duties of their respective offices shall take and subscribe the following oath or affirmation, “I do solemnly swear that I will support,

obey, and defend the Constitution of the United States and the Constitution of this State, and that I will discharge the duties of my office with fidelity.” Mrs. Larsen conducted the oath with Mr. Oaks by inviting him to raise his right arm and repeating the oath. Mr. Oaks will complete this process by signing the Oath of Office, which will be notarized and filed.

- **Upcoming Events**

- Utah Housing will be holding its annual golf tournament on August 24, 2021, to which all Board Members are invited.
- The NCSHA Annual Conference will be September 26-28, 2021 in Detroit, Michigan.

The Chair announced that the meeting was adjourned with a motion from Ms. Fleming.