

UTAH HOUSING CORPORATION
Minutes of Special Board Meeting
April 28, 2023

PARTICIPANTS

UHC Trustees in Person:

Patricia Sheffield, Chair
Annette Lowder, Vice Chair
Darryle Rude, Trustee
Kirt Slaugh, Designee-Trustee
Nate McDonald, Designee-Trustee
Jessica Norie, Trustee
Lori Fleming, Trustee
Rob Allphin, Trustee

UHC Staff in Person:

David Damschen, President and CEO
Jonathan Hanks, Senior Vice President and COO
Cleon Butterfield, Senior Vice President and CFO
Rhonda Pregeant, Executive Assistant/Records Officer
Reyce Knutson, Communications Specialist

UHC Staff via Teleconference:

None

UHC Trustee via Teleconference

UHC Trustee—Excused

Lee A Carter, Trustee

UHC Staff—Excused

Valerie Terry, Internal Audit Director
Claudia O’Grady, VP of Multifamily Finance & Development

Guests via Teleconference:

Jodi Bangerter, Gilmore & Bell

Guests in Person:

Jacob Carlton, Gilmore & Bell
Clay Hardman, Gilmore & Bell
Randy Hynote, Stifel
Barry Gottfried, Stifel

Trustees of the Utah Housing Corporation (UHC or Utah Housing) and UHC staff met in the Special Meeting on Friday, April 28, 2023, at 8:00 AM MDT with attendance in person and via teleconference. In accordance with Utah’s Open and Public Meetings Act (OPMA), the meeting was an electronic meeting and the anchor location was Grand Summit Resort, 4000 Canyons Resort Drive, Park City, Utah.

Patricia Sheffield, Board Chair, called the meeting to order and welcomed everyone. The Chair then asked Mr. Damschen to confirm compliance with the Open and Public Meetings Act (OPMA).

Mr. Damschen then reported that Notice and Agenda of the Monthly Meeting and material addressing agenda items had been distributed to Trustees and posted on the Utah Public Notice website in advance of the meeting in compliance with the OPMA.

The Chair then determined for the record that a quorum of Trustees was present, as follows:

Patricia Sheffield, Chair
Annette Lowder, Vice Chair
Darryle Rude, Trustee
Kirt Slaugh, Designee-Trustee
Nate McDonald, Designee-Trustee
Jessica Norie, Trustee
Lori Fleming, Trustee
Rob Allphin, Trustee

The Chair excused the following trustees:
Lee A Carter, Trustee

The Chair called for the first agenda item.

1. Approval of the Minutes of the April 13, 2023 Special Meeting

The Trustees had been provided with a copy of the written minutes of the April 13, 2023 Special Meeting in their board packets. The Trustees acknowledged they had sufficient time to review these minutes. Ms. Sheffield asked for any discussion on the minutes as presented.

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

MOTION: TO APPROVE THE WRITTEN MINUTES OF THE SPECIAL MEETING OF APRIL 13, 2023

Made by: Rob Allphin
Seconded by: Lori Fleming

Ms. Sheffield called for a vote on the motion:

| Voted in Favor of the Motion: | Voted Against the Motion: | Abstained From Voting: |
|--|----------------------------------|-------------------------------|
| Kirt Slauch Darryle Rude Nate McDonald Annette Lowder Jessica Norie Lori Fleming Rob Allphin Patricia Sheffield | | |

The Chair called for the next agenda item.

2. Annual Compliance Training – Presented by Michael O’Brien, with Parsons, Behle & Latimer

- GRAMA
 - OPMA
 - Utah Ethics Act
 - EEO/Harassment Issues
-

The Chair called for the next agenda item.

3. Disclosure of Trustees' Interests

Ms. Sheffield stated that the consolidated list of the disclosures of interests on file for each Trustee are contained in the board packet, and subject to any changes, will be attached to the minutes of this meeting.

Mrs. Pregeant asked each Trustee to affirm that their respective disclosures of interest on file were current. Each Trustee was called on and they responded as follows:

| | |
|--------------------|-----------|
| Kirt Slaugh | Yes |
| Darryle Rude | Yes |
| Nate McDonald | Yes |
| Lee A Carter | (Excused) |
| Annette Lowder | Yes |
| Jessica Norie | Yes |
| Lori Fleming | Yes |
| Rob Allphin | Yes |
| Patricia Sheffield | Yes |

The following is a consolidated list of the disclosures of interest on file for each Trustee:

| 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 Momentum Loans, a mortgage lender doing business in the state of Utah. Momentum Loans 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. |
| Kirt Slaugh <i>(designee of ex-officio)</i> | Presently serving as the Chief Deputy Treasurer for the State of Utah and has no interests in any transactions with the Corporation. |
| Darryle Rude <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. |

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|--|--|
| <p>Nate McDonald (<i>designee of ex-officio</i>)</p> | <p>Presently serving as the Deputy Director of the Department of Workforce Services for the State of Utah. As the Deputy Director, Mr. McDonald oversees the Olene Walker Housing Loan Fund, the Private Activity Bond Board of Review, and the National Housing Trust Fund. Monies from each of these may be used in financing of affordable rental housing financed with Low-Income Housing Tax Credits.</p> |
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The Chair called for the next agenda item.

4. Resolution 2023-09, Glendale Gardens, authorizing the reimbursement of qualified expenditures with proceeds of multifamily housing revenue bonds in an amount not to exceed \$17,600,000

A RESOLUTION OF UTAH HOUSING CORPORATION (“UHC”) EXPRESSING AN INTENT TO REIMBURSE CERTAIN QUALIFIED EXPENDITURES WITH PROCEEDS OF AN ISSUE OF MULTIFAMILY HOUSING REVENUE BONDS OR A TAX-EXEMPT MORTGAGE LOAN TO BE ISSUED IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,600,000 TO FINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A MULTIFAMILY HOUSING APARTMENT DEVELOPMENT; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

Mr. Hanks stated that Resolution 2023-09 is a reimbursement resolution to allow the developer to submit expenses incurred up to 60 days prior to the approval of the resolution, for reimbursement that can’t be paid from proceeds of the bond issued. This does not commit UHC to issue the bonds.

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

Motion: **GLENDALE GARDENS, AUTHORIZING THE REIMBURSEMENT OF QUALIFIED EXPENDITURES WITH PROCEEDS OF MULTIFAMILY HOUSING REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$17,600,000.**

Made by: **Lori Fleming**
Seconded by: **Annette Lowder**

Ms. Sheffield called for a vote on the motion:

Voted in Favor of the Motion:

Kirt Slaugh
Darryle Rude
Nate McDonald
Annette Lowder
Jessica Norie

Voted Against the Motion:

Abstained From Voting:

The Chair called for the next agenda item.

5. **Resolution 2023-10, 25th and Quincy Apartments (formerly known as Moda Greenwell), authorizing a tax-exempt mortgage note not to exceed \$30,305,000**

A RESOLUTION OF UTAH HOUSING CORPORATION (“UHC”) AUTHORIZING A TAX-EXEMPT MORTGAGE LOAN IN AN AMOUNT NOT TO EXCEED \$30,305,000 AND THE ISSUANCE AND DELIVERY BY UHC OF ITS MULTIFAMILY HOUSING REVENUE NOTE (25th AND QUINCY APARTMENTS PROJECT) SERIES 2023 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$30,305,000 TO FINANCE THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A MULTIFAMILY RENTAL HOUSING DEVELOPMENT; AUTHORIZING THE EXECUTION BY UHC OF A FUNDING LOAN AGREEMENT, A BORROWER 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. Hanks stated that this is a project by J. Fischer Companies and is 176-unit in Ogden. The tax credit purchaser and loan provider is Goldman Sachs Bank, and is estimated to be a total of \$54MM, which includes the tax credits and the bond amount. A 4% tax credit resolution will also be submitted to the Board for this project.

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

Motion: 25TH AND QUINCY APARTMENTS (FORMERLY KNOWN AS MODA GREENWELL), AUTHORIZING A TAX-EXEMPT MORTGAGE NOTE NOT TO EXCEED \$30,305,000.

Made by: Kirt Slaugh
Seconded by: Darryle Rude

Ms. Sheffield called for a vote on the motion:

Voted in Favor of the Motion:

Kirt Slaugh
Darryle Rude
Nate McDonald
Annette Lowder
Jessica Norie
Lori Fleming
Rob Allphin
Patricia Sheffield

Voted Against the Motion:

Abstained From Voting:

The Chair called for the next agenda item.

6. **Resolution 2023-11, Authorizing the Reservation of Federal and State Low-Income Housing Tax Credits**

A RESOLUTION OF UTAH HOUSING CORPORATION (“UHC”) AUTHORIZING THE RESERVATION OF FEDERAL AND STATE LOW-INCOME HOUSING TAX CREDITS AS AUTHORIZED BY TITLE 59, CHAPTER 10, PART 1010, AND TITLE 59, CHAPTER 7, PART 607, UTAH CODE ANNOTATED 1953, AS AMENDED TO ISSUE ALLOCATION CERTIFICATES PRESCRIBED BY THE STATE TAX COMMISSION SPECIFYING THE PERCENTAGE OF THE ANNUAL FEDERAL TAX CREDIT THAT A TAXPAYER MAY TAKE AS AN ANNUAL CREDIT AGAINST UTAH INCOME TAX (THE “STATE TAX CREDIT”) IN ACCORDANCE WITH CRITERIA AND PROCEDURES BASED ON THE UTAH CODE AND INCORPORATED IN THE ALLOCATION PLAN.

Mr. Hanks stated that this resolution is for the 4% tax credits for 25th and Quincy Apartments, the project that the Board just approved the bonds for. Also a small amount of State Tax Credits for a Crown project called Peekaboo ICU. The 25th and Quincy Apartments project is estimated to be \$2.6MM with 4% tax credits, and the project must be awarded bond authority to be able to qualify for the 4% tax credits.

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

Motion: AUTHORIZING THE RESERVATION OF FEDERAL AND STATE LOW-INCOME HOUSING TAX CREDITS.

Made by: Rob Allphin
Seconded by: Nate McDonald

Ms. Sheffield called for a vote on the motion:

| Voted in Favor of the Motion: | Voted Against the Motion: | Abstained From Voting: |
|--|----------------------------------|-------------------------------|
| Kirt Slauch Darryle Rude Nate McDonald Annette Lowder Jessica Norie Lori Fleming Rob Allphin Patricia Sheffield | | |

The Chair called for the next agenda item.

7. Reports and Non-Action Items

- **Operating Reports:** Summary memos from Mr. Butterfield and Mr. Hanks were included in the Board Packet in relation to the operating reports.
 - Mr. Hanks stated that since UHC started allowing permanent buy-downs on mortgages on March 1st, that 40% of the loans reserved in March were reserved with a buy-down.
 - Mr. Damschen mentioned that he sent an email to the board members with details regarding the grand opening of the 255 South State project. He also thanked everyone for attending the annual board retreat, and for their time and effort on the UHC Board.
- **Upcoming Events:**
 - The next monthly meeting is scheduled for June 1, 2023.

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

PENDING