



FRUITA COLORADO

HOUSING AUTHORITY MEETING

Fruita Civic Center

Tuesday, March 07, 2023 at 6:00 PM

AGENDA

CALL TO ORDER AND ROLL CALL

CONSENT AGENDA

These are items where all conditions or requirements have been agreed to or met prior to the time they come before the Housing Authority for final action. These items will be approved by a single motion of the Housing Authority. Members of the Housing Authority may ask that an item be removed from the consent section and fully discussed. All items not removed from the consent section will then be approved. A member of the Housing Authority may vote no on specific items without asking that they be removed from the consent section for full discussion. Any item that is removed from the consent agenda will be placed at the end of the regular agenda.

1. MINUTES - Approval of Minutes of January 17, 2023
2. ATTORNEY ENGAGEMENT LETTER – A request to approve the engagement of Butler Snow to provide legal services to the Fruita Housing Authority

OTHER AGENDA ITEMS

3. PRESENTATION AND OVERVIEW of proposed 2023 Fruita Housing Authority Budget
4. EXECUTIVE SESSION – To convene in Executive Session for determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators pursuant to CRS Sec. 24-6-402(4)(e) with regard to request from IndiBuild, LLC/Fruita Mews and receiving legal advice from the Housing Authority attorney and special counsel pursuant to CRS Sec. 24-6-402(4)(b) regarding the same

ADJOURN

**FRUITA HOUSING AUTHORITY
IN PERSON AND VIRTUAL MEETING
JANUARY 17, 2023
6:30 P.M.**

1. CALL TO ORDER AND ROLL CALL

The first regular meeting of the Fruita Housing Authority was called to order by Joel Kincaid, designated Chairman of the Authority, at 6:30 p.m. The meeting was held both in person and with virtual access provided through Zoom.

Present: Chairman Joel Kincaid
Vice-Chairman Matthew Breman
Commissioner Jeannine Purser
Commissioner Ken Kreie (virtual)
Commissioner Amy Miller
Commissioner Aaron Hancey

Excused Absent Commissioner James Williams
Secretary Deb Woods

City staff present: Director Mike Bennett
Treasurer Margaret Sell
Assistant City Manager Shannon Vassen
City Attorney Mary Elizabeth Geiger (virtual)
Communications and Engagement Specialist Ciara DePinto

2. AGENDA – ADOPT/AMEND

COMMISSIONER MILLER MOVED TO ADOPT THE AGENDA AS PRESENTED. COMMISSIONER PURSER SECONDED THE MOTION. THERE WERE FIVE YES VOTES.

3. ADOPTION OF BYLAWS FOR FRUITA HOUSING AUTHORITY

Mary Elizabeth Geiger, City Attorney, presented the changes in the by-laws since reviewed by the City Council at their November 22, 2022 workshop. Changes include limiting the scope of the Authority to low-income housing tax credit projects and designating the positions of Mayor and Mayor Pro Tem of the City Council as Chairman and Vice-Chairman of the Housing Authority. Officers of the Authority were designated to mirror the City Council operations with the City Manager serving as the Housing Authority Director, the City Finance Director as the Treasurer and the City Clerk/Deputy City Clerk as Secretary. Additional minor changes were made to clean up the language and organization of the by-laws.

COMMISSIONER HANCEY MOVED TO ADOPT THE BY-LAWS FOR THE FRUITA HOUSING AUTHORITY AS PRESENTED. COMMISSIONER PURSER SECONDED THE MOTION. THERE WERE FIVE YES VOTES.

4. CERTIFICATE OF FRUITA HOUSING AUTHORITY COMMISSIONERS FOR FILING WITH THE COLORADO DEPARTMENT OF LOCAL AFFAIRS

Margaret Sell stated that the Certificate of the Fruita Housing Authority is a document which is filed with the Colorado Department of Local Affairs to officially document the creation of the Fruita Housing Authority. The Certificate is signed by Commissioners of the Housing Authority and sets forth the facts by which the Authority was created. Corrections were noted to spelling of Commissioner Purser’s name and adding “Vice Chairman” to Matthew Breman’s signature line.

- **VICE-CHAIR BREMAN MOVED TO ADOPT THE CERTIFICATE OF FRUITA HOUSING AUTHORITY COMMISSIONERS AS AMENDED. COMMISSIONER HANCEY SECONDED THE MOTION.**
- **VICE-CHAIRMAN BREMAN AMENDED HIS MOTION AS FOLLOWS:**
- **VICE-CHAIRMAN BREMAN MOVED TO ACCEPT THE CERTIFICATE OF FRUITA HOUSING AUTHORITY COMMISSIONERS WITH AN AMENDMENT TO A TITLE AND A CORRECTION TO THE SPELLING OF A NAME AND AUTHORIZE THE FILING OF THE CERTIFICATE WITH THE COLORADO DEPARTMENT OF LOCAL AFFAIRS. COMMISSIONER HANCEY SECONDED THE MOTION. THERE WERE FIVE YES VOTES.**

5. OTHER BUSINESS

Commissioner Breman suggested that Commissioners be assigned email addresses specific to the Housing Authority and separate from their City Council email addresses. This would assist in responding to open records requests for communication of the Authority and also organizing communications specific to business of the Authority.

Commissioner Breman asked about whether the Fruita Housing Authority should have its own website and City Attorney Mary Elizabeth Geiger advised that it could have its own landing page on the City of Fruita website at www.fruita.org.

With no further business to come before the Fruita Housing Authority, the meeting was adjourned at 6:46 p.m.

Respectfully submitted,

Debra Woods
Secretary
Fruita Housing Authority



FRUITA COLORADO

AGENDA ITEM COVER SHEET

TO: FRUITA HOUSING AUTHORITY

FROM: MARGARET SELL, TREASURER/SECRETARY

DATE: MARCH 7, 2023

AGENDA TEXT: ATTORNEY ENGAGEMENT LETTER – A request to approve the engagement of Butler Snow to provide legal services to the Fruita Housing Authority

BACKGROUND

The attached engagement letter retains Butler Snow as special legal counsel to advise the Fruita Housing Authority on legal issues related to proposals for affordable housing in the City of Fruita.

The Fruita Housing Authority was created in January of 2023. As a new Authority it is anticipated that legal services will be necessary to advise the Authority on specific proposals and financing options for affordable housing.

The Fruita Housing Authority by-laws require the Chair or Vice Chair and the Secretary to execute contracts on behalf of the Authority or may authorize the Housing Authority Director to sign such documents on behalf of the Authority.

FISCAL IMPACT

Legal fees of \$15,000 are included in the proposed 2023 Draft Budget. The Board may consider requiring reimbursement of legal fees associated with specific proposals from the applicant/developer.

RECOMMENDATION

It is the recommendation of the Staff that the Fruita Housing Authority move to:

APPROVE THE ENGAGEMENT LETTER OF BUTLER SNOW FOR LEGAL SERVICES FOR THE HOUSING AUTHORITY AND AUTHORITZE THE HOUSING AUTHORITY DIRECTOR TO SIGN THE ENGAGEMENT LETTER.

BUTLER | SNOW

February 21, 2023

VIA E-MAIL

City of Fruita Housing Authority
325 E. Aspen Ave.
Fruita, CO 81521

Attn: Mike Bennett, Executive Director

Dear Mike:

We are pleased to confirm our engagement as special counsel to the City of Fruita Housing Authority (the “Authority”). We appreciate your confidence in us and will do our best to continue to merit it.

Scope of Services

The scope of our services will be to assist the Authority by advising the Authority on legal issues related to proposals for affordable housing in the City of Fruita, including, without limitation, proposals for financial support for such projects from the Authority. Our services as special counsel to the Authority are limited to those contracted for explicitly herein and the execution of this letter by the Authority constitutes an acknowledgment of those limitations.

Personnel

Dee Wisor, Kim Crawford and Dalton Kelley will be principally responsible for the work performed by Butler Snow LLP on your behalf. Where appropriate, certain tasks may be performed by other attorneys or paralegals. At all times, however, Dee, Kim and Dalton will coordinate all work completed for the Authority.

Attorney-Client Relationship

In performing our services hereunder, the Authority will be our client. We will represent the interests of the Authority rather than the Authority’s Commissioners or the Authority’s employees.

Conflicts of Interest

Before accepting any new business, the Colorado Rules of Professional Conduct (the “Rules”) require us to evaluate whether there exist any ethical constraints to representing the Authority. We have completed a conflicts check within our firm and have found no current conflict between the Authority and our existing clients.

*1801 California Street
Suite 5100
Denver, Colorado 80202*

DEE P. WISOR
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Dee.Wisor@ButlerSnow.com

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www.butlersnow.com*

BUTLER SNOW LLP

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Fee Arrangement

We will expect to be compensated at our hourly rates set forth below for time spent on your behalf, plus any disbursements that we have made. We will send the Authority invoices monthly. Butler Snow's rates for the work by its attorneys and legal assistants vary based on the experience and expertise of the individuals involved. Typically, we adjust these rates at year-end to reflect changing economic conditions. If the firm increases rates during this engagement, we will provide written notice of those changes. The Rules require that the basis or rate of legal fees be communicated to the client in writing. The hourly rates for our lawyers who we expect to work on this matter are set forth below:

Attorney	Billing Rate
Kim Crawford	\$555.00
Dalton Kelley	\$335.00
Dee Wisor	\$675.00

In addition, this letter authorizes us to incur expenses and make disbursements on behalf of the Authority, which we will include in our invoice. Disbursement expenses will include such items as travel costs, photocopying, deliveries and other out-of-pocket costs. Attached as Exhibit A is our billing policy.

Document Retention

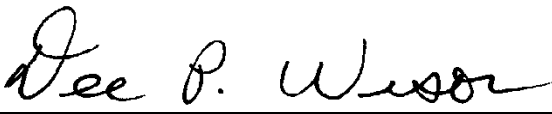
Attached as Exhibit B is a copy of our document retention policy.

Termination of Engagement

Upon completion of our work pursuant to this engagement, our representation of the Authority and the attorney-client relationship created by this engagement letter will be concluded.

We are pleased to have the Authority as our client, and look forward to a mutually satisfactory and beneficial relationship. If the foregoing terms are acceptable to you, please so indicate by having the appropriate individual execute a copy of this letter for the Authority and then return the executed copy to me. Thank you.

BUTLER SNOW LLP

By: 
 Dee P. Wisor

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ACCEPTED AND APPROVED:

CITY OF FRUITA HOUSING AUTHORITY

By: _____

Title: _____

Date: _____

DPW/jw
Enclosures

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EXHIBIT A
BUTLER SNOW LLP
STANDARD BILLING TERMS AND CHARGES FOR EXPENSES
As of January 1, 2023

Butler Snow LLP (the "Firm") will bill clients on a monthly basis for legal services, unless another arrangement is agreed to and approved in writing by the Firm and the Client. The Firm typically sends bills for legal services and expenses via the U.S. Postal Service or by e-mail. Electronic billing services may also be used by specific agreement.

It is our goal that our bills are easy to understand, simple, and reflect appropriate charges for the value our services provided. As such, we do not charge for many incidental costs or routine services. We are continually working to ensure that our bills are clear and understandable. Should you have questions about any aspect of your bill, please contact the Firm as soon as possible so that your concerns may be quickly resolved. The chart below spells out the complete details of our expense charges. Our bills are **due upon receipt** of the bill, unless other arrangements are agreed to in advance.

Any overpayments or duplicate payments the Firm receives that cannot be posted to an outstanding bill ("unapplied payments") will be deposited into the Firm's operating account upon receipt and posted as unapplied cash to the client's account. These unapplied payments will either be applied to a future bill or refunded to the client, whichever is appropriate.

Document Reproduction	No charge for routine reproduction (under 50 pages per day)
Normal sized documents (up to 11 x 17)	For reproduction in excess of 50 pages per day – Black & White: \$0.10/page Color: \$0.25/page
	Bates Labeling – Electronic: \$0.05/page Manual: \$0.15/page
Oversize documents (size in excess of 11 x 17)	Charge for each page – no exclusion Black & white: \$6.00/page Color: \$30.00/page
Electronic Data Manipulation for reproduction	\$75 per hour
Document Scanning	No charge for routine scanning (except evidentiary materials) Bulk scanning of evidentiary documents: \$0.06/page <i>(additional charge for document coding)</i>
Oversize documents (size in excess of 11 x 17)	\$10.00/page
Wire Transfers	Outgoing: International: \$50/wire Domestic: \$25/wire
Data/Audio/Visual Duplication & Reproduction	CD/DVD: \$12.00 for each disc Portable Media Devices: Priced per data storage size
Electronically Stored Information (Litigation Support Services)	Data Room: \$750.00/room Data Processing: \$200.00/gb per occurrence Data Storage: \$10.00/gb per month Document Review Hosting: \$25.00/gb per month Review User License Fees: \$80.00/user per month
Computerized Legal Research	No charge for basic research. \$35/search for public records, special treatises, briefs, motions and expert directory databases. Specialized research at actual cost with prior client approval.
Electronic retrieval of Court documents	\$0.40 / document

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Fax and Long Distance Phone	No charge for calls or Fax transmissions within the United States. Non-domestic and conference calls charged at actual cost.
Travel (personal vehicle)	Current Standard Mileage Rate as allowed by the IRS
Messenger Delivery and Service of Subpoenas or Summons	Deliveries under 10 miles one way- No charge ; 10-25 miles one way - \$30.00 ; over 25 miles one way - \$10.00/hour plus mileage ; Service of Subpoenas/Summons - \$35.00 plus delivery.
Overnight Package Delivery	Charged at actual cost per package
Postage	No charge for routine postage (under \$25 per day) Bulk mailing postage: at actual cost

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EXHIBIT B
NOTICE TO CLIENTS OF BUTLER SNOW'S
RECORD RETENTION & DESTRUCTION POLICY FOR CLIENT FILES

Butler Snow maintains its client files electronically. Ordinarily, we do not keep separate paper files. We will scan documents you or others send to us related to your matter to our electronic file for that matter and will ordinarily retain only the electronic version while your matter is pending. **Unless you instruct us otherwise, once such documents have been scanned to our electronic file, we will destroy all paper documents provided to us.** If you send us original documents that need to be maintained as originals while the matter is pending, we ordinarily will scan those to our client file and return the originals to you for safekeeping. Alternatively, you may request that we maintain such originals while the matter is pending. If we agree to do that, we will make appropriate arrangements to maintain those original documents while the matter is pending.

At all times, records and documents in our possession relating to your representation are subject to Butler Snow's Record Retention and Destruction Policy for Client Files. Compliance with this policy is necessary to fulfill the firm's legal and ethical duties and obligations, and to ensure that information and data relating to you and the legal services we provide are maintained in strict confidence at all times during and after the engagement. All client matter files are subject to these policies and procedures.

At your request, at any time during the representation, you may access or receive copies of any records or documents in our possession relating to the legal services being provided to you, excluding certain firm business or accounting records. We reserve the right to retain originals or copies of any such records or documents as needed during the course of the representation.

Unless you instruct us otherwise, once our work on this matter is completed, we will designate your file as a closed file on our system and will apply our document retention policy then in effect to the materials in your closed files. At that time, we ordinarily will return to you any original documents we have maintained in accordance with the preceding paragraph while the matter was pending. Otherwise, we will retain the closed file materials for our benefit and subject to our own policies and procedures concerning file retention and destruction. Accordingly, if you desire copies of any documents (including correspondence, e-mails, pleadings, contracts, agreements, etc.) related to this matter or generated while it was pending, you should request such copies at the time our work on this matter is completed.

You will be notified and given the opportunity to identify and request copies of such items you would like to have sent to you or someone else designated by you. You will have 30 days from the date our notification is sent to you to advise us of any items you would like to

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receive. You will be billed for the expense of assimilating, copying and transmitting such records. We reserve the right to retain copies of any such items as we deem appropriate or necessary for our use. Any non-public information, records or documents retained by Butler Snow and its employees will be kept confidential in accordance with applicable rules of professional responsibility.

Any file records and documents or other items not requested within 30 days will become subject to the terms of Butler Snow's Record Retention and Destruction Policy for Client Files and will be subject to final disposition by Butler Snow at its sole discretion. Pursuant to the terms of Butler Snow's Record Retention and Destruction Policy for Client Files, all unnecessary or extraneous items, records or documents may be removed from the file and destroyed. The remainder of the file will be prepared for closing and placed in storage or archived. It will be retained for the period of time established by the policy for files related to this practice area, after which it will be completely destroyed. This includes all records and documents, regardless of format.

While we will use our best efforts to maintain confidentiality and security over all file records and documents placed in storage or archived, to the extent allowed by applicable law, Butler Snow specifically disclaims any responsibility for claimed damages or liability arising from damage or destruction to such records and documents, whether caused by accident; natural disasters such as flood, fire, or wind damage; terrorist attacks; equipment failures; breaches of Butler Snow's network security; or the negligence of third-party providers engaged by our firm to store and retrieve records.

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FRUITA COLORADO

AGENDA ITEM COVER SHEET

TO: FRUITA HOUSING AUTHORITY

FROM: MIKE BENNETT, CITY MANAGER AND FRUITA HOUSING AUTHORITY EXECUTIVE DIRECTOR

DATE: MARCH 7, 2023

AGENDA TEXT: PRESENTATION AND OVERVIEW OF PROPOSED 2023 FRUITA HOUSING AUTHORITY BUDGET

BACKGROUND

The Proposed 2023 Fruita Housing Authority Budget is included as an attachment to this agenda item. In order for the Fruita Housing Authority to adopt a budget, a budget has to be proposed to the Board of Commissioners and the budget adoption has to be scheduled for a public hearing at a later date. It is anticipated the budget for the Fruita Housing Authority will be adopted at the next Housing Authority Meeting. A schedule for adoption is provided below.

In the 2023 Proposed Fruita Housing Authority Budget, intergovernmental revenues include a \$15,100 contribution from the City of Fruita. Expenses included in the budget entail costs for legal services for the Housing Authority, and publishing expenses (to publish the budget adoption, any other legally required public notices). The \$15,000 for legal services is included to allow for the Fruita Housing Authority's Attorney to review any proposals that come before the authority and provide advise on those proposals.

Schedule for 2023 Fruita Housing Authority Budget Adoption

- March 7, 2023
 - Overview of Proposed 2023 Fruita Housing Authority Budget
- Fruita Housing Authority Meeting – April 4, 2023 at 6:00 p.m.
 - Public Hearing and Budget Adoption

RECOMMENDATION

It is the recommendation of the Staff that the Housing Authority move to:

SCHEDULE A MEETING FOR APRIL 4, 2023 AT 6:00 P.M. AND PUBLISH NOTICE FOR ADOPTION OF THE HOUSING AUTHORITY BUDGET

Component Unit - Housing Authority

Revenues

Account	Description	2020 Actual	2021 Actual	2022 Budget	2022 Estimated	2023 Budget	% Chg.
INTERGOVERNMENTAL REVENUE							
3300	City of Fruita Contribution	-	-	-	-	15,100	N/A
		-	-	-	-	15,100	N/A
CHARGES FOR SERVICES							
3400	Developer Reimbursement	-	-	-	-	-	N/A
		-	-	-	-	-	N/A
MISCELLANEOUS REVENUES							
3600	Miscellaneous Revenue	-	-	-	-	-	N/A
		-	-	-	-	-	N/A
TOTAL REVENUES		-	-	-	-	15,100	N/A

Expenses

Account	Description	2020 Actual	2021 Actual	2022 Budget	2022 Estimated	2023 Budget	% Chg.
PURCHASED PROFESSIONAL SERVICES							
4330	Legal Services	-	-	-	-	15,000	N/A
		-	-	-	-	15,000	
OTHER PURCHASED SERVICES							
4551	Publishing	-	-	-	-	100	N/A
		-	-	-	-	100	N/A
TOTAL EXPENSES		-	-	-	-	15,100	N/A



FRUITA COLORADO

AGENDA ITEM COVER SHEET

TO: FRUITA HOUSING AUTHORITY

FROM: MICHAEL BENNETT, DIRECTOR AND HOUSING AUTHORITY ATTORNEY
MARY ELIZABETH GEIGER

DATE: MARCH 7, 2023

AGENDA TEXT: EXECUTIVE SESSION – To convene in Executive Session for determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators pursuant to CRS Sec. 24-6-402(4)(e) with regard to request from IndiBuild, LLC/Fruita Mews and receiving legal advice from the Housing Authority attorney and special counsel pursuant to CRS Sec. 24-6-402(4)(b) regarding the same

BACKGROUND

The Housing Authority has reason to convene in Executive Session for determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators pursuant to CRS Sec. 24-6-402(4)(e) with regard to request from IndiBuild, LLC/Fruita Mews and receiving legal advice from the Housing Authority attorney and special counsel pursuant to CRS Sec. 24-6-402(4)(b) regarding the same. To convene in executive session, state law requires that a motion with specific language requesting the executive session be passed with 2/3 of the governing body voting in the affirmative for said motion.

FISCAL IMPACT

N/A

APPLICABILITY TO CITY GOALS AND OBJECTIVES

N/A

OPTIONS AVAILABLE TO THE COUNCIL

N/A

RECOMMENDATION

It is the recommendation of the Fruita City Staff that the Council:

- **MOVE TO CONVENE IN EXECUTIVE SESSION FOR DETERMINING POSITIONS RELATIVE TO MATTERS THAT MAY BE SUBJECT TO NEGOTIATIONS; DEVELOPING STRATEGY FOR NEGOTIATIONS; AND INSTRUCTING NEGOTIATORS PURSUANT TO CRS SEC. 24-6-402(4)(E) WITH REGARD TO REQUEST FROM INDIBUILD, LLC/FRUITA MEWS AND RECEIVING LEGAL ADVICE FROM THE HOUSING AUTHORITY ATTORNEY AND SPECIAL COUNSEL PURSUANT TO CRS SEC. 24-6-402(4)(B) REGARDING THE SAME**

ANNOUNCEMENT NO. 1

***ANNOUNCEMENT TO BE MADE BY CHAIRMAN
AT THE BEGINNING OF THE EXECUTIVE SESSION
(MAKE SURE THE SESSION IS BEING RECORDED;
DO NOT TURN IT OFF DURING THE EXECUTIVE SESSION
UNLESS SO ADVISED BY LEGAL COUNSEL.)***

It's March 7, 2023 and the time is _____. For the record, I am the Chairman, Joel Kincaid. As required by the Open Meetings Law, this executive session is being electronically recorded.

Also present at this executive session are the following persons:

_____.

This is an executive session with the City Attorney and special counsel for the following purposes:

FOR DETERMINING POSITIONS RELATIVE TO MATTERS THAT MAY BE SUBJECT TO NEGOTIATIONS; DEVELOPING STRATEGY FOR NEGOTIATIONS; AND INSTRUCTING NEGOTIATORS PURSUANT TO CRS SEC. 24-6-402(4)(E) WITH REGARD TO REQUEST FROM INDIBUILD, LLC/FRUITA MEWS AND RECEIVING LEGAL ADVICE FROM THE HOUSING AUTHORITY ATTORNEY AND SPECIAL COUNSEL PURSUANT TO CRS SEC. 24-6-402(4)(B) REGARDING THE SAME

I caution each participant to confine all discussion to the stated purpose of the executive session, and that no formal action may occur in the executive session.

If at any point in the executive session any participant believes that the discussion is going outside the proper scope of the executive session, please interrupt the discussion and make an objection.

ANNOUNCEMENT NO. 2

***ANNOUNCEMENT TO BE MADE BY THE CHAIRMAN
BEFORE CONCLUDING THE EXECUTIVE SESSION
(WHILE THE SESSION IS STILL BEING RECORDED)***

I hereby attest that this recording reflects the actual contents of the discussion at the executive session and has been made in lieu of any written minutes to satisfy the recording requirements of the Open Meetings Law.

_____ I will have the Secretary retain the recording for a 90-day period.

***OR
(if City personnel was the
subject of the session and
was not present at the session)***

_____ I will retain the tape in my possession for a 90-day period.

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

(stop recording and return to open meeting)