



Council may take formal action on any item appearing on this Agenda. However, formal action WILL NOT be taken at this meeting on any item of business first identified during the course of the meeting as a change to the Agenda, other business, or Citizen, Councilmember and Staff Comments.

A G E N D A

**Delta City Council
Special Meeting**

**July 26, 2016
5:00 p.m.**

- A. Resolution #7, 2016; Application for a Transportation Alternative Program Grant**
- B. Consideration to Hire Public Finance Attorney Services for Urban Renewal Activities**

MEMO

To: Mayor & City Council
From: Wilma Erven, Parks and Recreation Director Wilma Erven
Date: July 22, 2016
Subject: Resolution 7, 2016; Application for Transportation
Alternative Program Grant



Parks & Recreation

Recommendation:

Staff is recommending that City Council consider setting aside \$100,000 for matching funds for the Colorado Department of Transportation's TAP grant to be used on the development of the US Highway 50 Bridge Underpass Trail.

Background:

During the Region 10/City of Delta's economic development assessment study with Better City, a development of the Gunnison River was considered as a project to assist the community with tourism and property development. The RiverResortation group that was chosen to do a River Corridor study, designated a US 50 Underpass Trail, as a portion of the whole River Corridor trail project, that would connect the west and east sides of the trail under US Highway 50.

The CDOT TAP grant is an 80% CDOT funded program that happens every three years and 2016 is one of the years that CDOT is accepting applications. The TAP grant application deadline is July 29, 2016 and a local resolution demonstrating a financial commitment by the City is one of the grant requirements. The next round of TAP grants will be three years from now.

Staff and the RiverResortation group chose the US Highway 50 Bridge Underpass Trail as the project that would meet the grant criteria by extending the existing Confluence Park trail, be immediately beneficial to residents living north of the Gunnison River seeking to access Confluence Park and shops such as Ace Hardware and City Market, and will a segment of the trail system that can be easily extended into the future Gateway, hotel and conference center project. The US 50 Highway Bridge underpass section of the river trail is also one of the more expensive sections to build.

If the City receives a TAP grant, monies for engineering and construction cannot be used until after July 1, 2017 and the project must be completed by June 30, 2020.

The project consists of the completion of the design engineering and acquiring all of the construction documents in second half of 2017 with a financial commit from the City of approximately \$20,000 cash. The second portion of the project would be the actual

construction of the project in 2018 with the City's commitment of approximately \$80,000 cash. In-kind contributions are not considered as matching funds for the TAP grant.

Cost:

The total project cost is estimated to be \$500,000. With a successful acceptance of the TAP grant the City's portion would be twenty percent which is equal to \$100,000. It is recommended that the City work with DURA so that this financial commitment of \$100,000 will be repaid to the City when DURA borrows money to complete future capital projects.

Alignment with Strategic Planning:

This project is in alignment with the Region 10/City of Delta's Better City economic development study.

Actions To Be Taken if Approved:

Upon approval of Resolution 7, 2016 by the City Council, the staff will complete and submit the TAP grant to CDOT for consideration by the deadline application date of July 29th.

RESOLUTION #7, 2016

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DELTA SUPPORTING AN APPLICATION TO THE COLORADO DEPARTMENT OF TRANSPORTATION FOR US HIGHWAY 50 BRIDGE UNDERPASS TRAIL AND ACKNOWLEDGEMENT OF LOCAL FUNDING FOR TWENTY PERCENT OF GRANT ELIGIBLE EXPENSES

WHEREAS, certain Federal funds have been allocated, through the Colorado Department of Transportation (CDOT) for the provision of facilities for pedestrian and bicycle trails; and,

WHEREAS, a 2016 *Riverfront Activation Feasibility Study*, was completed by Better City consultants for the City of Delta identifying that activation of the City's inactive riverfront represents a significant opportunity to develop recreational assets that will reposition the community as a destination attraction and community of choice for employers and their associated workforce; and,

WHEREAS, local public investment will be required to catalyze the gateway project and to secure grant funding from the State; and,

WHEREAS, the 2016 *Riverfront Activation Feasibility Study*, identified that river trails with connections to neighborhoods can provide connections between the Gunnison River and neighborhoods as well as to a larger regional trail system based around the river and surrounding National Conservation Areas; and,

WHEREAS, RiverRestoration consultants were hired by the City using Department of Local Affairs Rural Economic Development Initiative grant funding to review implementation of river corridor improvements as proposed in the Better City feasibility study; and,

WHEREAS, RiverRestoration consultants has identified that the trail system along the approximately 2.2 mile long project area can be divided into sections and allow for the orderly progression of the trail over time with one section being identified as the US 50 Highway Bridge Underpass; and,

WHEREAS, the estimated cost to complete the US 50 Highway Bridge Underpass trail section is \$500,000; and,

WHEREAS, the matching funds for Transportation Alternative Program (TAP) grant funding is 80% by CDOT and a financial commitment of 20% by the local agency, e.g. the City of Delta, which cannot include in-kind, e.g. non-cash, contribution, for project costs eligible for grant funding; and,

WHEREAS, applications for TAP grant funding are due by July 29, 2016 for project funding in mid-2017; and,

WHEREAS, the City of Delta, Colorado, is prepared to provide its share of the cost as evidenced by this resolution.

NOW THEREFORE, be it resolved by the City Council of the City of Delta that the City is prepared to provide its share of the cost for the US 50 Highway Bridge Underpass trail as part of a CDOT City TAP Grant funded project with TAP grant funding being 80% of eligible expenses and a City of Delta financial commitment of 20% of eligible expenses, which cannot include in-kind, e.g. non-cash, contribution, for project costs eligible for grant funding.

Dated this 26th day of July, 2016.

Edward C. Sisson, Mayor

ATTEST:

Jolene E. Nelson, City Clerk



360 Main St. • Delta, Colorado 81416 • Phone (970) 874-7566 • Fax (970) 874-8776

July 22, 2016

TO: Mayor and City Councilmembers

FROM: David Torgler, City Manager

RE: Consideration to hire Public Finance Attorney Services for Urban Renewal Activities

Background:

In 2015, the City of Delta, in collaboration with Delta County, Delta County Economic Development Corporation, and Region 10 Economic Development District completed an Economic Development Strategic Plan that identified strategic redevelopment opportunities within the City of Delta. The City, in collaboration with other taxing entities, now desires to begin utilizing the Delta Urban Renewal Authority (DURA) to facilitate strategic redevelopment as recommended in the Strategic Plan.

To begin this process and to bring the DURA into compliance with current legislative requirements for urban renewal authorities, it is recommended that the City hire legal representation to provide guidance. Setting up the DURA for compliance with recent legislation can help to avoid errors that could be costly in expense and time and should be considered as an investment in the urban renewal process.

In May 2016 the City distributed Requests for Qualifications (RFQ's) to Colorado based law firms experienced in urban renewal activities, specifically to:

1. review DURA's incorporating documentation and subsequent amendments to assess current compliance with State law;
2. recommend actions, as necessary, to bring the DURA into compliance with State law;
3. advise the City and its DURA partners regarding recommended funding alternatives for urban renewal activities to include drafting all documents necessary to adopt and apply the decided upon funding alternative;
4. assist the City and its DURA partners with the establishment and designation of an Urban Renewal Area (URA or Project Area) to include reviewing the Project Plan and Project Budget;
5. draft Intergovernmental Agreements (IGA's) between participating urban renewal

- authority taxing entities;
6. draft and advise the City and its DURA partners in the creation of development agreements, as opportunities for development within the Project Area arise; and
 7. advise the City and its DURA partners on best practices used by Urban Renewal Authorities across the State.

In addition the qualified firm will have experience in:

- land use rights in Colorado and the ability to draft, review, and present legal documents relating to acquisitions, easements, variances, rights-of-way, and other land uses;
- water rights, mineral rights and other use rights that may be severed from land use and the ability to advise the client on the benefits, or lack of benefit, to acquire severed use rights for property to be acquired;
- municipal annexation agreements and their effect on Project Area boundaries;
- Colorado's Taxpayer Bill of Rights also known as TABOR.

The City has received a proposal from one firm, Brownstein Hyatt Farber Schreck, LLP, that is attached to this memo.

Cost:

Brownstein Hyatt Farber Schreck, LLP has proposed a flat monthly fee contract for twelve months of service at the cost of \$6,000 per month. The City can apply to the DOLA for an Administrative Grant to pay fifty percent (50%) of the cost up to a maximum of \$25,000 in grant funds. It is recommended that the City enter into an Intergovernmental Agreement (IGA) with the DURA to be reimbursed for the City's portion of these legal expenses when the DURA adopts a new budget. Funding until reimbursed will be drawn from the General Fund reserve.

Recommendations:

1. Authorize the City Manager to execute an agreement to hire Brownstein Hyatt Farber Schreck, LLP to represent the City per the July 8, 2016 *Proposal and Fee Agreement for Representation – City of Delta/Delta Urban Renewal Authority – General Representation*.
2. Appropriate approximately \$30,000 in the 2016 City budget, and agree to include funding of approximately \$42,000 in the 2017 City budget, to cover this expense.
3. Request reimbursement from the DURA for any City incurred expenses for this legal work as part of a future DURA budget, and include this request in an Intergovernmental Agreement between the City of Delta and the DURA.
4. Authorize the City Manager to request funding from the DOLA for an Administrative Grant to cover fifty percent (50%) of these legal expenses up to \$25,000.

Prepared exclusively for

**City of Delta
and
Delta Urban Renewal Authority**

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July 8, 2016

Carolynne C. White
Attorney at Law
303.223.1197 tel
303.223.0997 fax
cwhite@bhfs.com

VIA ELECTRONIC AND REGULAR MAIL

Dave Torgler, City Manager
City of Delta
360 Main Street
Delta, CO 81416

RE: Proposal and Fee Agreement for Representation – City of Delta/Delta Urban Renewal Authority – General Representation

Dear Dave:

You have asked us, and we have agreed, subject to our firm's conflicts of interest check, to act as special counsel for the City of Delta ("City") to assist it with re-constituting the Delta Urban Renewal Authority (DURA), and to provide general legal representation to the Delta Urban Renewal Authority once reconstituted, as well as any other matters in which you may request our involvement from time to time and which we agree to undertake. The purpose of this letter is to provide a proposal for services, and, if such proposal is accepted by the City, to serve as a confirmation of the terms and conditions of this firm's representation of your interests.

Proposal and Scope of Work

Next Steps

First, in order to fully understand the current situation, and to make the best recommendation possible about how to proceed, it will be necessary to review any existing documentation regarding DURA. We would request that you send us any of the following documents you have:

- Initial resolution forming DURA
- Copies of any resolutions adopted by City Council with respect to DURA
- Copies of any urban renewal plans adopted by City Council.
- Minutes of meetings of DURA; any documentation of the last known actions of DURA
- Information about how the board of DURA was constituted during its existence – did City Council serve as the DURA board or were the members independently appointed?

We would review this information and begin to formulate initial recommendations.

Second, although we would propose to conduct as much of the work as possible remotely, via telephone and email (in order to minimize or avoid travel costs), I usually find it's best to kick off such a project with at least one initial, in person meeting. I would propose that my associate, Caitlin Quander, and I would travel

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main 303.223.1100

to Delta and spend a half-day or so meeting with you and other appropriate City representatives regarding your goals for the urban renewal authority, visiting locations within the City where you hope to use the tools of the urban renewal authority, and generally discussing the community's vision. For this visit, I would propose that you would not be billed for travel time or expenses, only for the time spent actually meeting and discussing the matter.

Third, following this meeting, we can formulate a recommendation and a plan for moving forward, along with a schedule of events, and deliverables to reactivate the urban renewal authority. This could include creation and adoption of one or more urban renewal plans, adoption by the City Council of appropriate resolutions to re-constitute the urban renewal authority, or other activities. This recommendation and plan will also include recommendations for compliance with recent urban renewal legislation, including HB 15-1348 and SB 16-177. We first need to determine whether compliance is required in this instance, and, if so, prepare a plan for getting into compliance. I am assuming that compliance will likely be required, because you will likely need to do at least one of the activities that triggers compliance, so our proposal includes that assumption.

As we discussed, it is common where an urban renewal authority has not yet been formed, or its existence is in question, that the City will retain counsel or consultants to assist it in formation and governance matters related to the urban renewal authority. Thus this proposal envisions that my contract would be with the City, and my client would be the City, at least initially. Once the urban renewal authority is reconstituted, then my representation could be transferred to that entity, and DURA will become the client. I also recommend that the urban renewal authority and the City enter into an intergovernmental agreement ("IGA") that will outline whether and how the City will be reimbursed by the urban renewal authority for administrative costs, once the urban renewal authority begins to receive tax increment or other revenue, and whether and how the City will provide support for the urban renewal authority, typically in the form of staff time, computers, copiers, or other resources. Our proposal assumes we will draft such an IGA for the City and URA board to consider.

Fourth, we can then begin to implement the plan and the recommendations. This will likely include the following activities:

- Drafting of one or more resolutions for City Council to consider regarding the creation or re-constitution of the authority, including appointment of board members
- Preparation of required filings with the Colorado Department of Local Affairs ("DOLA")
- Advice regarding adoption of initial budget, and requirements for auditing/reporting on City annual budget/audit forms
- Drafting of IGA between City and DURA
- Preparation of bylaws and policies and procedures for DURA (open meetings, open records, Robert's Rules, etc.)
- Review and comment regarding one or more urban renewal plans, conditions surveys and impact reports
- Preparation of resolutions for City Council in adoption of such urban renewal plans
- Advice regarding recent legislation compliance (HB 15-1348 and SB 16-177)
- Drafting and negotiation of IGAs with other taxing bodies
- Advice and counsel regarding coordination of appointment of representatives of other taxing bodies to the DURA board

Fifth, once DURA is fully operational, in compliance and able to engage in urban renewal undertakings and activities, we would provide the following:

- General representation of DURA
 - Attendance at DURA regular and special meetings, study sessions or executive sessions, as requested, by phone or in person as appropriate
 - Review and comment, and approval where required, of routine DURA documents such as contracts, requests for proposal, or purchase orders
 - Provide training to DURA staff and Board members regarding urban renewal statutory and regulatory requirements and provisions, conflicts of interest and ethics, and new legislation, such as HB 15-1348
- Monitor ongoing regulatory processes on behalf of DURA, and submit comments or otherwise seek to influence the outcome as appropriate
 - Specifically, for example, to participate in the pending amendments to the Assessor's Reference Library (ARL) Chapter 12 (Tax Increment Financing) proposed by the Property Tax Administrator, which, if adopted without revision, could reduce the amount of tax increment available to DURA and other urban renewal authorities to eliminate and prevent blight
- As with all clients, BHFS will maintain at all times the utmost confidentiality and attorney client privilege with respect to all of DURA's matters

We would recommend that, once the new board is appointed, whether it is decided that the Board should be the City Council or a separately appointed board, that we provide a training to the Board regarding the fundamentals of urban renewal, their authority, and conflict of interest/fiduciary duty rules relating to urban renewal board members (which are different than those relating to City Council persons).

Flat Fee Proposal

My discounted government hourly rate is \$495 per hour, and I would propose to represent DURA with the assistance of a senior associate, Caitlin Quander, whose hourly rate is \$370. In order to provide budget predictability to the City and DURA, we propose to undertake this representation for a **flat fee of \$6,000 per month, for a 12-month contract period**. If and to the extent travel to Delta is required, we will not bill for travel time, but we will charge the standard rate for mileage in addition to the flat fee. There is no "look back" or true-up proposed. However, at the conclusion of the first contract year and each subsequent year of representation, if DURA wishes to contract for subsequent years, we will review with DURA the prior year's monthly hourly equivalent billings and DURA's best available projections of legal demands for the following year, and will agree on an adjustment to the flat monthly fee, upwards or downwards, as appropriate.

Lobbying Representation

Additionally, at your election, DURA may also join the 501(c)(4) entity that Brownstein Hyatt Farber Schreck represents for lobbying and advocacy purposes at the Capitol for the 2017 legislative session. The fee for this representation is a one-time flat fee of \$10,000 for each urban renewal authority that joins. Other public entity members at this time include the Sterling Urban Renewal Authority, Timnath Urban Renewal Authority, and Colorado Springs Downtown Development Authority. This representation includes regular monitoring and advocacy with respect to pending and proposed legislation with the potential to affect urban renewal authorities, and is performed in coordination with the Colorado Municipal League, and Downtown Colorado Inc.

Additional Legal Representation

Although Carolynne White will be the primary counsel for DURA, by retaining Brownstein Hyatt Farber Schreck, DURA also will have available to it expert counsel in a wide variety of fields, including employment law, litigation, corporate and tax matters, and government relations. This expertise is also available to DURA within the scope of this representation for general consultation. However, if individual matters become significant, such as, for example, an initial consultation regarding an employment matter blossoms into a claim before the EEOC, and DURA wishes to retain BHFS to defend it in such matter, this will be the subject of a separate engagement.

Engagement

Services rendered prior to your signing this letter are subject to the terms of this letter.

As noted, it is anticipated that Carolynne White of this firm, whose current usual hourly billing rate is \$565 (government discount rate \$495), will perform most of the work on this matter, with the assistance of Caitlin Quander, whose hourly rate is \$370, and any other legal assistants and associates working with Carolynne. We may assign other lawyers in our firm to represent you if, in our judgment, that becomes necessary or desirable. We also may assign lawyers who are independent contractors to the firm and whose hourly billing rate will be passed on to you with a factor for the firm's overhead and profit.

In addition to charging fees for legal work, we also charge for certain out-of-pocket costs incurred by us in representing you. Charges for long distance telephone calls, telecopy charges, in-office copying, ordinary postage (under \$10.00), and deliveries made by in-house staff are covered by an administrative fee, currently equal to 2.5% of the legal fees charged. This administrative fee is in lieu of itemizing those expenses and may be adjusted over time. If there are other fees, such as, filing fees, service of process fees, transcript and deposition fees, E-discovery native files processing fees, computer-assisted legal research fees, overnight delivery service charges, travel, meals, hotel accommodations, expert witnesses, or investigative fees, those will be billed separately. We may require that you pay the party providing those services directly or that you advance to us the estimated amount for such items prior to our incurring those expenses on your behalf.

We bill for our services on a monthly basis. You agree to make payment within 30 days of your receipt of a statement. We reserve the right to suspend performing services and to promptly move to withdraw from any litigation matter upon a failure to timely pay a bill. You will be responsible for any costs of collection incurred by our firm, including reasonable attorneys' fees. If you fail to make a payment when due, at our option, we may charge a late fee on past due amounts at 18% per annum.

In consideration of DURA's status as a governmental entity, we agree to waive our normal retainer requirement. However, in the event that timely payment issues arise, we reserve the right to require a retainer in the future before continuing to perform legal services. These sums will be deposited in our trust account. Legal fees and costs incurred will be paid from this account, and you agree to supply further advances as needed upon request. Withdrawals from the trust fund account will be accounted for monthly.

You shall at all times have the right to terminate our firm's services upon written notice. Our firm shall at all times have the right to terminate our representation of you upon written notice, if you do not pay our fees, or if we determine that our continued representation of you would be unethical or inappropriate, or if we have another reasonable basis for termination consistent with our professional duties to you.

You also agree that the work product of our attorneys and staff, including notes, research, and documents which we prepare, is the property of the firm. It is our policy to destroy all client files (including all

documents and materials therein), eight years after we close such files upon completion of each matter. This file destruction procedure is automatic and you will not receive further notice prior to the destruction of these files. Accordingly, we advise you to maintain your own files relating to the matters which we are handling.

We are very pleased and privileged to work with you. Occasionally, we may provide lists of representative clients to legal or other publications and may use your company name in marketing materials. Unless you instruct us to the contrary, you hereby consent that such use is acceptable.

Please indicate your agreement to the terms of this letter by executing the enclosed copy and returning it to me. We appreciate the opportunity to represent you.

Sincerely,

BROWNSTEIN HYATT FARBER SCHRECK, LLP

By: 
Carolynne C. White

ACCEPTED AND AGREED TO:

CITY OF DELTA

By: _____
Dave Torgler, City Manager

Date: _____

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URBAN RENEWAL

Bringing New Life to Urban Spaces

Development trends in recent years have included a general move inward, towards redevelopment and infill development. In many cities and states, this also includes working with an urban renewal authority, development or redevelopment authority, or downtown development authority, not only to obtain approvals and support for projects, but also, in many cases, to negotiate public/private partnerships and public financing for such projects.

Our attorneys have experience in forming urban renewal authorities; negotiating urban renewal tax increment financing plans, impact reports and agreements; litigating urban renewal disputes; and providing legal opinions for urban renewal bond issues. Our attorneys have developed this experience representing both the public and private sectors.

In Colorado, relevant public sector experience includes:

- Commerce City Urban Renewal Authority, special counsel
- Colorado Springs Downtown Development Authority, special counsel
- Glendale Urban Renewal Authority/Downtown Development Authority, special counsel
- Erie Urban Renewal Authority, general counsel
- Sterling Urban Renewal Authority, general counsel
- Golden Urban Renewal Authority, general counsel
- Timnath Urban Renewal Authority, special counsel (Larimer County v. Timnath Urban Renewal Authority)
- Jefferson Center Metropolitan District, special counsel for urban renewal

Relevant Colorado private sector experience includes negotiating urban renewal redevelopment agreements for the following major projects:

- Foothills Mall – Fort Collins
- Wal-Mart Supercenter – 120th and Sheridan, Broomfield
- Wal-Mart Supercenter – 72nd and Sheridan, Westminster
- Cornerstar – Arapahoe and Parker, Aurora
- Streets at Southglenn – University and Arapahoe, Centennial
- Eagle River Station – Eagle, Colorado
- Candelas – Arvada
- CitySet – Glendale
- Colorado National Bank Building – Denver, Colorado

Carolynne White in our Denver office has also lobbied extensively on urban renewal issues at the Colorado General Assembly, and is the editor of a publication on urban renewal.

PUBLIC-PRIVATE PARTNERSHIPS

Facilitating productive collaboration between government and private industry

The Brownstein Hyatt Farber Schreck Public-Private Partnerships Group provides experienced counsel to help facilitate innovative public project financing through private-sector collaboration. From structured public infrastructure development (highway and light-rail construction) to energy and retail cooperative ventures, we forge agreements between governmental and private entities to advance infrastructure development where the public sector, operating in traditional patterns, cannot succeed alone.

Incorporating public works construction into or alongside private development—as is typical in transit-oriented developments, brownfield redevelopment and mixed-use infill projects—requires a delicate balancing of private and public interests. The Public-Private Partnerships Group has both the governmental understanding and private industry insight to help parties navigate the complexities of public financing; and our experience with the historic progression of P-3 innovation in the Rocky Mountain and Western states gives us unique perspective for this burgeoning arena. We bring together an integrated team of attorneys skilled in land use planning and zoning, public and private finance, DBFOM project development, taxation and TABOR constraints, public/private concession and leasehold parameters, environmental regulatory constraints, and the myriad other aspects of public-private ventures.

Relationships are the key to establishing public-private partnerships that thrive. Our group members have spent decades building trust with governmental officials, staff members and decision-makers—trust that opens doors and achieves connections for ongoing, productive collaboration between the public and private sectors. When it comes to combining experience, government relations and a business-savvy approach to partnerships, no other firm compares to Brownstein Hyatt Farber Schreck.

Industry-leading experience

Members of the Public-Private Partnerships Group have prior experience as city attorneys, municipal league attorneys, lobbyists, state attorneys general and federal agency counsel. Group members have also served as developer's counsel for numerous publicly funded projects, including undertakings involving:

- Affordable housing tax credits;
- Federal loan guarantees and grants;
- Federal funding under the economic stimulus legislation;
- Public improvement fee (PIF) structures;
- Tax increment financing (TIF);
- Tax reimbursement agreements; and
- Design/Build and DBFOM delivery vehicles.

Services

Facilitating communication. Our group members bring years of experience working with both public entities and private industry. We are comfortable and effective on both sides of the table, having represented both significant private development entities (developers, contractors and lenders) as well as government agencies at all levels—from local urban renewal authorities to federal departments. Our attorneys speak both languages, and we can move important projects forward, both efficiently and economically.

Accessing financing options. Leveraging our long-standing involvement in this area, we pair the appropriate parties and explore financing options from federal, state and local government and from private lenders.

P-3 negotiations. With ample experience working with both government entities and private investors, our seasoned finance, development and lending attorneys have developed and negotiated creative P-3 and DBFOM agreements, and created the organizational structures required to take advantage of market opportunities for P-3 project development.

Legislation and development plan drafting. Our Group members are adept at drafting the full range of legislation, plans and agreements necessary to facilitate public-private projects. Our work includes enabling legislation, municipal master plans, affordable housing plans, urban renewal plans, development agreements, tax reimbursement agreements and joint venture documents.

Obtaining incentives. In cases where incentive programs exist, we help private entities draft proposals and negotiate agreements to secure benefits for their projects.

Integration with firm resources

The Public-Private Partnerships Group finds ample support from the firm's large Real Estate department, which includes focused practices in development, real estate and construction, finance and lending, land use, project finance and other key areas. With more than 80 real estate and finance attorneys working in a dozen offices, we provide a substantial presence throughout the Western United States and in Washington, DC.

Where changes in the law are needed to facilitate a project, we work with our firm's Government Relations Group to keep the project moving forward. Regarded as one of the nation's premier government affairs and lobbying firms, Brownstein's Government Relations Group provides a cogent voice in national, regional and local politics, as well as experienced representation before all relevant agencies and oversight bodies.

PROJECT FINANCE

Bringing together knowledge, versatility, capability and quality

Effective project finance representation requires a creative approach to issues. The Brownstein Hyatt Farber Schreck Project Finance Group offers a team with experience in municipal financing, tax, securities, business advisory, secured transactions, real estate and constitutional law. This integrated approach brings a solution to clients facing any range of issues affecting their capital markets transactions. We represent issuers, borrowers, underwriters and other participants in various types of transactions and securities issued by state and local governments, agencies, authorities and districts.

As these transactions often involve complex public financings, we are accustomed to dealing with a variety of state and local governments and investment banking firms. We are skilled at bringing together the relevant parties to facilitate mutually beneficial agreements which are compliant with a variety of regulatory schemes. Our work routinely involves close interaction with government entities, and we use our relationships to help the private sector better collaborate with those entities.

The Project Finance Group stands apart through our approach to complex public financing needs. We have a keen understanding of intricate financing structures, government relations and forward-thinking transactional law.

Industry-leading experience

The Project Finance Group has extensive experience in municipal finance matters, and has served as counsel on deals involving the issuance of billions of dollars in government obligations. We also bring significant experience to the preparation and coordination of ballot issues and election campaigns for government entities.

Working on a broad range of projects and financing structures, our attorneys have helped clients achieve successful financings or refinancings for thousands of projects, including:

- General airport revenue projects and special facility projects
- Educational institutions
- Hospitals and healthcare facilities
- Manufacturing facilities and other private activity projects
- Power generation projects, including wind farms
- Public infrastructure projects, including roads and bridges
- Water infrastructure
- Sports facilities

Services

Government-encouraged capital development counsel. We seek government encouragement for capital developments related to local economic development projects, maximizing local and state tax credits.

Borrower's counsel. We advise private companies on how to access the tax-exempt financing market and represent them on private activity bond financings.

Integration with firm resources

In major project finance transactions, a strong relationship with federal, state and local agencies is essential. Brownstein has a well-established reputation with state and local governments in the Rocky Mountain west. By teaming with our Government Relations Group, we can get the job done quickly, efficiently and on good terms with all involved parties.

The Project Finance team also works regularly with our Water Group on matters related to water infrastructure, water rights and how usage issues will affect new projects. In addition, we collaborate with members of our Corporate & Business Group on financing issues and transactional matters. The Brownstein Real Estate Group houses resources for all manner of real estate transactions and development, including public-private partnerships, acquisition and disposition, development, land use and all other relevant services necessary for even the most complex public-financed transactions.



Carolynne C. White
Shareholder

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303.223.1197
Denver, Colorado

Carolynne White is co-chair of the firm's Real Estate Department. Her practice spans the Land Use, Government Relations, Real Estate and Natural Resources groups. Carolynne is an experienced land use and public policy attorney, with strong state and local government relationships, and cutting-edge expertise. Her specialty is managing complex and challenging projects and navigating multiple regulatory environments for optimal outcomes for clients. Her strong local and state relationships with elected officials and staff statewide ensure that clients always have the best information and the best opportunity to be heard. One of only twenty-three LEED-accredited attorneys in the state of Colorado, Carolynne also holds a Masters degree in Public Policy, and in Urban and Regional Planning, from the University of Colorado at Denver.

Carolynne's practice focuses primarily on the zoning and entitlement process, with an emphasis on complex projects involving redevelopment, infill, brownfields, urban renewal, eminent domain, mixed use, transit-oriented development, PIFs and other public financing tools, and special challenges such as historic preservation. Carolynne has obtained entitlements for projects ranging from high-rise hotels to large-tenant retail to mixed use developments involving retail, office and residential components. Carolynne has also handled permitting for pipelines, compressor stations, and other mining and oil and gas related facilities. Carolynne also serves as special and general counsel to a variety of governmental and quasi-governmental entities, such as urban renewal authorities, special districts, and redevelopment authorities.

From 1999 to 2004, Carolynne was the staff attorney for the Colorado Municipal League, the nonprofit association representing the cities and towns of Colorado. In that capacity, she represented Colorado municipalities before the Colorado General Assembly, various state agencies and the courts. Focusing primarily on land use issues, Carolynne worked on state legislation dealing with growth management, comprehensive planning, impact fees, zoning, annexation, subdivision, urban renewal, condemnation and special districts. Additionally, she has also worked on legislation ranging from construction defects reform to governmental immunity.

From 1994 to 1999, Carolynne was a staff attorney in the legal department for the Denver Water Board where she handled a wide range of responsibilities that included litigation in federal, state and administrative courts; drafting policies and procedures; and handling real estate transactions dealing with Denver Water property.

Practices

Green Building, Land Use, State & Local Legislation & Policy

Representative Matters

- Successful representation of municipality seeking more than \$140 million in state funding for large-scale development projects under Colorado's Regional Tourism Act.
- Negotiated on behalf of a municipality an amended and restated development agreement and parks agreement with respect to a large master planned community.
- Represented CBS Outdoor Inc. on Denver compliance and land use issues involving outdoor advertising devices, including matters involving ordinance changes to the Denver sign code.
- Represented Alberta Development Partners, LLC in the development and financing of Cornerstar, a new mixed-use center containing 158 acres of retail and residential space in Aurora, Colorado. Brownstein handled the leasing and selling of portions of the center to national and regional retailers such as Target, Dick's Sporting Goods, Best Buy, Office Depot, 24 Hour Fitness and Sunflower Market.

Community

Board of Directors, Arvada Center for the Arts and Humanities

Board of Directors, Downtown Colorado, Inc.

City and County of Denver, Zoning Task Force, 2005-2010

Metro State Foundation Board Member, 2008-2010

Chair, DU Law School Alumni Council

Board Member, Florence Crittenton Services, 2009-2015

Colorado State University Real Estate Council

Sen. Michael Bennet Appointee, Bipartisan Selection Advisory Committee, 2015

Publications & Presentations

- Urban Renewal Partnerships that Work, Presenter, Colorado Municipal League Annual Conference, Vail, CO, June 21-24, 2016
- Urban Renewal Partnerships that Work, Presenter, Colorado Counties, Inc. Annual Conference, Steamboat Springs, CO, June 6-8, 2016
- Case Studies on Intergovernmental Agreement and Conflict, Presenter, Local Government Law, CLE International, Denver, CO, April 8, 2016
- Denver Proposes Mandatory Energy Benchmarking and Implementation of Efficiency Measures, *Brownstein Client Alert*, June 21, 2016
- Denver Proposing New Development Fee to Pay for Affordable Housing, *Brownstein Client Alert*, June 16, 2016
- Smart City at Peña Station, Moderator, Smart City at Peña Station, The Denver Disruption, *Bisnow*, Denver, CO, May 24, 2016
- Colorado Governor Signs Bill Allowing District Activity to Proceed, *Brownstein Client Alert*, May 19, 2016
- Colorado Court Decision Creates Uncertainty for Development Using Metro District Public Financing, *Brownstein Client Alert*, April 26, 2016

- Tax Increment Finance (TIF) Update: HB 15-1348 Technical Corrections Bill Introduced, *Brownstein Client Alert*, April 4, 2016
- Ethics and the Land Use Lawyer, Speaker, Rocky Mountain Land Use Institute, March 10, 2016
- The Fruits of Labor, Real Estate Development Following Private Investment, Moderator, Presentation to Nevada Regional Transportation Corporation, March 8, 2016
- New Frontiers in Urban Renewal, Metro North Chamber of Commerce Development Council, Westminster, Co, Feb. 5, 2016
- Urban Renewal as a Tool for Downtown Revitalization, Speaker, Economic Development Breakfast: Mapping the Dollars & Sense of Land Use, Lakewood, CO, February 2, 2016
- Tax Increment Finance (TIF) Update, *Brownstein Client Alert*, January, 25, 2015
- Tax Increment Financing Implementation Changes Coming Soon, *Brownstein Client Alert*, August 24, 2015
- Anti-Urban Renewal Bill Progresses; Pro-Urban Renewal Bill Amended, *Brownstein Client Alert*, April 27, 2015
- Follow the Money: Leveraging Resources for Resiliency, Moderator and Presenter, Rocky Mountain Land Use Institute, Denver, CO, March 13, 2015
- Ethics for Land Use Lawyers, Presenter, Rocky Mountain Land Use Institute, Denver, CO, March 12, 2015
- Regulatory and Planning Issues in the Regulation of Large Format Retail, Guest Lecturer, University of Colorado Denver, Planning Law, October 28 and 30, 2014
- Land Use Basics for Municipal Officials, Speaker, Colorado Municipal League, October 24, 2014
- The Metropolitan Revolution in Action, Moderator, Drive, Lead, Succeed, Annual Conference, Economic Development Council of Colorado, October 2, 2014
- Fundamentals of Administrative Law for Municipal Officials, Guest Lecturer, Colorado Public Manager, University of Colorado Denver, September 12, 2014
- The ABC's of Urban Renewal and Alternative Structures in Urban Renewal Plans, Presentation to Downtown Colorado Inc., Board Member Training, August 8, 2014
- Corporate Citizenship Topical Dinner, Clinton Global Initiative, CGI America, June 23, 2014
- Current Issues in Urban Renewal Legislation and Policy, Speaker, Colorado Municipal League Annual Conference, June 20, 2014
- HB 14-1375 Passes Senate; Veto Request in the Works, *Brownstein Client Alert*, May 8, 2014
- Urban Renewal Bill Introduced, *Brownstein Client Alert, Law360*, April 17, 2014
- City Set Development and Urban Renewal Authorities, Speaker, Public Financing Conference, CLE International, April 7, 2014
- Urban Renewal: Kickstarting the Region, Moderator, Metro North Chamber of Commerce, Denver, CO, February, 28, 2014
- Urban Renewal Panel, Panelist, CSU Finance & Real Estate Summit, February 19, 2014
- Urban Renewal Once Again on Legislative Agenda, *Brownstein Client Alert*, October 21, 2013
- Urban Renewal: A Critical Tool, *Law Week Colorado*, October 18, 2013
- Funding Options for Yampa Street Improvements, Speaker, Yampa Street Stakeholders Meeting, Steamboat Springs, CO, October 22, 2012
- Colorado Legislative Update on Urban Renewal, *Brownstein Client Alert*, February 13, 2012
- The Cost of Not Going Green, Panelist, Brownstein Luncheon, February 1, 2012
- Public Finance Options for Development and Redevelopment in Colorado, Presenter, Lorman Education Services, October 20, 2011

- Federal, State or Local: Which Level of Government is Best Suited to Regulate and Incentivize Green Building?, Presentation to U.S. Green Building Council, Greenbuild 2011, Toronto, Ontario, Canada, October 5, 2011
- Renewable Energy Case Study, Presenter, Special District Association Conference, September 16, 2011
- Infill Development Fundamentals, Presenter, Lorman, August 11, 2011
- 2011 Women of Enterprise Power Panel, Speaker, CREW, April 27, 2011
- Urban Renewal's Key Powers: Property Assemblage and Financial Assistance, Presenter, CLE International, Public Projects - Advanced Real Estate Issues, March 25, 2011
- Form Based Zoning and Legal Issues in Green Building, Presenter, University of Denver Sturm College of Law, Smart Growth and Sustainability, March 9, 2011
- Government's Role in Promoting Development through Retail Incentives, Presenter, Rocky Mountain Land Use Institute, March 4, 2011
- Commercial Redevelopment: Public-Private Financing 101, Co-Presenter, ICSC Colorado Alliance, October 14, 2010
- Legal and Regulatory Issues in Green Building, CLE Presentation, Energy Efficiency and Green Building Issues, CLE in Colorado Inc., April 27, 2010
- Client Update: Legislative Update - Urban Renewal Legislation, *Brownstein Client Update*, January 29, 2010
- The Regulatory Environment for Green Building, Presenter, Denver University Law School Land Use Society, October 21, 2009
- FOREcast - Funding Opportunities for Renewable Energy, Volume 5, *FOREcast*, Volume 5, August 24, 2009
- Going Green: Legal Concepts and Issues in Green Building, Panelist, NAIOP, August 19, 2009
- Development 101 for Municipalities, Speaker, Colorado Municipal League, August 7, 2009
- Land Use and Building Strategies for Sustainability, Panelist, ULI, June 5, 2009
- Urban Renewal and Tax Increment Financing, Presenter, Lorman Seminar, April 29, 2009
- Economic Development Tools: URA, BID, DDA and EDCs, Presenter, Sterling City Council and Logan County Economic Development Council, April 28, 2009
- Land Use, Growth Management and the Developer's Perspective, Speaker, Colorado Institute for Leadership Training, April 25, 2009
- The Impact of Global Warming on Land Use Regulation: The California and Colorado Experience, Presentation to the Rocky Mountain Land Use Institute, Annual Conference, Denver, CO, March 6, 2009
- Client Alert: Recent Publications on Climate Change Issues, *Brownstein Client Alert*, December 15, 2008
- Colorado Local Government Regulation of Land Use for Climate Change, Author, *The Colorado Lawyer*, Vol. 37, No. 12, December 2008
- BID, DDA or URA: How to Choose?, Presentation to Colorado Community Revitalization Association, September 18, 2008
- The Impact of Global Warming on Land Use Planning: The California and Colorado Experiences, Presentation to the American Planning Association, Colorado Chapter, Annual Conference, Breckenridge, CO, September 12, 2008
- Urban Renewal Update, *Brownstein Client Alert*, Vol 1:3, March 24, 2008
- Urban Renewal Update, *Brownstein Client Alert*, Vol 1:1, February 4, 2008
- A Brief Overview of Recent Changes in Colorado's Urban Renewal Law, *The Colorado Lawyer*, 2004
- Urban Renewal in Colorado, A joint publication by Brownstein Hyatt Farber Shreck, the Colorado Municipal League and the Colorado Community Revitalization Association, June 1, 2004

- Annexation in Colorado, CML Publication, 2003
- Juveniles in Municipal Courts, CML Publication, 2003
- Paying for Growth: Impact Fees under Senate Bill 15, CML Publication, 2002
- A Municipal Perspective on Senate Bill 15: Impact Fees, *The Colorado Lawyer*, May 2002, Vol. 31, No. 5

Education

- J.D., 1993, University of Denver Sturm College of Law
- M.P.A., M.U.R.P., 2006, University of Colorado at Denver
- B.A., 1987, University of New Mexico

Admissions

- Colorado
- U.S. District Court, District of Colorado
- U.S. Court of Appeals, Tenth Circuit
- U.S. Supreme Court

Recognition

Chambers USA, 2016

LEED Accredited Professional

Best Lawyers in America, 2013-2016

Top Women Lawyer, *Law Week Colorado*, 2011

Colorado Super Lawyers, 2006, 2007

Board of Governors, Colorado Bar Association, 1998-2000, 2003-2004, 2006-2008

Board of Trustees, First Vice President, Denver Bar Association, 2006-2007

Board of Trustees, Second Vice President, Denver Bar Association, 2003-2004

Editor, *Colorado Lawyer*, "Government and Administrative News" column, 1999-2006

Delegate to the ABA House of Delegates, Denver Bar Association, 1999-2005

Denver Bar Association Young Lawyer of the Year, 1999

Board of Directors, Legal Aid Foundation, 1995-1998

Membership

American Bar Association

American Planning Association

Colorado Bar Association

Colorado Bar Association Legislative Policy Committee, 1998-1999

Colorado Municipal League

Colorado Women's Bar Association

Denver Bar Association

International Council of Shopping Centers

National Association of Industrial and Office Properties

William E. Doyle Inns of Court, 1991-2009



Caitlin Quander
Associate

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Denver, Colorado

Caitlin's practice spans all areas of real estate development, with an emphasis on land use and entitlements, acquisitions and dispositions, zoning and development disputes, and serving as special and general counsel to various governmental and quasi-governmental entities.

Caitlin represents publicly-traded REITS and privately-owned development companies in all aspects of the acquisition and disposition of real property, including multi-family, retail, industrial and office properties. She advises clients on development and entitlement matters related to land use issues, including performing zoning due diligence and drafting and negotiating development agreements, subdivision improvement agreements, memorandums of understanding and intergovernmental agreements. She guides clients through board of adjustment, landmark preservation and historic designation, and planning and zoning processes. Caitlin also drafts and negotiates lease agreements for commercial retail and office properties. Caitlin's background in civil defense litigation also allows her to provide fluid representation for development clients in land use litigation, specifically 106 actions.

Prior to joining Brownstein, Caitlin honed her land use and real estate skills as an aide and policy advisor to former Denver City Council President Jeanne Robb. During her time with Councilwoman Robb, Caitlin was responsible for guiding policy issues such as the leasing and management of public parks, providing recommendations on code and map modifications for the City's Zoning Code Update, and assisting in obtaining \$11 million in bond funds in 2007 for land acquisition for a central Denver recreation center. Caitlin also has a background in civil defense litigation.

Practices

Acquisition Disposition, Land Use, Leasing, Real Estate

Representative Matters

- Caitlin Quander led the zoning and land use diligence of the Colorado properties for Starwood Capital's acquisition of over \$1.3 billion worth of Colorado multi-family projects from Equity Residential. The portfolio acquisition that includes 18 Colorado properties located between Boulder and metro Denver and totaling nearly 6,000 apartment units, was among a larger 72- property deal which also included apartment projects in D.C., Florida, California and Seattle and totaled 23,262 apartment units at a \$5.3 billion aggregate sales price.

- Represented California Splendor, Inc. in its acquisition of Santiam River, Inc., a leader in the Northwest Blackberry industry.
- On February 19, 2014, a Colorado District Court Judge rejected Rule 106 lawsuit challenging a Douglas County rezoning decision that will now allow for the continued permitting and construction of Sterling Ranch, a planned 3,400-acre, mixed-use development. This ruling was critical for Brownstein Hyatt Farber Schreck's client Sterling Ranch, and more generally, for Colorado's landowners and for local governments because the ruling confirms that a 2013 statute, Senate Bill 13-258, provides local governments with sole discretion to determine when during the permitting process a developer must demonstrate the existence of an adequate water supply for a proposed development.
- Represent a Nevada Indian tribe as outside general counsel. We have represented the tribe in a number of large scale development projects, including the development of a 200 MW concentrated solar project in southern Nevada. Our representation included the negotiation of lease and other agreements with a large renewable energy developer, development of water rights for the project, negotiation with the U.S. Bureau of Indian Affairs and other federal agencies, and guiding the tribe through the NEPA process. Legal work also included the development of a sales and use tax regulatory structure for the tribe.

Community

Board of Directors, Florence Crittenton Services of Colorado

Colorado Bar Association Mentor Program

University of Denver Sturm College of Law Mentorship Program

Speaker, First Year Orientation for University of Denver Sturm College of Law and University of Colorado Law

School on ethics and professionalism, 2011-2013

Publications & Presentations

- Denver Proposes Mandatory Energy Benchmarking and Implementation of Efficiency Measures, *Brownstein Client Alert*, June 21, 2016
- Denver Proposing New Development Fee to Pay for Affordable Housing, *Brownstein Client Alert*, June 16, 2016
- Tax Increment Finance (TIF) Update: HB 15-1348 Technical Corrections Bill Introduced, *Brownstein Client Alert*, April 4, 2016
- Will this be the Year for Construction Defect Reform, Co-Author, *Multifamily Properties Quarterly*, March 2016
- Tax Increment Financing Implementation Changes Coming Soon, *Brownstein Client Alert*, August 24, 2015
- Attention Brownfields Developers: Access up to \$1.5m in Tax Credits, Author, *Colorado Real Estate Journal*, June 18, 2014
- Court Rejects Rule 106 Challenge to Sterling Ranch Rezoning Approval, *Brownstein Client Alert*, March 7, 2014
- An Interactive Session with Colorado State Legislators and CDLA's Lobbyist, Moderator, 2012 Colorado Defense Lawyers Annual Seminar, Crested Butte, CO, July 26-28, 2012

Education

- J.D., 2008, University of Denver Sturm College of Law
- B.A., 2005, *cum laude*, University of Puget Sound

Admissions

- Colorado
- U.S. District Court, Colorado
- U.S. Court of Appeals, Tenth Circuit

Recognition

Law Week Colorado, 2013 Up and Coming Lawyer

Colorado Bar Association Leadership Program, Class of 2013

Colorado Bar Association, Legislative Policy Committee

Denver Women's Commission, Mayor Hickenlooper Appointee and Mayor Hancock Re-Appointee

National Institute of Trial Advocacy Exceptional Advocate, 2010

Articles Editor, University of Denver Water Law Review

Membership

Colorado Lawyers Committee, Housing Task Force and Election Task Force

NAIOP, Legislative Policy Committee

Colorado Defense Lawyers Association

Colorado Bar Association

Denver Bar Association

American Bar Association

Colorado Women's Bar Association