

The State of Connecticut Department of Housing

NOTICE OF FUNDING AVAILABILITY

Housing Innovations: Housing for Homeless Youth and other Supportive Housing

Applications Accepted on Rolling Basis Beginning January 25, 2017

This Notice of Funding Availability (this “NOFA”) is directed to applicants seeking to develop small supportive housing projects for young adults experiencing homelessness or other supportive housing projects (each, a “Project”). A project must specify one property to be developed in a single phase.

A. Goal of this NOFA:

The State of Connecticut Department of Housing (“DOH”) is committed to expanding supportive housing opportunities for its residents, combining safe, decent and affordable housing with the appropriate support services. Supportive housing is an evidence-based, cost-effective intervention that enables vulnerable populations to lead stable, productive lives within the community.

In furtherance of DOH’s goal to effectively end youth homelessness by 2020, a priority under this NOFA is the creation of non-time-limited supportive housing for young adults, ages 18-24 at time of entry, who are experiencing homelessness (“Homeless Youth”). The 2015 Youth Count, a state-wide survey of youth homelessness, estimated that 3,000 unaccompanied youth (under age of 25) are experiencing homelessness in Connecticut. The creation of supportive housing specifically targeted to young adults will fill a gap in the housing continuum for this vulnerable population.

B. Funding:

Approximately \$12 million in capital funding is anticipated to be made available pursuant to this NOFA. DOH funds may be provided in the form of grants, loans or a combination thereof based on Project needs and DOH’s underwriting. Loans may be offered by DOH at a reduced interest rate and/or with extended terms. No Project should contemplate capital funding from DOH in an amount greater than \$3,500,000 or less than \$100,000.

In addition, DOH will make available approximately \$3 million to Projects that serve Homeless Youth in connection with this NOFA to cover up to 10 years of operating expenses. No Project should contemplate more than \$1 million for this operating subsidy.

DOH and the Department of Mental Health and Addiction Services (“DMHAS”) will also make available \$175,000 in service funding, annually for 10 years, to Projects that serve Homeless Youth in connection with this NOFA. No Project should contemplate more than \$7,500 per program participant for this services subsidy.

Funding is limited to availability and authorization of capital financing, operating assistance and service funding.

C. Eligible Applicants:

Developer - Applicants eligible for consideration under this NOFA include any entity that is an “Eligible applicant” under the Affordable Housing Program, Connecticut General Statutes (“CGS”) § 8-37pp. CGS § 8-37pp defines an eligible applicant as “(A) A nonprofit entity; (B) a municipality; (C) a housing authority; (D) a business corporation incorporated pursuant to chapter 601 or any predecessor statutes thereto or authorized to do business pursuant to said chapter 601 having as one of its purposes the construction, financing, acquisition, rehabilitation or operation of affordable housing, and having a certificate or articles of incorporation approved by the commissioner; (E) any partnership, limited partnership, limited liability company, joint venture, sole proprietorship, trust or association having as one of its purposes the construction, financing, acquisition, rehabilitation or operation of affordable housing, and having a certificate or articles of incorporation approved by the commissioner; or (F) any combination thereof.”

Qualified Service Provider: For Homeless Youth Project proposals a “Qualified Service Provider” is a community-based non-profit service provider organization that is currently funded by DMHAS, DOH, or the Department of Children and Families (“DCF”). For all other supportive housing proposals under this NOFA, “Qualified Service Provider” has the meaning set forth in the Connecticut Housing Finance Authority’s (“CHFA”) Supportive Housing Guidelines: http://www.ct.gov/doh/lib/doh/sh_guidelines_2016_final_rev6-30-2016.pdf.

D. Application Submission Requirements:

- 1) Applicants must use the CHFA/DOH **Consolidated Application Version 2016.4** (the “ConApp”) which will be available on the DOH Housing Innovations SharePoint site no later than October 17, 2016. ***The use of earlier ConApp versions will not be accepted.*** All application materials (other than architectural drawings and project manuals) ***must*** be submitted via electronic submission through the DOH/CHFA SharePoint website. To obtain a SharePoint account, submit an email request after October 21, 2016 to applicationrequest@chfa.org . Include the following information in your request:

- Funding Round (i.e. DOH Housing Innovations)
- Project Name
- Applicant Name
- Primary Contact Name
- Primary Contact Email
- Primary Contact Phone

Applicants will subsequently receive an email from the system administrator that contains a link to the DOH/CHFA SharePoint website.

- 2) **Hard copies of application materials will not be accepted** except for architectural drawings and Project manuals, which ***must*** be submitted in hard copy to DOH before your application will be considered. If either CHFA Low Income Housing Tax Credits or financing is also being requested, then a separate set of architectural drawings and Project manuals must be delivered directly to CHFA.
- 3) In addition to the ConApp CORE items macro button, applicants must also choose the DOH Small Projects macro-button. All items identified as required under these two

macro buttons (CORE items **and** DOH Small Projects) must be submitted to be considered a complete application. The ConApp has undergone major revisions and potential applicants should carefully review the new ConApp as well as changes to the SharePoint Application site.

- 4) Applications must include, at a minimum, architectural drawings and Project specifications that meet the 40% completion standard. Applications not accompanied by 40% architectural drawings and specifications will not be considered. Applicants should contact DOH if they are unsure how the 40% completion standard applies to their Project (e.g. modular construction).
- 5) For new construction and housing rehabilitation proposals, energy efficiency and conservation improvements are strongly encouraged if such improvements are cost effective. All such improvements should be clearly indicated in the applicant's plans and specifications and the development budget. Application materials must demonstrate that a cost/benefit analysis has been completed to document that the plans and specifications include sustainable energy modeling that takes advantage of all reasonable opportunities and that energy conservation techniques incorporated into the design result in long term operating savings to owners and/or rent reductions for tenants.
- 6) A Phase I Environmental Site Assessment ("ESA") Report must be submitted for all applications. The ESA must be prepared in accordance with current ASTM Standard E 1527 - 13 prepared by a Connecticut Licensed Environmental Professional ("LEP") and must have been completed within 6 months of the application submission. The qualifications of both a professional firm and the specific environmental consultant shall be included in the completed report. The ESA and related documents must be conducted in accordance with "CTDEEP Site Characterization Guidance Document" ("SCGD"). If any existing buildings are located on the property, the application materials must also include a Hazardous Materials Survey report that identifies all other environmental concerns including asbestos containing materials, lead paint, radon, PCB, etc. If the Phase I ESA Report recommends that a Phase II ESA be completed and/or identifies Areas of Concern ("AOC"), then the application must include a Phase II ESA completed in compliance with SCGD guidelines.
- 7) Applications must include a determination of effect from the State Historic Preservation Office ("SHPO"). SHPO should be provided the materials necessary to complete their review at least 6 weeks prior to the desired date for application submission. Failure to include the SHPO determination can be grounds to remove an application from consideration.
- 8) Applicants considering the inclusion of State Historic Tax Credits ("SHTC") as part of a proposed capital funding plan must contact Julie Carmelich of the Department of Economic and Community Development ("DECD") at julie.carmelich@ct.gov to determine if SHTC can reasonably be expected to be available at the appropriate time. If SHTC are not reasonably expected to be available in a manner timely to the Housing Innovations application approval process, then such funds should not be included in the proposed capital funding plan.
- 9) Application materials must clearly demonstrate the location of the Project in relation to both the 100 year and 500 year FEMA floodplain boundaries. Application materials for any Project located in proximity to a designated floodplain must include supporting documentation, including, but not limited to, a survey that demonstrates that the Project is located outside of the 100 and 500 year floodplain or, for development

Projects that are located within a 100 or 500 year floodplain, applicants must include supporting documentation that: (a) demonstrates that the Project incorporates safe evacuation routes in times of a flood; (b) does not involve the placement of utilities that will promote or encourage future development within the 100 or 500 year floodplain; (c) does not increase the potential to cause or pose a hazard to human life, health or property if it is destroyed or damaged due to flooding; or (d) does not involve the placement of fill within a watercourse or any water to create dry land to allow for the construction of a structure. If any of these criteria cannot be demonstrated, an applicant must so indicate and explain how the Project is nevertheless feasible and justifies an exception to the relevant statutory provisions discouraging such Projects. Applications that do not clearly satisfy the criteria mentioned above or comply with the State's flood management requirements (CGS Section 25-68d(b) and Sections 25-68h-1 through 25-68h-3 of the Regulations for State Agencies) may be removed from the competition at the discretion of the Commissioner.

- 10) The developer fee for a Project seeking State capital funding in the Housing Innovations funding round may not exceed 10% of the total Project development costs less acquisition and reserve costs. Notwithstanding the foregoing, it is expected that applicants demonstrate that any proposed developer fee will be financially feasible and appropriate under the circumstances, including, for example, the complexity of the Project and the applicant's upfront investment of its own funds. DOH, at its discretion, may require a reduction in developer fees to reflect this standard.
- 11) The DOH application review will include a thorough analysis to determine the minimum amount of state subsidy needed. The DOH analysis of the application will be conducted in a manner independent of the type and amount of assistance requested and may result in the requirement to repay funding, through either amortizing or cash flow loans, not anticipated in the application.
- 12) Any Project funded through this NOFA must enter client level data for this program into the Homeless Management Information System ("HMIS").
- 13) Applicants must enter into a written Memorandum of Understanding ("MOU") with a Qualified Service Provider, which clearly delineates the respective roles and responsibilities of each party with regard to the proposed Project, and submit it with their application.
- 14) Projects must be within walking distance of public and mass transit sources. This means that a proposed development must be within ½ mile of transit (i.e. rail station, regular bus transit service to major employment centers, etc.)
- 15) Projects must be cost effective, including costs of construction, operations, and supportive services with such costs not deviating substantially from the norm in that locale for the type of structure or kind of activity.
- 16) Applications should include evidence of site control in the form of a written Contract of Purchase and Sale, Option Agreement, Deed, or a fully executed ground lease acceptable to DOH staff for a site suitable for the intended purpose.
- 17) Evidence in the form of a letter from the municipality or equivalent documentation must be provided by the applicant to prove the Project as designed complies with all applicable zoning requirements.
- 18) Projects/programs must adhere to a Housing First approach. As defined by the United States Interagency Council on Homelessness, "Housing First is a proven approach in which people experiencing homelessness are provided with permanent housing

directly and with few to no treatment preconditions, behavioral contingencies, or barriers.”

Sections E through J Only Apply to Applications for Supportive Housing for Homeless Youth

E. Eligible Population/Program Referral:

As noted above, “Homeless Youth” under this NOFA is defined as young adults experiencing homelessness, who are 18 to 24 years old at the time of program entry. Tenancy applications must only be accepted through the Coordinated Access Network (“CAN”) referral process. Those deemed appropriate for this type of housing intervention, primarily the most vulnerable, will be referred based on the CAN’s matching process through the common assessment tool (currently the Next Step Tool) and input from CAN providers.

F. Capital Financing for Homeless Youth Developments:

Each Project seeking capital financing for Homeless Youth must exclusively serve the Homeless Youth population, must be a stand-alone building, and should consist of 6-12 efficiency apartments, complete with bathroom and compact kitchen (limited cabinets and small appliances: oven and range, refrigerator, and microwave). Consistent with research on successful Projects for this population, developments should contain a significant amount of common space including a computer lab. In all other respects Projects must conform to CHFA’s 2016 Multifamily Design, Construction and Sustainability Standards (available at <http://www.chfa.org/content/Multifamily%20Document%20Library/2016%20MFDesignConstnSustStds.pdf>) and any departure therefrom will require a waiver from DOH.

G. Operating Subsidy for Homeless Youth Developments:

Applicants utilizing capital financing under this NOFA to create supportive housing for Homeless Youth are eligible for an operating subsidy. Operating expenses include costs associated with the operation of housing. These costs include, but are not limited to, rent/mortgage, utilities, maintenance, security, IT contract, property management, real estate taxes and insurance, accounting, and office expenses. Costs associated with providing supportive services are ineligible for this funding.

Applicants must provide 24 hour supervision on-site and charge residents no more than 30% of their monthly adjusted income.

Operating subsidy requests may not exceed the cost of operation of the Project less the projected rent revenue.

H. Service Subsidy for Homeless Youth Developments:

Applicants utilizing capital financing under this NOFA to create supportive housing for Homeless Youth are eligible for a service subsidy. Support services expenses include costs associated with case management and other support services for residents, program management staff, and direct aid to residents. Supportive services must be offered to every tenant, but acceptance of services must not be a condition of tenancy.

Programs should strive to stagger case management hours to accommodate differing schedules and the typical late hour schedule of young adults. Projects must incorporate Positive Youth Development, Harm Reduction, and Trauma Informed Care models of housing and service

delivery. Positive Youth Development programs are generally focused on the following six youth outcomes: Confidence; Character; Connection; Competence; Caring; and Contribution. See “Positive Youth Development” at: <http://youth.gov/youth-topics/positive-youth-development> for further information.

1) *Service Plan Requirements*

- a. The Service Plan must be designed to meet the needs of the specific population to be served and ensure access by the tenants to the non-clinical and clinical services they need to achieve and retain permanent housing, increase their skills and/or income, and achieve greater self-determination. There must be a written Service Plan, which is to be updated at least semi-annually.
- b. Outreach and engagement is a fundamental component of services in supportive housing, and it is expected that service staff will continue to engage with tenants post move-in as an ongoing part of service delivery.
- c. The Service Plan must also:
 1. Reflect the importance and value of connecting residents with mainstream resources, including employment and training programs, federal and state entitlement programs, and healthcare programs including appropriate mental health referrals. The Service Plan should describe existing and planned linkages with vocational, educational and healthcare providers within the locality or region to be served.
 2. Incorporate natural supports (families, peers, faith communities, etc.).
 3. Ensure that services are available for as long as is needed by the tenant.
 4. Incorporate elements that meet the specific needs of the homeless young adult population (i.e. follows Positive Youth Development model, reflects cultural competency, etc.)

2) *DOH service funds must be used exclusively to pay for (in whole or in part) the cost of support services as described below:*

- a. Services should be rehabilitation services provided to people living in eligible housing units that enhance and support the client’s ability to achieve and retain permanent housing;
- b. Services may be based on-site or off-site of the housing, but case management services must be available to tenants where they live (i.e. the services come to the tenant).
- c. Case management is the core of the support services to be funded. Case management services provide a single point of accountability for coordination of services that are designed to offer the tenant support in living independently and establishing and maintaining residential stability.

The delivery of case management services may vary. For example, it may be done by an assessment and intervention team, by individual case managers assigned to specific cases, or by a mix of professional staff and non-professional staff (such as desk staff).

Support service funds from DOH may not be used to provide rental assistance or to fund the costs of operating, acquiring, constructing or rehabilitating housing.

3) *Linkages with Existing Area Services*

- a. In their Service Plans, applicants must identify community-based support services that complement the provided services that would be funded under this initiative.
- b. Services that would be funded under this initiative must:
 - Link with and support existing case management systems within the community and region, and not be duplicative of such services;
 - Link with employment and educational supports within the region.
 - Link with appropriate mental health services.
- c. In their Service Plans, applicants must identify existing linkages to service, treatment, employment and educational resources within the region, or describe their support service provider's plans to establish such connections.
- d. Evidence of access to support services should be specified in written memoranda of understanding or contracts for services. Evidence that such memoranda or contracts are in place will strengthen applications submitted in response to this NOFA, and may be a condition of subsequent funding approval.

I. Monitoring for Homeless Youth Developments:

All Projects will be required to participate in a comprehensive quality assurance monitoring process implemented by DOH and other cooperating agencies.

J. Program Plan for Homeless Youth Developments (please submit this plan in lieu of Exhibit 4.2.b of the ConnApp):

1) *Organization Information*

For each organization that is materially participating in the Project (providing housing and/or services), answer/complete the following:

- a. Provide a brief description of your organization, its purpose and history, and its primary programs. Indicate the total number of staff and identify the staff (and their role within the organization) that would manage your organization's participation in the Project ("Key Personnel").
- b. Briefly describe your organization's role in the Project and the roles of any collaborating organizations. If possible, provide a chart or diagram that clearly illustrates the roles of the collaborating organizations in the Project. Explain how the activities of the partners will be coordinated on an on-going basis and which organization(s) will be responsible for ensuring that this happens.
- c. Describe the specific type and length of experience of your organization in the delivery of supportive services to individuals who require a level of such services in order to live independently in the community, and in the operation of housing or residential facilities

for the homeless or special needs individuals. Describe experience directly related to your organization's role or roles in carrying out the proposed Project, including experience in working with young adults experiencing homelessness. Describe the impact that these services have had on the self-sufficiency of your clients.

- d. Provide a list of the members of your Board of Directors with names, addresses, current occupations, and tenure on board. Denote officers and their positions.

Answer yes or no to the following. If yes, provide an explanation.

- e. Is your organization or any of its subsidiaries/affiliates in default on any contract obligation or agreement of any kind or nature whatsoever entered into with the State of Connecticut or any of its agencies?
- f. Is your organization or any of its subsidiaries/affiliates a party to any pending legal proceedings and/or subject to any such proceedings known to be contemplated by governmental authorities?
- g. Has your organization or any of its subsidiaries/affiliates ever received a commitment of funds from a bank, foundation or government agency to undertake a housing rehabilitation, construction or acquisition Project that it was unable to bring to fruition?
- h. Does your organization or any of its subsidiaries/affiliates have or has it ever had a financial ownership interest in any real estate that is now in default on its mortgage?
- i. Does your organization or any of its subsidiaries/affiliates have a financial or ownership interest in any real estate on which real estate tax payments are past due?
- j. Has your organization or any of its subsidiaries/affiliates been adjudged bankrupt, or filed for reorganization under the bankruptcy laws within the last five years?
- k. Has your organization been the subject of a programmatic and/or fiscal audit in the last five years? If yes, please indicate the nature of the audit and provide summary of findings. As part of the NOFA process, DOH may request copies of such audits.
- l. Has your organization or any of its subsidiaries/affiliates within the last five years ever failed to qualify as a responsible bidder, refused to enter into a contract after an award has been made, or failed to complete a contract, either privately or with any governmental agency?

2) *Project Information*

- a. **The Project Summary**

Provide a brief overview of your proposed Project (housing and services).

- b. **The Population to be Served**

Who will be served by the proposed housing? Any specific subpopulations? *Projects may choose to set a preference for lesbian, gay, bisexual, transgender, and questioning ("LGBTQ") or sex-trafficked youth, but any other limitation to the eligible population beyond what is outlined in Section E of this NOFA will require a waiver from DOH.*

Identify the following regarding persons eligible to be tenants in the Project:

1. Their characteristics.
2. Where they live.
3. Their needs within the locality or region for the types of housing and services proposed.

4. Describe approaches that are being used, or will be used, to maximize participation by consumers reflective of the target population to be served in the design and development of the housing and service approach and, to the extent possible, in the operation of the housing.

3) *Housing Plan*

- a. Describe the organization's experience in the ownership and management of rental housing.
- b. Provide a timetable for when eligible housing units will be available for occupancy.
- c. Describe strategies you will undertake to ensure:
 1. Safety of the tenants
 2. Access by tenants to transportation and community amenities
 3. Housing quality (i.e. apartments that meet HUD Quality Standards, building and fire codes)
- d. Low-barrier, low-threshold access to and selection for the housing. How will the targeted population apply for and be screened for the housing? What conditions, if any, will be placed on their entry into the housing?
- e. Tenancy conditions. Each tenant must have his/her own lease. What will be the term of the leases (length of time)? What terms or conditions will be placed on the tenant's occupancy in the housing? (Note: acceptance of services cannot be a condition of either) Please provide detailed responses to these questions.
- f. Describe the common areas that will be included in the development (computer lab, lounge space, demonstration kitchen, laundry, etc.). Will these areas be located in spaces clearly visible to security? Will these facilities be open at late hours to accommodate young adult schedules?
- g. Indicate the proximity of the development to public transportation, community services, employment opportunities, shopping and recreational activities.
- h. How does the housing as described above fit the needs and preferences of the targeted population? How does it fit the style preference of young adults? Were young adults consulted in the design or styling?

4) *Service Plan*

- a. Describe the goals of the supportive services to be provided, and how the services are designed to meet the needs and preferences of the targeted population and the individual needs and preferences of the persons to be served.
- b. Describe the services that will be made available to eligible individuals. In your description, address the following components (use diagrams where feasible).
 1. What services will be provided and by whom?

2. Service structure: describe staff positions, staff/client ratios, staff hours, after-hours access, and minimum staff qualifications.
3. Whether the service team will have offices on-site (at the housing) or off-site of the housing.
4. How the service team will be internally coordinated – lines of communication, supervision and accountability.
5. How services will link with available community and regional resources, including existing case management systems and treatment systems.
6. Outline how agency will identify and access employment for individuals. Identify the existing linkages with employment and educational resources within the region, or describe your agency's plans to establish such connections.
7. How services will incorporate natural supports (family, peers, faith communities, etc.).
8. Describe strategies that will be used for relapse-prevention and management.
9. Describe how the targeted population will access the services, including:
 - How they will be able to access case management services where they live (how will services come to the tenant?)
 - Any terms or conditions that will be placed on their receipt of services
 - How long they will be able to access the services
 - Under what circumstances (if any) would a tenant be “discharged” from supportive services?
9. How staff will create a “moving on” culture that encourages young adults to move on to independent or adult permanent supportive housing.
10. How staff will provide opportunities for young adults to inform programming and activities? Monthly feedback meetings, formation of a young adult advisory council, creation of a role for a young adult on agency board, selection of a young adult participant as a resident advisor (possibly with a stipend), etc.?
11. National research as well as Connecticut based studies and surveys show that a large percentage of youth and young adults experiencing street homelessness are LGBTQ. How will programs ensure staff is sensitive and responsive to this LGBTQ population? What community partnerships will specifically assist this population in your program?
12. How program will incorporate Positive Youth Development.
13. How program will strengthen a young adult's independent living skills.

5) *Performance Measures/Quality Assurance:*

If selected under this NOFA, is your organization willing to participate in an ongoing program of quality assurance monitoring and program review of both the housing and services components of the Projects? This program will examine service program operations and tenant outcomes. If this is a collaborative submission, are all participating organizations willing to participate in such a process?

6) *Budget*

Provide the anticipated budget for the services

- a. Line item budget of income and expenses (use DOH Budget Forms which will be available on the DOH Housing Innovations SharePoint site)
- b. Budget narrative providing detailed explanation of line items
- c. Budget should delineate which costs are covered by DOH funding and should include a letter of commitment from other funding sources

7) *Appendices*

Provide the following documents:

- a. Résumés of Key Personnel
- b. Provide your organization's audited financial statements for the past two fiscal years and the current year's operating budget

8) *Forms*

Provide the following forms:

- a. Notification To Bidders, Parts I – V (CHRO)
- b. Employer Information Report EEO-1 (U.S. EEOC)
- c. Acknowledgment of Contract Compliance / Notification to Bidders (CHRO)
- d. Consulting Agreement Affidavit (OPM Ethics Form 5)
- e. Notice to executive branch state contractors and prospective state contractors of campaign contribution and solicitation ban

K. Application Submission Schedule and Process:

Applications for funding under this NOFA will be accepted by DOH beginning Wednesday, January 25, 2017, and continuing on a rolling basis until all funds are committed. Application materials and questions should be submitted to the attention of Katie Durand at kathleen.durand@ct.gov. Questions received by DOH, if material to this NOFA, and DOH's answers thereto will be periodically posted on the DOH website under "Funding Opportunities."

L. Selection Criteria:

Applications will be reviewed on a rolling basis based on the criteria outlined below.

- a. Completeness of application, compliance with requirements, and reasonableness of budget.
- b. Readiness to proceed.
- c. Quality of the Program Plan and Program Plan characteristics.
- d. Capacity and previous performance with state funding.
- e. Additional considerations will include, but may not be limited to, an equitable distribution of geographic funding provided under the NOFA and the need for the program in the targeted geographic area.

M. Reservations:

All applications submitted in response to this NOFA are the sole property of the State and subject to the provisions of Connecticut's Freedom of Information Act, CGS §1-200 et seq., which provides that public records and documents are subject to public access and copying unless specific exemptions to disclosure exist. If an applicant believes that portions of its application are exempt from disclosure, the applicant should mark the specific portions as confidential. Acceptance of an application by DOH which contains such reservations is not an agreement that the material is confidential or exempt from disclosure. DOH reserves the right to amend or cancel this NOFA, to modify or waive any requirement, condition or other term set forth in this NOFA or the Consolidated Application, to request additional information at any time from one or more applicants, to select any number of applications submitted in response to this NOFA, or to reject any or all such applications, in each case at DOH's sole discretion. DOH may exercise the foregoing rights at any time without notice and without liability to any applicant or any other party. Applications to this NOFA shall be prepared at the sole expense of the applicant and shall not obligate DOH to procure any of the services described therein or herein from any applicant. DOH shall not be obligated to any applicant until a final written agreement has been executed by all necessary parties thereto and all applicable approvals have been obtained.