



SAHA REGULAR BOARD MEETING

**AUG. 1
2019**



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HOUSING AUTHORITY
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BOARD OF COMMISSIONERS

Morris A. Stribling, DPM Chairman	Jessica Weaver Vice Chair	Charles Clack Commissioner	Jo-Anne Kaplan Commissioner	Gabriel L. Lopez Commissioner	Sofia A. Lopez Commissioner	Marie R. McClure Commissioner
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PRESIDENT & CEO

David Nisivoccia

SAN ANTONIO HOUSING AUTHORITY
***REGULAR BOARD MEETING**
818 S. Flores St., San Antonio, TX 78204
1:00 p.m., Thursday, August 1, 2019

MEETING CALLED TO ORDER

1. The Board of Commissioners or its committee may hold a closed meeting pursuant to Texas Government Code § 551.071-076 for consultation concerning attorney-client matters, real estate, litigation, personnel, and security matters. The Board or committee reserves the right to enter into closed meeting at any time during the course of the meeting.
2. Pledge of Allegiance/Moment of Silence

MINUTES

3. Minutes
 - Approval of the June 6, 2019, Regular Board Meeting minutes
 - Approval of the July 18, 2019, Special Board Meeting minutes (Resident Services Committee)
 - Approval of the July 18, 2019, Special Board Meeting minutes (Operations and Choice Neighborhood Committee)

COMMITTEE MEETING UPDATES

4. Update and discussion regarding the July 18, 2019, Resident Services Committee Meeting (Charles, Clack, Chair, Resident Services Committee)
5. Update and discussion regarding the July 18, 2019, Operations and Choice Neighborhood Committee Meeting (Morris A. Stribling, DPM, Chair, Board of Commissioners)

CONSENT ITEMS

6. Consideration and approval regarding Resolution 5945, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve Inducement Resolutions for the following proposed tax credit and tax exempt bond financing projects: Alazan Courts, 1604 Flats, Old Pearsall Flats, Trader Flats, Kitty Hawk Flats, and Mira Vista Apartments (Timothy E. Alcott, Real Estate and Legal Services Officer)
7. Consideration and approval regarding Resolution 5947, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the Culebra Crossing transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such

apartments; authorizing the membership interest in SAHFC Culebra Crossing LP, LLC; authorizing the financing for such transaction; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer)

8. Consideration and approval regarding Resolution 5946, authorizing Weal Development, LLC as developer of St. John's Square transaction including: (I) execution of all documentation necessary to carry out transaction; (II) authorizing the Las Varas Public Facility Corporation to serve as prime contractor; (III) to enter into an agreement of limited partnership for St. John's Square; and (IV) obtaining Texas Department of Housing and Community Affairs tax credits for the project and other matters in connection herewith (Timothy E. Alcott, Real Estate and Legal Services Officer)
9. Consideration and approval regarding Resolution 5957, authorizing the resolution of Las Varas Public Facility Corporation to declare its intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (Charity at Springview Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
10. Consideration and approval regarding Resolution 5958, authorizing the Artisan at Ruiz transaction including: (i) execution of all documentation necessary to carry out the transaction; (ii) a construction loan to ARDC Ruiz, LTD, from Bank of America, N.A. that will convert to a permanent loan from PNC Bank, National Association, which will be assigned to the Federal Home Loan Mortgage Corporation; (iii) the sale of the land and lease of the land from the Housing Authority of the City of San Antonio, Texas, or its designee (SAHA), to ARDC Ruiz, LTD; (v) authorizing San Antonio Housing Facility Corporation (SAHFC) to serve as the prime contractor; (vi) authorizing ARDC Ruiz GP, LLC to enter into the amended and restated agreement of limited partnership for ARDC Ruiz, LTD.; and (vii) obtaining Texas Department of Housing and Community Affairs tax credits for the project; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
11. Consideration and approval regarding Resolution 5948, the San Antonio Housing Authority (SAHA) authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the St. Mary's Tower transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the resolution of Las Varas Public Facility Corporation to issue tax exempt bonds; authorizing the purchase of a membership interest in SAHA St. Mary's Tower, LLC and authorizing the financing for such transaction; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer)
12. Consideration and approval regarding Resolution 5941, authorizing the entering into a partnership with Vesta Corporation to acquire three existing Low Income Housing Tax Credit (LIHTC) properties located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction (Ed Hinojosa, Chief Financial Officer; Thomas Roth, Director of Asset Management)
13. Consideration and approval regarding Resolution 5940, authorizing the sale of sixty-nine single family homes in the Public Housing scattered site portfolio; and the execution of any and all documents

necessary to consummate such transaction (Ed Hinojosa, Chief Financial Officer; Thomas Roth, Director of Asset Management)

14. Consideration and approval regarding Resolution 5942, authorizing the sale of a vacant residential lot located at 303 Spofford Avenue, San Antonio, TX, to the City of San Antonio at fair market value, and the execution of any and all documents necessary to consummate such transaction (Ed Hinojosa, Chief Financial Officer; Thomas Roth, Director of Asset Management)
15. Consideration and approval regarding Resolution 5950, authorizing the award of a contract for tree trimming, pruning and removal services to A&S Landscaping Services (HABE, Section 3 Business) for an annual amount not to exceed \$200,000.00; for a period of one year with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Brandee Perez, Director of Federal Housing Programs)
16. Consideration and approval regarding 5952, authorizing the award of a contract for property management inspection software to Inspectcheck, LLC, for an annual amount not to exceed \$14,220.00 for year one, \$12,720.00 for year two and year three, and \$13,356.00 for year four and year five; for a period of one year with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Brandee Perez, Director of Federal Housing Programs)
17. Consideration and approval regarding Resolution 5953, authorizing the award of a contract for rent reasonableness software for Federal Housing Programs to Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business) for an annual amount not to exceed \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four and \$30,858.00 for year five; for a period of one year with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Brandee Perez, Director of Federal Housing Programs)
18. Consideration and approval regarding Resolution 5954, approving the renewal of Oracle America, Inc. (J.D. Edwards) maintenance and support agreement for an amount not to exceed \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Jo Ana Alvarado, Director of Innovative Technology)
19. Consideration and approval regarding Resolution 5955, authorizing the award of a contract to SADA Systems, Inc., through the Department of Information Resources (DIR), for the upgrade of G Suite Business to G Suite Enterprise for an amount not to exceed \$94,500.00, through June 6, 2020 (Steven Morando, Director of Procurement and General Services; Jo Ana Alvarado, Director of Innovative Technology)
20. Consideration and approval regarding Resolution 5956, authorizing the award of a contract for generator maintenance and repair services to Clifford Power Systems for an annual amount not to exceed \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four; for a period of one year with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Hector Martinez, Director of Construction Services and Sustainability)

INDIVIDUAL ITEMS FOR CONSIDERATION

21. Update and discussion regarding the Procurement Activity Report (Steven Morando, Director of Procurement and General Services)

22. President's Report

- NAHRO Awards
- EIF "Par-Tee" Golf Tournament
- William "Bill" Sinkin Education Summit
- Air Conditioning Installation Press Conference
- Alazan Lofts Nears 9 Percent Tax Credit Approval
- The Low Loss Ratio Award
- Interlocal Data Sharing Agreement
- Father's Day Fiesta
- Take Your Dog to Work Day

23. **Citizens to be Heard at approximately 2:00 p.m.** (may be heard after this time) Citizens wishing to speak on issues not related to items posted on the agenda should personally request to be placed on the Citizens to be Heard roster prior to 1:45 p.m. Citizens will be given three minutes to speak. Only one appearance per speaker will be permitted at any regular Board Meeting. If present, a speaker may cede time to another speaker, but no speaker may have the floor for more than 9 minutes. Groups of citizens from the same organization are asked to share nine minutes to address the Board on certain items. Organizations must be represented by an Officer or a Board member, and follow the same speaking rules as individuals.

24. *Closed Session:

Consultation with Attorney

Deliberate and obtain legal advice regarding legal issues pursuant to Texas Government Code Sec. 551.071 (1)(B)(settlement offer).

- Discussion of proposed settlement of Florence Montalbo vs. San Antonio Housing Authority, Cause Number 2017CI20766, in the 497th District Court, Bexar County, Texas

25. Adjournment

*Note: Whenever the Texas Open Meetings Act (Section 551.001 et seq. of the Texas Government Code) provides for a closed meeting in matters concerning legal advice, real estate, contracts, personnel matters, or security issues, the Board may find a closed meeting to be necessary. For convenience of the citizens interested in an item preceded by an asterisk, notice is given that a closed meeting is contemplated. However, the Board reserves the right to go into a closed meeting on any other item, whether it has an asterisk, when the Board determines there is a need and a closed meeting is permitted.

"Pursuant to § 30.06, Penal Code, (trespass by holder license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to § 30.07, Penal Code, (trespass by holder license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
REGULAR BOARD MEETING
June 6, 2019

SCHEDULED: 1:00 p.m. at 818 S. Flores St., San Antonio, TX, 78204

COMMISSIONERS PRESENT:

Morris A. Stribling, DPM, Chair
Charles Clack, Commissioner
Jo-Anne Kaplan, Commissioner
Gabriel L. Lopez, Commissioner
Sofia A. Lopez, Commissioner
Marie R. McClure, Commissioner

COMMISSIONERS ABSENT:

Jessica Weaver, Vice Chair

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Timothy E. Alcott, Real Estate and Legal Services
Officer
Jo Ana Alvarado, Director of Innovative
Technology
Kristi Baird, Director of Beacon Communities
Diana Kollodziej Fiedler, Director of Finance and
Accounting
Domingo Ibarra, Director of Security
Aiyana Longoria, Director of Internal Audit

Adrian Lopez, Director of Community Development
Initiatives
Hector Martinez, Director of Construction Services and
Sustainability
Steven Morando, Director of Procurement and
General Services
Brandee Perez, Director of Federal Housing
Programs
Lorraine Robles, Director of Development Services
and Neighborhood Revitalization
Janie Rodriguez, Director of Human Resources
Thomas Roth, Director of Asset Management

Item 1: Meeting called to order

Chair Morris Stribling, DPM, called the meeting to order at 1:02 p.m.

Item 2: Pledge of Allegiance/Moment of Silence

Recitation of pledge and recognition of U.S. Veterans (75th anniversary of D-Day)

MINUTES

Item 3: Minutes

- Approval of the May 2, 2019, Regular Board Meeting minutes
- Approval of the May 16, 2019, Special Board Meeting minutes (Finance Committee)
- Approval of the May 16, 2019, Special Board Meeting minutes (Operations and Choice Neighborhood Committee)

Motion: Commissioner Clack moved to approve all sets of meeting minutes as listed above. Commissioner Gabriel L. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

COMMITTEE MEETING UPDATES

Item 4: Update and discussion regarding the May 16, 2019, Finance Committee Meeting

Commissioner Kaplan, Finance Committee Chair, provided a brief update regarding the May 16, 2019, meeting, which included the following items of discussion:

Minutes

The November 15, 2018, Finance Committee Meeting minutes were approved.

The following resolution was approved to move forward to the Board meeting:

Consideration and appropriate action regarding Resolution 5933, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Non-Profits for the fiscal year ending June 30, 2020 was presented by Mr. Ed Hinojosa, Chief Financial Officer and Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting

Update and discussion regarding the Quarterly Financial Report for the San Antonio Housing Authority

Ms. Fiedler, reported and provided the financial highlights of the San Antonio Housing Authority for the for the nine months ended March 31, 2019. The results of operations for the nine months ended March 31, 2019, reflect a Surplus Before Non-Cash Items of \$12.5 million, which was \$2.7 million above budgeted projections. The Total Operating Revenue was approximately \$2.8 million above budget. The Total Operating Expenses ended the period \$2.9 million above budget.

Ms. Fiedler further reported that the Comparative Balance Sheet reflects an overall increase in Total Net Position of \$5.1 million from March 31, 2018, to March 31, 2019. Total Assets increased \$6.8 million, due primarily to an increase of \$6.8 million in Fixed Assets.

Update and discussion regarding Internal Audit Department Activities

Ms. Aiyana Longoria, Director of Internal Audit, provided the Internal Audit Update with a presentation that included the Internal Audit Q3 Activities in Support of SAHA Strategic Goals, Status of 2017-2018 Internal Audit Plan, Status of 2018-2019 Internal Audit Plan, and Status of Corrective Action Items resulting from Internal Audits.

Item 5: Update and discussion regarding the May 16, 2019, Operations and Choice Neighborhood Committee Meeting

Dr. Stribling, Chair, provided brief highlights of the May 16, 2019, meeting, as listed below:

The following resolutions were approved to move forward to the Board meeting:

Consideration and appropriate action regarding Resolution 5937, authorizing the President and CEO to renew or place insurance policies covering property, liability, cyber liability, excess/umbrella, directors and officers, employment practices, workers' compensation, automobile fleet, fiduciary, fidelity, flood, and boiler and machinery for the San Antonio Housing Authority and its affiliated entities, for Fiscal Year 2019-2020, for an estimated amount of \$3,520,000.00 was presented by Diana Kollodziej Fiedler, Director of Finance and Accounting

Consideration and appropriate action regarding Resolution 5932, authorizing the President and CEO to declare an official intent of reimbursement, through an anticipated tax exempt municipal lease purchase agreement, for funds associated with pre-development activities of an Energy Performance Contract Phase II (EPC) was presented by Ed Hinojosa, Chief Financial Officer, and Thomas Roth, Director of Asset Management

Consideration and appropriate action regarding Resolution 5934, authorizing the award of a contract for Castle Point Exterior Renovations and Site Improvements to JMI Contractors, LLC for an amount not to exceed \$3,321,457.00 was presented by Steven Morando, Director of Procurement and General Services, and Hector Martinez, Director of Construction Services and Sustainability

Consideration and appropriate action regarding Resolution 5935, authorizing the award of a contract for Villa Tranchese Fire Protection Improvements to Ranger Builders, LLC for an amount not to exceed \$3,057,850.00 was presented by Steven Morando, Director of Procurement and General Services, and Hector Martinez, Director of Construction Services and Sustainability

Consideration and appropriate action regarding Resolution 5936, authorizing the expenditure of additional funds for replacement of sewer cast-iron pipe waste and vent piping throughout, bathroom wall-tile substrate repairs throughout, fire marshall required and other unforeseen changes for the Victoria Plaza Substantial Rehabilitation Project, to Stoddard Construction Management, Inc. for an amount not to exceed \$2,000,000.00 was presented by Steven Morando, Director of Procurement and General Services, and Hector Martinez, Director of Construction Services and Sustainability

CHOICE NEIGHBORHOOD

Update and discussion regarding Wheatley Choice Neighborhood activities relating to People, Housing and Neighborhood

Ms. Lorraine Robles, Director of Development Services and Neighborhood Revitalization, provided a brief update regarding the Housing component of the Choice Neighborhood report and provided information regarding the Choice expanded budget, the funds drawn, the balance remaining and the at risk balances. Ms. Arrie Porter, Consultant, provided updates regarding Infill, Owner Occupied Rehab, Business Facade Improvements and the Garcia Street Urban Farm. She also invited the Commissioners to the First Build Ceremony to celebrate the

construction of 12 new homes on the Eastside through the Choice Neighborhoods Initiative on May 30, 2019, from 10:00 a.m. to 11:00 a.m. at 601 Arthur Street. Additionally, she invited the Board to attend the Urban Farm - Ribbon cutting ceremony, which will be held on June 12, 2019, from 9:00 a.m. to 10:00 a.m. Mr. Adrian Lopez, Director of Community Development Initiatives, provided updates regarding the People component of the report.

INDIVIDUAL ITEMS FOR CONSIDERATION

Update and discussion regarding the Quarterly Report of Federal Housing Programs

Mr. Joel Tabar, Assistant Director of Federal Housing Programs, reported that San Antonio Housing Authority's (SAHA's) Federal Housing Programs (FHP) Department measures various performance measures of its two programs, the Housing Choice Voucher (HCV) Program and the Public Housing (PH) Program. Mr. Tabar provided highlights of the following FHP Quarterly Report for the January 2019 to March 2019 quarter: demographics, waitlist totals, termination totals, voucher utilization rates, and Public Housing occupancy rates.

Update and discussion regarding Security Services

Mr. Domingo Ibarra, Director of Security, reported that the Security Department is responsible for administering and coordinating a holistic security strategy for the protection of persons and property. Mr. Ibarra's report included a presentation with the following information: security restructure (efficiency and gap analysis), transitional objectives, revised data sharing agreement, iteration dates, evidence-based decisions, increases in cost effectiveness, presence of Blue Armor Security fleet and social data reporting.

CONSENT ITEMS

Item 6: Consideration and approval regarding Resolution 5933, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Non-Profits for the fiscal year ending June 30, 2020

Commissioner Sofia A. Lopez, requested Item 6, Resolution 5933, to be pulled from Consent and to consider this resolution as an Individual Item for Consideration, due to additional questions regarding the proposed budget.

Item 7: Consideration and approval regarding Resolution 5937, authorizing the President and CEO to renew or place insurance policies covering property, liability, cyber liability, excess/umbrella, directors and officers, employment practices, workers' compensation, automobile fleet, fiduciary, fidelity, flood, and boiler and machinery for the San Antonio Housing Authority and its affiliated entities, for Fiscal Year 2019-2020, for an estimated amount of \$3,520,000.00

Consent

Item 8: Consideration and approval regarding Resolution 5932, authorizing the President and CEO to declare an official intent of reimbursement, through an anticipated tax exempt municipal lease purchase agreement, for funds associated with pre-development activities of an Energy Performance Contract Phase II (EPC)

Consent

Item 9: Consideration and approval regarding Resolution 5934, authorizing the award of a contract for Castle Point Exterior Renovations and Site Improvements to JMI Contractors, LLC for an amount not to exceed \$3,321,457.00

Consent

- Item 10:** Consideration and approval regarding Resolution 5935, authorizing the award of a contract for Villa Tranchese Fire Protection Improvements to Ranger Builders, LLC for an amount not to exceed \$3,057,850.00

Consent

- Item 11:** Consideration and approval regarding Resolution 5936, authorizing the expenditure of additional funds for replacement of sewer cast-iron pipe waste and vent piping throughout, bathroom wall-tile substrate repairs throughout, fire marshall required and other unforeseen changes for the Victoria Plaza Substantial Rehabilitation Project, to Stoddard Construction Management, Inc. for an amount not to exceed \$2,000,000.00

Consent

- Motion:** Commissioner Clack moved to approve Consent Items 7, 8, 9, 10 and 11. Commissioner Sofia A. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

INDIVIDUAL ITEMS FOR CONSIDERATION

- Item 6:** Consideration approval regarding Resolution 5933, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Non-Profits for the fiscal year ending June 30, 2020

Resolution 5933 was pulled from Consent (Item 6). SAHA staff was available to provide the additional information requested concerning the trends for the budget and after all questions were answered the Board of Commissioners proceeded to vote on Item #6.

- Motion:** Commissioner Clack moved to approve Resolution 5933. Commissioner Sofia A. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

- Item 12:** Consideration and approval regarding Resolution 5938, authorizing the award of a contract for the purchase and installation of Fencing for the Garcia Street Urban Farm, through the

Local Government Purchasing Cooperative (Texas Buyboard), to De La Garza Fence Company; not to exceed an amount of \$100,000.00

Lorraine Robles, Director of Development Services and Neighborhood Revitalization, reported that due to the time sensitivity regarding the Choice Grant deadlines, this item required immediate approval by the Board of Commissioners. On June 7, 2018 (Item 7), SAHA received Board approval to award a contract for Prefabricated Metal Building for Garcia Street Urban Farm. This building will be used as a farmhouse-type structure housing tools and equipment that will be needed for the farm and other items for community functions, e.g., Farmers Market. In an effort to maximize the expenditure of all Choice dollars, staff requested HUD approval to reallocate funds from the Critical Community Initiatives plan to other Budget Line Items. As part of the reallocation plan, also requested was HUD's approval to provide fencing around the Garcia Street Urban Farm. The request included fencing options of welded wire or wrought iron in addition to two pedestrian gates, and one vehicle gate. HUD approved the acquisition of the wrought iron fencing, stating the welded wire does not conform to their standard of aesthetically pleasing, for enhanced placemaking. This fencing will secure not only the asset, but also provide security to the volunteers who will be maintaining the farm. Therefore, SAHA requires the services of a contractor to provide installation of fencing for the Garcia Street Urban Farm.

Mr. Stephen Morando, Director of Procurement and General Services, reported that SAHA is recommending contract award to De La Garza Fence Company, an awarded contract vendor through the Local Government Purchasing Cooperative (Texas Buyboard). The current award recommendation for installation of fencing for the Garcia Street Urban Farm is not expected to exceed an amount of \$100,000.00, to include a base bid amount of \$97,846.54, plus a contingency in the amount of \$2,153.46, that will only be used, if necessary. This project will be funded by the Choice Neighborhood Grant.

Motion: Commissioner McClure moved to approve Resolution 5938. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 13: Consideration and approval regarding Resolution 5939, authorizing the selection and award of a contract for East Meadows I Half Bath Modifications and Relocation of affected residents; authorizing the President and CEO, and his designated staff to further clarify and enhance the contractor's proposals; negotiate a construction contract with selected contractor; execute a contract in an amount not to exceed \$1,500,000.00 in Moving-to-Work Funds and/or Choice Neighborhood Initiative Funds; and ensure the performance of all matters in connection therewith

Resolution 5939, corresponds with San Antonio Housing Facility Corporation Resolution number 19FAC-06-06. Ms. Robles reported that due to the time sensitivity regarding the Choice Grant deadlines, this item required immediate approval by the Board of Commissioners. When East Meadows was originally designed, all townhome units had a half bath on the ground floor. During construction in 2015, SAHA became aware that the half baths on the bottom floor of the

townhomes had been removed and a second full bath was added to the upstairs units. The Project Developer and Housing Lead, McCormack, Baron and Salazar (MBS) explained to SAHA that the removal of a half bath was due to new regulations imposed by the Texas Department of Housing and Community Affairs (TDHCA) in the 2014 Multi-Family Rules. TDHCA added the *number of bathrooms* to the definition of unit type/comparable unit, whereas previously, it was just the number of bedrooms. The change meant that in order for the townhomes to be considered comparable to the flats, the project had to remove the half bath on the ground floor or seek a waiver. Rather than seek a waiver of the regulations and risk the tax credit award through an unfavorable TDHCA decision, MBS chose to have the architect design the units to be in compliance with the current regulations. When this was brought to TDHCA's attention by SAHA, they admitted that they were not aware that this was an unknown consequence to a new rule. TDHCA revised their multi-family rules soon after requiring that all townhome units have a half bath on the first floor.

Since discovery, it has been SAHA's intent to retrofit all fifty-eight townhome units in order to provide residents and their visitors with a half bath on the first floor. Now that East Meadows has successfully converted to permanent lending, the development team is ready to start work on the half baths. The plan to relocate the residents is pending the selection of a general contractor. Upon selection of a general contractor, SAHA will work with the company to determine the duration of time the residents will need to be away from their units.

Mr. Morando provided the procurement process and reported that on April 18, 2019, MBS issued a Request for Proposal (RFP) from interested contractors to bid on the construction of interior modifications consisting of the addition of ground floor half baths to selected townhouse apartments. The selection includes a two step process; bidders were required to submit a cost proposal to construct the improvements, followed by interviews with the qualified respondents. The RFP provided a detailed description of the work, along with a set of design drawings and an expectation of 120 calendar days to complete all of the work once a notice to proceed was issued to the contractor. The design team consists of Durand-Hollis Rupe Architects, Inc., as the architect of record for the proposed improvements, Lundy & Franke Engineering for structural design, and H2MG for Mechanical Electrical Plumbing design. The bid responses were due May 9, 2019, and interviews were scheduled for May 24, 2019. MBS will meet with SAHA on May 31, 2019, to discuss the recommended contractor, project budget and construction schedule. A construction contract will be entered into between the San Antonio Housing Facility Corporation and the selected contractor during the week of June 10, 2019, and the contractor will immediately be issued a notice to proceed to begin work during the week of June 17, 2019. Based on the 120 calendar days schedule, the project completion will occur no later than September 20, 2019. SAHA will utilize Moving-To-Work (MTW) Funds in an amount not to exceed \$1,500,000.00 for the construction and relocation of affected resident costs associated with this project. SAHA has also requested the use of approximately \$200,000.00 in Choice Neighborhood grant funds that must be spent by September 30, 2019, to supplement some of the \$1,500,000.00 cost; however, approval is currently pending.

Motion: Commissioner Kaplan moved to approve Resolution 5939. Commissioner Sofia A. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

After approval of Resolution 5939, Chair Stribling, DPM, recessed at 1:58 p.m. for the San Antonio Housing Facility Corporation Board Meeting. The Regular Board Meeting was then reconvened at 2:00 p.m.

Item 14: Update and discussion regarding the Procurement Activity Report

Mr. Morando reported through the calendar quarter ending March 31, 2019, the San Antonio Housing Authority's Procurement Department issued eleven formal and six informal solicitations, receiving a total of 119 responses. This resulted in an average of 5.3 responses per formal solicitation and 10.2 responses per informal solicitations, for an overall average response rate of 7.0 per solicitation. New contracts awarded through the first quarter were \$2,011,164.90; contract renewals in the amount of \$405,755.00, which resulted in a grand total awarded of \$2,416,919.90. Of this total, \$973,811.20 or 40.3 percent, were awarded to Small, Women-Owned and Minority Business Enterprises (SWMBE), and \$822,459.20 or 34 percent, were awarded to Section 3 business concerns. Mr. Morando also addressed questions from the Board of Commissioners regarding procurement items submitted in his report.

Item 15: President's Report

- President's Town Hall Meetings
- Air Conditioning Units Update
- Texas Department of Housing and Community Affairs Update
- Urban Farm Unveiling
- Choice Neighborhood Infill Housing Groundbreaking
- Employee Spring Event
- Family Self-Sufficiency Graduations

President and CEO, David Nisivoccia also informed the Board of Commissioners that Alamo Colleges had released a Request for Proposal for the lot and building located across from the SAHA Central Offices reported that this property could be worth exploring for SAHA opportunities.

Item 16: Citizens to be Heard

There were six Citizens to be Heard.

Item 17: Adjournment

With no objections, Chair Stribling, DPM, adjourned the meeting at 2:56 p.m.

ATTEST:

Morris A. Stribling, DPM
Chair

Date

David Nisivoccia
President and CEO

Date

MINUTES
SAN ANTONIO HOUSING AUTHORITY
RESIDENT SERVICES COMMITTEE OR
SPECIAL BOARD MEETING
July 18, 2019

SCHEDULED: 12:30 p.m. at 5811 Ingram Road, San Antonio, TX, 78228

COMMISSIONERS PRESENT:

Morris A. Stribling, DPM, Chair
Jessica Weaver, Vice Chair
Charles Clack, Commissioner
Marie R. McClure, Commissioner
Jo-Anne Kaplan, Commissioner
Gabriel L. Lopez, Commissioner

COMMISSIONERS ABSENT:

Sofia A. Lopez, Commissioner

COUNSEL: Doug Poneck, Escamilla
& Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Muriel Rhoder, Chief Administrative Officer
Timothy E. Alcott, Real Estate and Legal Services
Officer
Jo Ana Alvarado, Director of Innovative Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security
Aiyana Longoria, Director of Internal Audit

Adrian Lopez, Director of Community Development
Initiatives
Steven Morando, Director of Procurement and
General Services
Brandee Perez, Director of Federal Housing
Programs
Lorraine Robles, Director of Development Services
and Neighborhood Revitalization
Thomas Roth, Director of Asset Management

Item 1: Meeting called to order

Committee Chair Clack called the meeting to order at 12:32 p.m.

After the meeting was called to order the Pledge of Allegiance was recited.

PUBLIC COMMENT

Item 2: Public Comment

Mr. Clack requested a point of privilege to thank staff from the Henry B. Gonzalez Apartments.
The meeting was attended by twenty-four residents.

UPDATES AND DISCUSSIONS

Item 3: Update and discussion regarding Community Development Initiatives Report

Mr. Adrian Lopez, Director of Community Development Initiatives, reported that there were 1,756 events hosted throughout this fiscal year with over 44,190 residents participating. In addition to events being hosted, Mr. Lopez also reported highlights and accomplishments of some of the

activities that his department has provided to improve the quality of life for residents, provide access to resources, improve resident capacity, facilitate self-sufficiency and to improve agency performance. Mr. Lopez also provided responses to various questions the Board of Commissioners asked regarding the Community Development Initiatives Report.

Item 4: Update and discussion regarding the Community Development Initiatives Upcoming Events

Due to meeting time constraints, Mr. Lopez provided a brief summary of the upcoming events for the remainder of the 2019 calendar year.

Item 5: Update and discussion regarding the Quarterly Client Services Report

Mr. Joel Tabar, Assistant Director of Federal Housing Programs and Ms. Laura Longoria, Client Services Manager, provided the Quarterly Client Services Report, which contained a breakdown of inquiries submitted by Federal Housing Programs (FHP) clients including Public Housing (PH) residents, Assisted Housing Programs (AHP) clients, and applicants during the months of April - June 2019. The Client Services team received a total of 8,810 phone calls, 968 emails, and 7,458 lobby visits for a total of 17,236 transactions this quarter.

Item 6: Adjournment

With no objections, Committee Chair Clack adjourned the meeting at 1:25 p.m.

ATTEST:

Morris A. Stribling, DPM
Chair, Board of Commissioners

Date

David Nisivoccia
President and CEO

Date

**MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
OPERATIONS AND CHOICE NEIGHBORHOOD COMMITTEE OR
SPECIAL BOARD MEETING
July 18, 2019**

SCHEDULED: 1:00 p.m. at 5811 Ingram Road, San Antonio, TX, 78228

COMMISSIONERS PRESENT:

Morris A. Stribling, DPM, Chair
Jessica Weaver, Vice Chair
Charles Clack, Commissioner
Jo-Anne Kaplan, Commissioner
Gabriel L. Lopez, Commissioner
Marie R. McClure, Commissioner

COMMISSIONER ABSENT:

Sofia A. Lopez, Commissioner

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: None

STAFF:

David Nisivoccia, President and CEO
Muriel Rhoder, Chief Administrative Officer
Timothy E. Alcott, Real Estate and Legal
Services Officer
Jo Ana Alvarado, Director of Innovative
Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security
Diana Kollodziej Fiedler, Director of Finance
and Accounting
Aiyana Longoria, Director of Internal
Audit

Adrian Lopez, Director of Community Development
Initiatives
Hector Martinez, Director of Construction Services and
Sustainability
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and
General Services
Brandee Perez, Director of Federal Housing Programs
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization
Thomas Roth, Director of Asset Management
Janie Rodriguez, Director of Human Resources

Item 1: Meeting called to order

Chair Morris A. Stribling, DPM, called the meeting to order at 1:36 p.m.

OPERATIONS

Item 2: Consideration and appropriate action regarding Resolution 5945, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve Inducement Resolutions for the following proposed tax credit and tax exempt bond financing projects: Alazan Courts, 1604 Flats, Old Pearsall Flats, Trader Flats, Kitty Hawk Flats, and Mira Vista Apartments

Mr. Timothy E. Alcott, Real Estate and Legal Services Officer, introduced Mr. James P. Plummer of Bracewell LLP and reported that SAHA is seeking authority to file applications

relating to our proposed 2020 4% tax credit projects. All 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. SAHA will be applying for volume cap, which will not be awarded until the end of the year, if any volume cap is available. Certain state agencies have the right to use available volume cap before local agencies, and last year the state agencies used almost all of the volume cap and only seven local agency projects received volume cap. Volume cap available to local agencies is awarded on a first come, first served basis, according to when the application is submitted. Therefore, SAHA would need to submit applications as soon as possible. SAHA must also apply for tax credits to the Texas Department of Housing and Community Development. Accordingly, Staff is requesting that the Board authorize these actions so that SAHA may begin the process, but SAHA is not asking to specifically approve or be bound to these projects. These are non-binding Resolutions. This will enable SAHA to move forward, make applications for volume cap and tax credits and begin to coordinate the financing and negotiate the specific terms of the deals, which will be brought back for Board approval.

Motion: Commissioner Clack moved to approve Resolution 5945, Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 3: Consideration and appropriate action regarding Resolution 5947, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the Culebra Crossing transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the membership interest in SAHFC Culebra Crossing LP, LLC; authorizing the financing for such transaction; and other matters in connection therewith

Mr. Alcott introduced Mr. Scott Brimer, Executive Vice President for the Lynd Company. Mr. Brimer reported that the Lynd Company has proposed a public-private partnership with the San Antonio Housing Authority's affiliated entity, the San Antonio Housing Facility Corporation, to construct the Culebra Crossing Development. Lynd is both a real estate developer and property management company. The Clubra Crossing is a proposed 326-unit Class A multifamily rental housing development to be constructed near the intersection of Culebra Road and 1604. The total development costs for the Project are estimated to be \$47,140,798.00 and it will be composed of one-, two- and three-bedroom units ranging in size from 530 square feet to 1,348 square feet. The Project will feature amenities similar to other Class A multifamily developments in the market, including a clubhouse, pool, and fitness center.

Mr. Alcott further reported that Lynd or an affiliate thereof will (i) be the developer for the Project, (ii) will provide all financing and financial guarantees for the Project, and (iii) will market, lease, and manage the Project. Neither SAHA nor SAHFC will have any financial

obligations with respect to the Project, except to obtain the property tax exemption. The SAHFC will own the real estate on which the project is located, the purchase of which will be funded by an upfront lease payment from the partnership. As the project is constructed by the development partnership, it will become the property of the SAHFC. The SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a seventy-five year lease to Culebra Crossing Apartments LP that is jointly owned by a Lynd affiliate. The SAHFC will have a 25% interest in the cash flow received by the project after the payment of preferred returns and debt service. At the end of the 75-year lease, the Project, including all the improvements located on the land, will revert back to the SAHFC, which will own 100% of the Project at that point. By the SAHFC owning the Project in fee simple, the Project will be eligible to receive a 100% exemption from the payment of ad valorem taxes so long as at least 50% of the total units (163 units) are restricted for rental by residents earning less than 80% of area median income (AMI). The Project will be constructed pursuant to a construction contract from Culebra Crossing Apartments LP to SAHFC and a sub-general contract to Lynd. This enables the Project to obtain a sales tax exemption on the materials purchased for the Project. Mr. Alcott also informed the Board of Commissioners that SAHFC will also enter into a development agreement addressing the construction and operation of the Project, and will be paid a \$250,000.00 closing fee and the greater of (a) 25% of the cash flow after debt service or (b) 25% of the tax savings as a result of the property tax exemption, as a preferred return. SAHFC will also be paid \$25,000.00 as an asset management fee. SAHFC will also receive 25% percent of the value of the transaction when Lynd exits the transaction in year five. It is estimated that the SAHFC will earn \$8,200,000.00 in their first five years of this transaction.

Motion: Commissioner Clack moved to approve Resolution 5947. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner				X
Marie R. McClure, Commissioner	X			

Item 4: **Consideration and appropriate action regarding Resolution 5946, authorizing Weal Development, LLC as developer of St. John's Square transaction including: (I) execution of all documentation necessary to carry out transaction; (II) authorizing the Las Varas Public Facility Corporation to serve as prime contractor; (III) to enter into an agreement of limited partnership for St. John's Square; and (IV) obtaining Texas Department of Housing and Community Affairs tax credits for the project and other matters in connection herewith**

Mr. Alcott introduced Mr. Bill Walters with Coats Rose, P.C. and reported that St. John's Square is an 8-story, 251 unit apartment complex proposed on a 1.314 acre existing parking lot at the corner of South St. Mary's Street and East Nueva Street. The project would be Type II Construction with a podium that wraps around a precast concrete 8-level public and private parking garage. Conceptually, this project aims to add to its historic surroundings on the outside while finding elements of contemporary surprise as patrons move inside the building. The project offers four different scales of street and

community building activity: 1) Retail and Restaurant at ground floor; 2) Walk-up “brownstone” Units at ground floor; 3) Studio units with “back patios”; and 4) Community spaces on each level. The new development will provide a mix of one-, two- and three-bedroom units with appropriate design considerations and amenities.

Mr. Alcott further reported that Weal Development, LLC will partner with the San Antonio Housing Authority, which will benefit both entities. The partnership will receive the benefit of the Las Varas Public Facility Corporation’s ad valorem tax exemption, as well as its sales tax exemption, and the agency will add units to its affordable housing portfolio, enabling the agency to serve more residents and further its mission. Weal Development, LLC will provide ongoing guarantees and long term property management.

Motion: Commissioner Kaplan moved to approve Resolution 5946. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 5: Consideration and appropriate action regarding Resolution 5957, authorizing the resolution of Las Varas Public Facility Corporation to declare its intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (Charity at Springview Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject

Ms. Lorraine Robles, Director of Development Services and Neighborhood Revitalization, reported that part of the financing for the Project will be through 4% tax credits. To issue 4% tax credits, the SAHA affiliate, Las Varas Public Facility Corporation (LVPFC) must first apply for an allocation of volume cap for private activity bonds, which if received, leads to a non-competitive application process for the 4% tax credits. To promote certain private activities (which are deemed to benefit the public), each state is authorized to allow the issuance of a set amount of private activity “volume cap” tax-exempt bonds. The volume cap bonds can be allocated to finance multifamily housing projects. Projects that are financed (whether new construction or acquisition/rehab) in part by tax exempt bonds are eligible for 4% tax credits. LVPFC will seek approval to take non-binding preliminary action to apply to the Texas Bond Review Board for volume cap in the amount of up to \$20,000,000.00 and to apply for 4% Tax Credits to finance the costs of the acquisition, rehabilitation and equipping of multifamily housing residential facility by ARDC Springview, Ltd., or an affiliated Texas limited partnership, to be located at approximately 210 South Grimes Street, San Antonio, Texas 78203, and to be known as the Charity at Springview Apartments.

Motion: Commissioner Clack moved to approve Resolution 5957. Commissioner Gabriel L. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 6: Consideration and appropriate action regarding Resolution 5958, authorizing the Artisan at Ruiz transaction including: (i) execution of all documentation necessary to carry out the transaction; (ii) a construction loan to ARDC Ruiz, LTD, from Bank of America, N.A. that will convert to a permanent loan from PNC Bank, National Association, which will be assigned to the Federal Home Loan Mortgage Corporation; (iii) the sale of the land and lease of the land from the Housing Authority of the City of San Antonio, Texas (SAHA) to ARDC Ruiz, LTD; (v) authorizing San Antonio Housing Facility Corporation (SAHFC) to serve as the prime contractor; (vi) authorizing ARDC Ruiz GP, LLC to enter into the amended and restated agreement of limited partnership for ARDC Ruiz, LTD.; and (vii) obtaining Texas Department of Housing and Community Affairs tax credits for the project; and other matters in connection therewith

Ms. Robles reported that the project will consist of 102 family units, the entirety of which will be reserved for rental to families earning 60% or less of area median income. Specifically, eleven efficiency units will be reserved for rental to individuals earning 30% or less of area median income, forty-one two-bedroom units will be reserved for rental to families earning 50% or less of area median income, and fifty three bedroom units will be reserved for rental to families earning 60% or less of area median income. The Board is being asked to authorize all of the actions necessary to finance and construct the project. The project will be financed by a construction loan from Bank of America, N.A. in an amount not to exceed \$16,000,000.00 as a construction loan, which will convert to a permanent loan in the approximate amount of \$7,046,000.00. Equity contributions from an affiliate of Bank of America, N.A., as an investor limited partner, will also be used to finance the construction and long-term operations. Investor has issued a commitment to purchase the project tax credits at an equity price of \$0.95 per credit dollar, for a total projected equity contribution of \$14,284,575.00. SAHA is targeting a closing date of August 15, 2019. SAHA will enter into the construction contract upon the closing of the construction loan and immediately, thereafter, will issue the general contractor a Limited Notice to Proceed. SAHA is doing this to ensure substantial completion of the Project by December 31, 2020, which is required to maintain the tax credits.

Ms. Robles further reported that the total project cost is expected to be \$18,972,000.00 or \$186,000.00 per unit. The developer is Franklin Development Properties, Ltd. (Franklin). Franklin or an affiliate will provide any guarantees of construction, completion, operating deficit and tax credit delivery. The required permanent loan debt service ratio for Artisan at Ruiz is 1.15. The total developer fee is \$2,159,000.00 and 30% of the fee will be deferred. SAHFC's developer fee is approximately \$539,750.00 (25% of the total developer fee). After payment of tax credit shortfall payments, if any; amounts owed to the investor limited partner, Bank of America, N.A. (Investor), due to advances that are due to restoration after a casualty, if any, the Asset Management Fee (\$5,000.00), and deferred developer fee, the Partnership Management Fee will be paid to Franklin and the General Partner from the project's cash flow. After the Partnership Management Fee is paid and the operating reserve is funded up to approximately \$282,633.00, the Incentive

Management Fee (no less than 12% of the gross revenue of ARDC Ruiz, Ltd. for such fiscal year) will be paid to ARDC Ruiz GP, LLC. Any further distributions of cash flow to Franklin and the General Partner will be split 50/50.

Motion: Commissioner Clack moved to approve Resolution 5958. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 7: Consideration and appropriate action regarding Resolution 5948, the San Antonio Housing Authority (SAHA) authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the St. Mary's Tower transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the resolution of Las Varas Public Facility Corporation to issue tax exempt bonds; authorizing the purchase of a membership interest in SAHA St. Mary's Tower, LLC and authorizing the financing for such transaction; and other matters in connection therewith

Before Item #7 was presented, Commissioner Gabriel L. Lopez recused himself and left the room. After Commissioner Lopez exited the room, Mr. Alcott introduced Mr. Tim Barton, Chief Executive Officer for JMJ Development Inc., who presented the St. Mary's Tower transaction to the Board of Commissioners. JMJ has proposed a public-private partnership with SAHA's affiliated entity, SAHFC, to construct the St. Mary's Tower development (St. Mary's Tower or Project). JMJ is also developing the La Villita Tower on the San Antonio Riverwalk, adjacent to St. Mary's Tower. La Villita Towers is a "market rate," 24-story tower containing 226 units with ground level retail spaces. The St. Mary's Tower is a proposed 24-story, 250-unit Class A multifamily rental housing development to be constructed at 126 Villita Street, at the corner of La Villita and St. Mary's Street. The total development costs for the Project are estimated to be \$63,447,368.00 and it will be composed of one- and two-bedroom units ranging in size from 485-square feet to 1150-square feet.

Mr. Alcott then reported that JMJ, or an affiliate thereof, will (i) be the developer for the Project, (ii) will provide all financing and financial guarantees for the Project, and (iii) will either directly (or through a third Party Management firm) market, lease and manage the Project. Neither SAHA, nor SAHFC, will have any financial obligations with respect to the Project, except to obtain the property tax exemption. SAHFC will own the real estate on which the Project is located. JMJ is approaching the local Tax Increment Reinvestment Zone (TIRZ), the City of San Antonio and Bexar County in an effort to discuss payment and funding options relative to the land acquisition and infrastructure funding, including a 290-space structured parking garage. As the Project is constructed by the development partnership, it will become the property of the SAHFC. The SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a 75-year ground lease with St. Mary's Tower, LP (St. Mary's Partnership) that is jointly owned by SAHFC and a JMJ

affiliate. The SAHFC will have a 25% interest in the cash flow received by the St. Mary's Partnership after the payment of preferred returns and debt service. At the end of the 75-year lease, the Project, including all the improvements located on the land, will revert back to the SAHFC, which will then own 100% of the Project at that point. Both JMJ and SAHFC will have buy-sell provisions relative to the St. Mary's Partnership. By the SAHFC owning the Project in fee simple, the Project will be eligible to receive a 100% exemption from the payment of ad valorem taxes so long as at least 50% of the total units (125 units) are restricted for rental by residents earning less than 80% of area median income (AMI). Las Varas Public Facility Corporation will issue housing revenue bonds for the development costs to include acquisition, construction, equipping, and improvement of the project, funding a debt service or other reserve fund for the project, and paying expenses and costs in connection with the issuance of the bonds. The Project will be constructed pursuant to a construction contract from the St. Mary's Partnership to SAHFC, and a sub-general contract to JMJ. This enables the Project to obtain a sales tax exemption on the materials purchased for the Project. SAHFC will also enter into a development agreement with JMJ addressing the construction and operation of the Project.

Mr. Alcott then reported the financial impact. San Antonio Housing Authority's affiliated entity, the SAHFC will be paid a \$250,000.00 closing fee and the greater of (a) the sum of i) 25% of any and all developer fees (both deferred and current pay), plus ii) the cash flow after debt service; or (b) 25% of the tax savings, as a result of the property tax exemption as a preferred return. SAHFC will also be paid \$25,000.00/year as an asset management fee. SAHFC will also receive 25% percent of the net value of the transaction when JMJ Development, LLC, the Developer (JMJ), exits the transaction. It is estimated that SAHFC will earn over \$6.9 million in their first ten years of this transaction.

Motion: Commissioner Kaplan moved to approve Resolution 5948. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner			X (Recused)	
Marie R. McClure, Commissioner	X			

Item 8: Consideration and appropriate action regarding Resolution 5941, authorizing the entering into a partnership with Vesta Corporation to acquire three existing Low Income Housing Tax Credit (LIHTC) properties located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction

Mr. Thomas Roth, Director of Asset Management, reported that in April of 2019, SAHA was approached by a representative of Alden Torch about a potential business opportunity involving the sale of three existing Low Income Housing Tax Credit (LIHTC) properties that would be reaching the end of the initial fifteen year compliance period. Alden Torch represents the current investor limited partnership interest. They have made

a business decision to exit the San Antonio market. The existing general partner is Prospera. However, they are not in a position to purchase the properties at their current market value. Currently, Prospera provides only a 50% reduction on the real estate tax liability for these properties. The prospective purchaser is Vesta Corporation (Vesta), which is located in Connecticut. Vesta is asking for SAHA or a related entity to partner with them in acquiring the following three properties: Champion at Del Rio, Champion at Marshall Meadow and Champion at Port Royal. The three properties under consideration are all fifteen years of age and were constructed by the same developer. They are generally in good condition for their age and have good curb appeal. Vesta is allotting \$3.2 million (\$4,700.00 per unit) for capital repairs/replacements in the near term. Partnering with SAHA is an attractive proposition for Vesta Corporation, since the properties will qualify for 100% tax exemption.

Mr. Roth also explained the ownership structure in which a new limited partnership or limited liability company (LLC) would be created to acquire each property. A SAHA related entity would serve as the general partner or managing member, and a Vesta related entity would serve as the limited partner or non managing member. A SAHA related entity would acquire title to the properties and simultaneously lease back the property to the limited partnership or LLC. The purchase price of the properties is \$53,250,000.00 (\$79,000.00 per unit). Vesta and its affiliated investment funds will invest approximately \$15,67,000.00 in equity, which represents 20% of the acquisition and closing costs. Mortgage financing of \$42,600,000.00 will be provided by either Fannie Mae or Freddie Mac, which represents 80% of the purchase price. SAHA would invest \$0.00 to cover the acquisition or future operational costs.

In addition, Mr. Roth also reported the financial benefits that SAHA would be receiving: payment at closing of \$150,000.00 fee; credit of up to \$50,000.00 to cover SAHA's legal expenses associated with this transaction; projected cumulative cash flow payments of \$1,369,000.00 (assuming a seven year hold period); projected net sale proceeds of \$4,583,000.00 (assuming a sale at the end of the seven year hold period); a contract with SAHA's Community Development Initiatives Department (CDI) to provide supportive services required under the existing Land Use Restriction Agreement (LURA) at a rate of \$107,000 per year; additionally, SAHA will be acquiring an ownership interest in 682 multifamily units, of which 582 units are affordable at 60% of area median income (AMI).

Motion: Vice Chair Weaver moved to approve Resolution 5941. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Chair Stribling, DPM, then recessed the Operations and Choice Neighborhood Committee meeting at 2:48 p.m. to conduct the San Antonio Housing Facility Corporation, the Las Varas Public Facility Corporation and the San Antonio Homeownership Opportunities

Corporation Board meetings. The Operations and Choice Neighborhood Committee meeting was then reconvened at 3:03 p.m.

Item 9: Consideration and appropriate action regarding Resolution 5940, authorizing the sale of sixty-nine single family homes in the Public Housing scattered site portfolio; and the execution of any and all documents necessary to consummate such transaction

Mr. Roth reported that the community assets of each location were rated using HUD's Affirmatively Furthering Fair Housing (AFFH) indicators. This exercise confirmed that the scattered sites portfolio, on a per unit basis, requires considerably more financial resources than the overall Public Housing portfolio. The scattered location of the sixty-nine homes in this portfolio do not allow for economies of scale or operating efficiencies. Therefore, staff is recommending approval from the Board of Commissioners to submit an Inventory Removal Application to HUD to dispose of the remaining sixty-nine homes in the scattered site portfolio.

Mr. Roth further reported that the costs associated with the disposition include property appraisals, environmental reviews, and meetings with impacted clients to provide a timeline of the project and alternative housing options. If the application is approved by HUD, SAHA will incur additional costs associated with moving impacted families, and closing costs/broker commissions on the sale of the homes. Project costs will be paid from Public Housing operating funds, but will be recouped from the projected sale proceeds. The actual market value of the selected properties will be determined by individual appraisals. However, based on sales realized on the previously approved disposition application for 94 scattered site homes in October 2018, we are anticipating net sale proceeds of approximately \$5,000,000.00. Net sale proceeds will be reinvested into capital repair projects designed to preserve and extend the useful life of aging existing Public Housing units in the SAHA portfolio.

Motion: Vice Chair Weaver moved to approve Resolution 5940. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 10: Consideration and appropriate action regarding Resolution 5942, authorizing the sale of a vacant residential lot located at 303 Spofford Avenue, San Antonio, TX, to the City of San Antonio at fair market value, and the execution of any and all documents necessary to consummate such transaction

Mr. Roth reported that the City of San Antonio approached SAHA and inquired about purchasing the lot located at 303 Spofford Avenue in San Antonio. The City of San Antonio is working with a developer to relocate a single family home from a development site in Government Hill. The City of San Antonio is providing the land, and the developer will relocate the house to the 303 Spofford site. The City of San Antonio plans to sell the house and use the net sale proceeds to fund loans for low income homeowners in the area to perform necessary home improvement projects.

Mr. Roth further reported that staff has ordered an appraisal of the property to determine the current fair market value. Once the fair market value is established, staff will enter into a contract with the City of San Antonio to purchase the property. The net sale proceeds will be retained by San Antonio Homeownership Opportunities Corporation.

Motion: Commissioner Clack moved to approve Resolution 5942. Commissioner Gabriel L. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 11: Consideration and appropriate action regarding Resolution 5950, authorizing the award of a contract for tree trimming, pruning and removal services to A&S Landscaping Services (HABE, Section 3 Business) for an annual amount not to exceed \$200,000.00; for a period of one year with the option to renew up to four additional one-year terms

Ms. Brandee Perez, Director of Federal Housing Programs, reported that SAHA requires the services of a vendor to perform general tree care and maintenance services on an as-needed basis for all properties owned and managed by SAHA to include Beacon Communities. The services covered under this award are for trees over eight feet in height. Services to be provided shall include, but are not limited to, pruning, trimming, organic fertilization and soil management, organic insect and disease management, removal, analysis and diagnostics, cabling and bracing, and drought services. The awarded vendor will be required to be Accredited by the Tree Care Industry Association, Certified by the International Society of Arboriculture, and possess a Tree Maintenance License issued by the City of San Antonio.

Mr. Steven Morando, Director of Procurement and General Services, then reported the procurement process and stated that SAHA is recommending contract award to A&S Landscaping Services, because they were the lowest responsive and responsible bidder. Mr. Morando also explained the financial impact in which the current award recommendation for tree trimming, pruning and removal services is not expected to exceed an annual amount of \$200,000.00 and will be funded by operating funds and/or operating reserves.

Motion: Commissioner Clack moved to approve Resolution 5950. Commissioner Gabriel L. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			

Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner		X		

Item 12: Consideration and appropriate action regarding Resolution 5952, authorizing the award of contract for property management inspection software to Inspectcheck, LLC, for an annual amount not to exceed \$14,220.00 for year one, \$12,720.00 for year two and year three, and \$13,356.00 for year four and year five; for a period of one year with the option to renew up to four additional one-year terms

Ms. Perez reported that SAHA's property management conducts property inspections up to three times a year with follow up inspections, as needed. These inspections are conducted to ensure compliance with HUD's uniform physical condition standards (UPCS) and to ensure the residents are living in a clean and safe environment. Inspections are conducted for property condition, housekeeping, due diligence, move-in/move-out, and make ready. SAHA requires the services of a vendor to provide a mobile property management solution that is cloud based and is within a secure cloud environment. This solution will allow property management to identify deficiencies more efficiently and accurately into a single report providing pictures and estimating the cost for repairs.

Mr. Morando explained the procurement process and is recommending contract award to InspectCheck, LLC, because they were the highest rated responsive and responsible proposer. The current award recommendation for property management inspection software is not expected to exceed an amount of \$14,220.00 (to include start up fees, implementation and training) for year one, \$12,720.00 for year two and year three, and \$13,356.00 (includes a 5% escalation) for year four and year five. This service will be funded by operating funds and/or operating reserves.

Motion: Commissioner Clack moved to approve Resolution 5952. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 13: Consideration and appropriate action regarding Resolution 5953, authorizing the award of a contract for rent reasonableness software for Federal Housing Programs to Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business) for an annual amount not to exceed \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four and \$30,858.00 for year five; for a period of one year with the option to renew up to four additional one-year terms

Ms. Perez reported that in order to ensure compliance with HUD's Section 8 Housing Choice Voucher Rent Reasonableness Regulations, 24 CFR 982, SAHA's Assisted Housing Program requires the services of a vendor to provide rent reasonableness software. This software will assist staff in determining if the contract rent being charged for a subsidized unit is reasonable compared to other non-subsidized units in similar locations.

Mr. Morando explained the procurement process and recommended contract award to Emphasys Computer Solutions. They are the second highest rated proposer. Award to the highest rated vendor, Nelrod, is not being recommended, due to issues related to actions they have taken under their current contract for Reasonable Rent Determination Software. The current award recommendation for rent reasonableness software is not expected to exceed an annual amount of \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four, and \$30,858.00 for year five and will be funded by operating funds and/or operating reserves.

Motion: Vice Chair Weaver moved to approve Resolution 5953. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 14: Consideration and appropriate action regarding Resolution 5954, approving the renewal of Oracle America, Inc. (J.D. Edwards) maintenance and support agreement for an amount not to exceed \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms
 Ms. Jo Ana Alvarado, Director of Innovative Technology, reported that SAHA requires the ongoing services of Oracle America (J.D. Edwards) to provide proprietary software support and maintenance for SAHA's enterprise financial and business software program. J.E. Edwards specializes in providing financial business solutions for organizations of our size at competitive prices. The software provided by this company is utilized by SAHA to manage a variety of functions including financial and budget reporting, employee Human Resources data collection, payroll, accounts payable, and procurement business systems. The support and maintenance is required to ensure continued program functionality.

Mr. Morando discussed the procurement process and explained that on May 31, 2000, SAHA's Board of Commissioners granted approval for staff to negotiate and enter into a contract with Oracle America (J.D. Edwards) for the purchase of software. The original agreement included provisions for an annual software support contract that includes updates, upgrades and maintenance to be provided by the software vendor. SAHA was granted approval by SAHA's Board of Commissioners on September 3, 2009, and November 6, 2014, to renew the software support contract with Oracle America (J.D. Edwards). Each approval was for a period of one year with the option to renew up to four additional one-year terms. The contract is nearing its final date under the November 6, 2019, Board approved term; therefore, staff is requesting approval that the Board reconfirm our authority to continue participating in the annual software support agreement with Oracle America (J.D. Edwards), for an additional term of one year with the option to renew up to four additional one-year terms. The cost for the J.D. Edwards software update license and support is not expected to exceed the amount of \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three,

\$160,473.00 for year four and \$168,496.00 for year five. We have allowed for an escalation for the annual maintenance and software support that is capped at five percent. This service will be funded by the approved operating budgets.

Motion: Commissioner Kaplan moved to approve Resolution 5954. Commissioner Gabriel L. Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 15: Consideration and appropriate action regarding Resolution 5955, authorizing the award of a contract to SADA Systems, Inc., through the Department of Information Resources (DIR), for the upgrade of G Suite Business to G Suite Enterprise for an amount not to exceed \$94,500.00, through June 6, 2020

Ms. Alvarado reported that SAHA currently utilizes G Suite Business applications as the primary business communication tool for email, file storage, office applications and team collaboration. SAHA desires to upgrade from G Suite Business to G Suite Enterprise. Ms. Alvarado explained that the G Suite Enterprise is the premium suite of Google services and offers the same services as G Suite Business, but is comprised of supplemental features to include enhanced Google Drive security; scan email traffic for specific content; scan images for text; utilize a third-party archiving product; analyze Gmail logs in BigQuery; utilize S/MIME encryption; and automate mobile device management tasks. Additionally, the enhanced security features included with G Suite Enterprise will allow SAHA's Innovative Technology staff to do more to protect and defend SAHA's valuable data assets that are located in the cloud.

Mr. Morando then reported the procurement process and informed the Board that on August 3, 2017, SAHA received Board approval to award a contract to SADA Systems through DIR for G Suite Business (formerly Google Apps Unlimited) and Cloud Single Sign On (SSO) for a period of one year with the option to renew up to two additional one-year terms through June 6, 2020. SAHA desires to upgrade from G Suite Business to G Suite Enterprise for the remainder of the contract term. The current award recommendation for G Suite Enterprise is not expected to exceed an amount of \$94,500.00 and will be funded through the approved operating budgets and/or reserves.

Motion: Commissioner Kaplan moved to approve Resolution 5955. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			

Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 16: Consideration and appropriate action regarding Resolution 5956, authorizing the award of a contract for generator maintenance and repair services to Clifford Power Systems for an annual amount not to exceed \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four; for a period of one year with the option to renew up to four additional one-year terms

Mr. Hector Martinez, Director of Construction Services and Sustainability, reported that SAHA requires the services of a vendor to provide generator maintenance and repair services to include preventative maintenance that is to be conducted at monthly, semi-annual, annual and two year intervals. The vendor will also be required to perform annual generator load bank testing, as required by the City of San Antonio Fire Department, in compliance with National Fire Protection Association Standards for Emergency and Standby Power System, 110 (NFPA 110). The SAHA emergency generators presently in operation for medium to high rise structures serve as a back-up electrical system that turns on automatically and meets each individual building's required needs. These existing generators range in age from four to twenty-five years old and operate instantaneous, during a utility outage. Automatic standby generator systems are required by city and state building codes for critical safety systems, such as passenger elevators in medium to high-rise buildings for the purpose of bringing them safely to the ground floor, energizing fire protection systems, and providing power for standby lighting, etc.

Mr. Morando then explained the procurement process and recommended contract award to Clifford Power Systems because they were the lowest responsive and responsible bidder. The current award recommendation for generator maintenance and repair services is not expected to exceed an annual amount of \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four. The recommended annual award amount for this service varies, due to the preventative maintenance that will be conducted at various intervals during the term of the Agreement. This service will be funded through the operating budget and/or reserves.

Motion: Vice Chair Weaver moved to approve Resolution 5956. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Gabriel L. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

CHOICE NEIGHBORHOOD

Item 17: Update and discussion regarding Wheatley Choice Neighborhood activities relating to People, Housing and Neighborhood

Ms. Arrie Porter, Consultant, provided updates regarding the Neighborhood component of the report and announced that the ground-breaking of the linear park is scheduled at

the end of August or the early part of September, 2019. Mr. Adrian Lopez, Director of Community Development Initiatives, provided updates regarding the People component of the report and informed the Board that the Endowment Proposal had been submitted and is being reviewed by HUD. Ms. Robles provided a brief update regarding the Wheatley Choice grant budget and reported that most of the funds still remaining would be exhausted by the end of August.

INDIVIDUAL ITEMS FOR CONSIDERATION

Item 18: Update and discussion regarding Insurance Placement for FY2019-2020

Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting, reported that this item was originally presented to the Board of Commissioners on June 6, 2019, and was approved under Resolution 5937. Staff committed to update the Board of Commissioners on matters of insurance placement, renewal, pricing and negotiation for SAHA's insurance portfolio. Property and liability, boiler and machinery, Directors and Officers, Fiduciary, Fidelity, Employment Practices Liability, Cyber Liability, Umbrella Policies, Workers' Compensation, and Automobile Fleet renewed, as were presented to the Board of Commissioners on June 6, 2019. Ms. Fieldler also reviewed the steps that staff followed to price, negotiate, and renew or replace SAHA's insurance portfolio. Overall, staff renewed and placed all SAHA insurance policies at an increase of eight percent over the last fiscal year. Staff will continue its efforts to reduce its loss ratio so that SAHA can make changes to its insurance portfolio in the future, if it so chooses. The total amount budgeted for FY2019-2020 was \$3,520,000.00, the operation budget and insurance reserves provides funding for this annual cost.

Item 19: Adjournment

With no objections, Chair Stribling, DPM, adjourned the meeting at 3:44 p.m.

ATTEST:

Morris A. Stribling, DPM
Chair, Board of Commissioners

Date

David Nisivoccia
President and CEO

Date



To: Board of Commissioners

Date: August 1, 2019

From: Charles Clack, Committee Chair, Resident Services Committee

Subject: Update and discussion regarding the July 18, 2019, Resident Services Committee Meeting

A Resident Services Committee meeting was held on Thursday, July 18, 2019, in the community room of the H.B. Gonzalez Apartments. Attendees included Board Chair Morris Stribling, DPM, Vice Chair Jessica Weaver, Commissioner Charles Clack, Commissioner Jo-Anne Kaplan, Commissioner Gabriel L. Lopez, Commissioner Marie R. McClure, SAHA President and CEO David Nisivoccia and SAHA staff. The meeting was attended by twenty-four residents. The following items were discussed:

Update and discussion regarding Community Development Initiatives Report

Mr. Adrian Lopez, Director of Community Development Initiatives, reported that there were 1,756 events hosted throughout this fiscal year with over 44,190 residents participating. Mr. Lopez also provided responses to various questions the Board of Commissioners asked regarding the Community Development Initiatives Report.

Update and discussion regarding the Community Development Initiatives Upcoming Events

Mr. Lopez provided a brief summary of the upcoming events for the remainder of the 2019 calendar year.

Update and discussion regarding the Quarterly Client Services Report

Mr. Joel Tabar, Assistant Director of Federal Housing Programs, and Ms. Laura Longoria, Client Services Manager, provided the Quarterly Client Services Report, which contained a breakdown of inquiries submitted by Federal Housing Programs (FHP) clients including Public Housing (PH) residents, Assisted Housing Programs (AHP) clients, and applicants during the months of April - June 2019. The Client Services team received a total of 8,810 phone calls, 968 emails, and 7,458 lobby visits for a total of 17,236 transactions this quarter.



To: Board of Commissioners

Date: August 1, 2019

From: Morris A. Stribling, DPM, Chair, San Antonio Housing Authority Board of Commissioners

Subject: Update and discussion regarding the July 18 2019, Operations and Choice Neighborhood Committee Meeting

An Operations and Choice Neighborhood Committee meeting was held on Thursday, July 18, 2019, in the Community Room of the H.B. Gonzalez Apartments. Attendees included Board Chair Morris A. Stribling, DPM, Vice Chair Jessica Weaver, Commissioner Charles Clack, Commissioner Jo-Anne Kaplan, Commissioner Marie R. McClure, SAHA President and CEO David Nisivoccia and SAHA staff.

The following resolutions were approved to move forward to the Board meeting:

Consideration and appropriate action regarding Resolution 5945, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve Inducement Resolutions for the following proposed tax credit and tax exempt bond financing projects: Alazan Courts, 1604 Flats, Old Pearsall Flats, Trader Flats, Kitty Hawk Flats, and Mira Vista Apartments was presented by Mr. James P. Plummer, Bracewell LLP and Timothy E. Alcott, Real Estate and Legal Services Officer

Consideration and appropriate action regarding Resolution 5947, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the Culebra Crossing transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the membership interest in SAHFC Culebra Crossing LP, LLC; authorizing the financing for such transaction; and other matters in connection therewith was presented by Mr. Scott Brimer, Executive Vice President, Lynd Company and Timothy E. Alcott, Real Estate and Legal Services Officer

Consideration and appropriate action regarding Resolution 5946, authorizing Weal Development, LLC as developer of St. John's Square transaction including: (I) execution of all documentation necessary to carry out transaction; (II) authorizing the Las Varas Public Facility Corporation to serve as prime contractor; (III) to enter into an agreement of limited partnership for St. John's Square; and (IV) obtaining Texas Department of Housing and Community Affairs tax credits for the project and other matters in connection



herewith was presented by Mr. Bill Walters, Coats Rose, P.C. and Timothy E. Alcott, Real Estate and Legal Services Officer

Consideration and appropriate action regarding Resolution 5957, authorizing the resolution of Las Varas Public Facility Corporation to declare its intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (Charity at Springview Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject was presented by Lorraine Robles, Director of Development Services and Neighborhood Revitalization

Consideration and appropriate action regarding Resolution 5958, authorizing the Artisan at Ruiz transaction including: (i) execution of all documentation necessary to carry out the transaction; (ii) a construction loan to ARDC Ruiz, LTD, from Bank of America, N.A. that will convert to a permanent loan from PNC Bank, National Association, which will be assigned to the Federal Home Loan Mortgage Corporation; (iii) the sale of the land and lease of the land from the Housing Authority of the City of San Antonio, Texas (SAHA) to ARDC Ruiz, LTD; (v) authorizing San Antonio Housing Facility Corporation (SAHFC) to serve as the prime contractor; (vi) authorizing ARDC Ruiz GP, LLC to enter into the amended and restated agreement of limited partnership for ARDC Ruiz, LTD.; and (vii) obtaining Texas Department of Housing and Community Affairs tax credits for the project; and other matters in connection therewith was presented Lorraine Robles, Development Services Officer and Neighborhood Revitalization

Consideration and appropriate action regarding Resolution 5948, the San Antonio Housing Authority (SAHA) authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the St. Mary's Tower transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the resolution of Las Varas Public Facility Corporation to issue tax exempt bonds; authorizing the purchase of a membership interest in SAHA St. Mary's Tower, LLC and authorizing the financing for such transaction; and other matters in connection therewith was presented by Mr. Tim Barton, Chief Executive Officer, JMJ Development and Timothy E. Alcott, Real Estate and Legal Services Officer

Consideration and appropriate action regarding Resolution 5941, authorizing the entering into a partnership with Vesta Corporation to acquire three existing Low Income Housing Tax Credit (LIHTC) properties located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land;



retain legal counsel; and any and all actions required to consummate the transaction was presented by Thomas Roth, Director of Asset Management

Consideration and appropriate action regarding Resolution 5940, authorizing the sale of sixty-nine single family homes in the Public Housing scattered site portfolio; and the execution of any and all documents necessary to consummate such transaction was presented by Thomas Roth, Director of Asset Management

Consideration and appropriate action regarding Resolution 5942, authorizing the sale of a vacant residential lot located at 303 Spofford Avenue, San Antonio, TX, to the City of San Antonio at fair market value, and the execution of any and all documents necessary to consummate such transaction was presented by Thomas Roth, Director of Asset Management

Consideration and appropriate action regarding Resolution 5950, authorizing the award of a contract for tree trimming, pruning and removal services to A&S Landscaping Services (HABE, Section 3 Business) for an annual amount not to exceed \$200,000.00; for a period of one year with the option to renew up to four additional one-year terms was presented by Steven Morando, Director of Procurement and General Services and Brandee Perez, Director of Federal Housing Programs

Consideration and appropriate action regarding Resolution 5952, authorizing the award of a contract for property management inspection software to Inspectcheck, LLC, for an annual amount not to exceed \$14,220.00 for year one, \$12,720.00 for year two and year three, and \$13,356.00 for year four and year five; for a period of one year with the option to renew up to four additional one-year terms was presented by Steven Morando, Director of Procurement and General Services and Brandee Perez, Director of Federal Housing Programs

Consideration and appropriate action regarding Resolution 5953, authorizing the award of a contract for rent reasonableness software for Federal Housing Programs to Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business) for an annual amount not to exceed \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four and \$30,858.00 for year five; for a period of one year with the option to renew up to four additional one-year terms was presented by Steven Morando, Director of Procurement and General Services and Brandee Perez, Director of Federal Housing Programs

Consideration and appropriate action regarding Resolution 5954, approving the renewal of Oracle America, Inc. (J.D. Edwards) maintenance and support agreement for an amount not to exceed \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year



four and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms was presented by Steven Morando, Director of Procurement and General Services and Jo Ana Alvarado, Director of Innovative Technology

Consideration and appropriate action regarding Resolution 5955, authorizing the award of a contract to SADA Systems, Inc., through the Department of Information Resources (DIR), for the upgrade of G Suite Business to G Suite Enterprise for an amount not to exceed \$94,500.00, through June 6, 2020 was presented by Steven Morando, Director of Procurement and General Services and Jo Ana Alvarado, Director of Innovative Technology

Consideration and appropriate action regarding Resolution 5956, authorizing the award of a contract for generator maintenance and repair services to Clifford Power Systems for an annual amount not to exceed \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four; for a period of one year with the option to renew up to four additional one-year terms was presented by Steven Morando, Director of Procurement and General Services and Hector Martinez, Director of Construction Services and Sustainability

CHOICE NEIGHBORHOOD

Update and discussion regarding Wheatley Choice Neighborhood activities relating to People, Housing and Neighborhood

Ms. Arrie Porter, Consultant, provided updates regarding the Neighborhood component of the report and announced that the ground-breaking of the linear park is scheduled at the end of August or the early part of September, 2019. Mr. Adrian Lopez, Director of Community Development Initiatives, provided updates regarding the People component of the report and informed the Board that the Endowment Proposal had been submitted and is being reviewed by HUD. Ms. Robles provided a brief update regarding the Wheatley Choice grant budget and reported that most of the funds still remaining would be exhausted by the end of August.

INDIVIDUAL ITEM FOR CONSIDERATION

Update and discussion regarding Insurance Placement for FY2019-2020

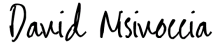
Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting, reported staff renewed and placed all SAHA insurance policies at an increase of eight percent over the last fiscal year. The total amount budgeted for FY2019-2020 was \$3,520,000.00, the operation budget and insurance reserves provides funding for this annual cost.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

BOARD OF COMMISSIONERS

RESOLUTION 5945, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR THE FOLLOWING PROPOSED TAX CREDIT AND TAX EXEMPT BOND FINANCING PROJECTS: ALAZAN COURTS, 1604 FLATS, OLD PEARSALL FLATS, TRADER FLATS, KITTY HAWK FLATS, AND MIRA VISTA APARTMENTS

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David Nisivoccia
President and CEO

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Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5945, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve Inducement Resolutions for the following proposed tax credit and tax exempt bond financing projects: Alazan Courts, 1604 Flats, Old Pearsall Flats, Trader Flats, Kitty Hawk Flats, and Mira Vista Apartments.

FINANCIAL IMPACT:

None at this time. However, in order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board, which is time sensitive and competitive. By authorizing SAHA staff to submit applications early for the aforementioned projects, SAHA increases its chance to obtain the volume cap to complete the projects and benefit from additional revenue.

SUMMARY:

SAHA is seeking authority to file applications relating to our proposed 2020 4% tax credit projects. All 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. SAHA will be applying for volume cap, which will not be awarded until the end of the year, if any volume cap is available. Certain state agencies have the right to use available volume cap before local agencies, and last year the state agencies used almost all of the volume cap and only seven local agency projects received volume cap. Volume cap available to local agencies is awarded on a first come, first served basis, according to when the application is submitted. Therefore, SAHA would need to submit applications as soon as possible. SAHA must also apply for tax credits to the Texas Department of Housing and Community Development. Accordingly, Staff is requesting that the Board authorize these actions so that SAHA may begin the process, but SAHA is **not asking to specifically approve or be bound to these projects. These are non-binding Resolutions.** This will enable us to move forward, make applications for volume cap and tax credits and begin to coordinate the financing and negotiate the specific terms of the deals, which will be brought back for Board approval.

The projects we intend to seek volume cap for are listed below:

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

1. 1604 Lofts, an approximately 330-unit multifamily project located near the corner of I-10 East and 1604, requesting \$38,000,000.00 of volume cap;
2. Old Pearsall Flats, an approximately 345-unit multifamily project located at 9326 S.W. Loop 410, seeking \$41,000,000.00 of volume cap;
3. Traders Flats, an approximately 324-unit multifamily project located at 8671 S.W. Loop 410, seeking \$38,000,000.00 of volume cap;
4. Kitty Hawk Flats, an approximately 240-unit multifamily project located at the north corner of Kitty Hawk and O'Connor Road, seeking \$28,000,000.00 of volume cap;
5. Alazan Courts, an approximately 328-unit second phase on various lots on S. Colorado, Torreon, S. Brazos and West Cesar Chavez Streets, seeking \$44,000,000.00 of volume cap; and
6. Mira Vista Apartments, an approximately 300-unit multifamily project located at 1226 Mira Vista Drive, seeking \$18,000,000.00 of volume cap.

All of these projects will be new construction and will target families at 60% of the area median income. In each of these transactions, Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership, which will own the project.

The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement Resolutions for each of the above projects.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5945

San Antonio Housing Facility Corporation Resolutions: 19FAC-07-24, 19FAC-07-25, 19FAC-07-26, 19FAC-07-27, 19FAC-0728 and 19FAC-07-29

Las Varas Public Facility Corporation Resolutions: 19-LVPFC-07-22, 19-LVPFC-07-23, 19LVPFC-07-24, 19LVPFC-07-25, 19LVPFC-07-26, 19LVPFC-27

Map of Project Locations

**San Antonio Housing Authority
Resolution 5945**

RESOLUTION 5945, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR THE FOLLOWING PROPOSED TAX CREDIT AND TAX EXEMPT BOND FINANCING PROJECTS: ALAZAN COURTS, 1604 FLATS, OLD PEARSALL FLATS, TRADER FLATS, KITTY HAWK FLATS, AND MIRA VISTA APARTMENTS

WHEREAS, one of the San Antonio Housing Authority strategic goals is to expand the supply of affordable housing; and

WHEREAS, a principal financing mechanism for new affordable housing is the 4% low income housing tax credit; and

WHEREAS, Staff has proposed the following six new tax credit projects to be financed in 2020:

1. 1604 Lofts, an approximately 330-unit multifamily project located near the corner of I-10 East and 1604, requesting \$38,000,000.00 of volume cap;
2. Old Pearsall Flats, an approximately 345-unit multifamily project located at 9326 S.W. Loop 410, seeking \$41,000,000.00 of volume cap;
3. Traders Flats, an approximately 324-unit multifamily project located at 8671 S.W. Loop 410, seeking \$38,000,000.00 of volume cap;
4. Kitty Hawk Flats, an approximately 240-unit multifamily project located at the north corner of Kitty Hawk and O'Connor Road, seeking \$28,000,000.00 of volume cap;
5. Alazan Courts, an approximately 328-unit second phase on various lots on S. Colorado, Torreon, S. Brazos and West Cesar Chavez Streets, seeking \$34,000,000.00 of volume cap; and
6. Mira Vista Apartments, an approximately 300-unit multifamily project located at 1226 Mira Vista Drive, seeking \$18,000,000.00 of volume cap; and

WHEREAS, it is necessary to obtain volume cap allocations for tax-exempt bonds and applications for tax credits for each project; and

WHEREAS, it is proposed that Las Varas Public Facility Corporation (LVPFC) apply for volume cap allocation for each project; and

WHEREAS, it is proposed that the San Antonio Housing Facility Corporation (SAHFC) create a limited liability company to serve as the general partner of the partnership, which will own the tax credit project; and

WHEREAS, LVPFC and SAHFC will pass resolutions to induce these projects authorizing the applications needed to finance these projects and to negotiate the terms of such financing, which will be brought back to the Board for final consideration.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approve Resolutions, 19LVPFC-07-18, 19-LVPFC-07-22, 19-LVPFC-07-23, 19-LVPFC-07-24, 19LVPFC-07-25, 19LVPFC-07-26 and 19LPFC-07-27 of LVPFC inducing the proposed Projects and authorizing the applications necessary therefore and the negotiation of the terms of the financing therefore.
- 2) Approve Resolutions 19FAC-07-19, 19FAC-07-24, 19FAC-07-25, 19FAC-07-26, 19FAC-07-27, 19FAC-07-28, and 19FAC-07-29 of SAHFC inducing the proposed Projects and authorizing the applications necessary therefore and the negotiation of the terms of the financing therefore.
- 3) Authorize the President and CEO, or designee, to execute all necessary documents associated therewith.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

**CERTIFICATE FOR RESOLUTION
1604 LOFTS APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19-FAC-07-24, INDUCING THE 1604 FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

(Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-24**

RESOLUTION 19-FAC-07-24, INDUCING THE 1604 FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, 1604 Lofts Ltd., a Texas limited partnership (Partnership), and SAHA 1604 Lofts GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 330-unit multifamily housing facility (Housing Facility) to be located at the northwest corner of Loop 1604 and IH – 10, Converse, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (1604 Lofts Apartments) Series 2020 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (Board) and their respective offices are as follows: and

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

- 1) The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Document.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets

required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

- 3) The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 4) It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that
 - a) (a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).
- 5) This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.
- 6) The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by

the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

- 7) The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.
- 8) If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 9) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.
- 10) All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.
- 11) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 12) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
OLD PEARSALL FLATS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19-FAC-07-25, INDUCING THE OLD PEARSALL FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-25**

RESOLUTION 19-FAC-07-25, INDUCING THE OLD PEARSALL FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Old Pearsall Flats Ltd., a Texas limited partnership (Partnership), and SAHA Pearsall Flats GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 345-unit multifamily housing facility (Housing Facility) to be located at 9326 SW Loop 410, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (the Issuer) issue its Multifamily Housing Revenue Bonds (Old Pearsall Flats Apartments) Series 2020 (the "Bonds") to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$41,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Document.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.**

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated

by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
TRADER FLATS APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19FAC-07-26 INDUCING THE TRADER FLATS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

(the "Resolution") was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-26**

RESOLUTION 19-FAC-07-26, INDUCING THE TRADER FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Trader Flats Ltd., a Texas limited partnership (Partnership), and SAHA Trader Flats GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be located at 8671 SW Loop 410, San Antonio, Texas (the “Land,” together with the Housing Facility, Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (the “Ground Lease”), and (iii) will serve as the general contractor for the Project (the “General Contractor”); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Trader Flats Apartments) Series 2020 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Document.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated

by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
KITTY HAWK FLATS APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19-FAC-07-27, INDUCING THE KITTY HAWK FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-27**

RESOLUTION 19-FAC-07-27, INDUCING THE KITTY HAWK FLATS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Kitty Hawk Flats Ltd., a Texas limited partnership (Partnership), and SAHA Kitty Hawk GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 240-unit multifamily housing facility (Housing Facility) to be located at the north corner of Kitty Hawk and O'Connor Roads, San Antonio, Texas (the "Land," together with the Housing Facility, Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (the "General Contractor"); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Kitty Hawk Flats Apartments) Series 2020 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$28,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Document.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated

by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
ALAZAN COURTS APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

**RESOLUTION 19FAC-07-28 INDUCING THE ALAZAN COURTS
APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL
DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR
SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND
AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND
COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR
LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN
CONNECTION THEREWITH**

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-28**

RESOLUTION 19-FAC-07-28, INDUCING THE ALAZAN COURTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Alazan Courts Ltd., a Texas limited partnership (Partnership), and SAHA Alazan Courts GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 328-unit multifamily housing facility (the “Housing Facility”) to be located on various lots surrounded by South Colorado, Torreon, South Brazos Streets and West Cesar Chavez Boulevard, San Antonio, Texas (the “Land,” together with the Housing Facility, Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (“SAHFC”), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Alazan Courts Apartments) Series 2020 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$44,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Document.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
MIRA VISTA APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19-FAC-07-29, INDUCING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-07-29**

RESOLUTION 19-FAC-07-29, INDUCING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Mira Vista SA Apartments, LP, a Texas limited partnership (Partnership), and SAHA Mira Vista Living GP, LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct an approximately 300-unit multifamily housing facility (Housing Facility) to be located at 1226 Mira Vista Drive, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) enter into a joint venture with a construction company to form an entity that will serve as the general contractor for the Project (Joint Venture); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (the Issuer) issue its Multifamily Housing Revenue Bonds (Mira Vista Apartments) Series 2019 (the Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$28,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, Note Documents); and

WHEREAS, the Partnership, will apply for approximately \$18,000,000.00 in low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute approximately \$18,000,000.00 of equity to the construction of the Project, which will be contributed by a limited partner to be determined at a

later date (Equity Financing) as reflected in the attached Memorandum of Understanding (Memorandum of Understanding) with HomeSpring Realty Partners (Developer); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, Subordinate Loan Documents); and

WHEREAS, SAHFC will enter into the Joint Venture to form an entity that will enter into a construction contract with the Partnership to serve as the general contractor to construct the Project (Construction Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Morris A. Stribling	President and Director
Charles Clack	Vice President and Director
Jo-Anne Kaplan	Director
Gabriel L. Lopez	Director
Sofia A. Lopez	Director
Marie R. McClure	Director
Jessica Weaver	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby approves:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated and the TDHCA Documents and the Memorandum of Understanding, are hereby approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and the Memorandum of Understanding and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or**

potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
1604 LOFTS APARTMENTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19-LVPFC-07-22 CONCERNING THE APPLICATION OF 1604 LOFTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE 1604 LOFTS APARTMENTS, TO BE LOCATED NEAR THE NORTHWEST CORNER OF LOOP 1604 AND IH - 10, CONVERSE, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19LVPFC-07-22**

RESOLUTION 19-LVPFC-07-22 CONCERNING THE APPLICATION OF 1604 LOFTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE 1604 LOFTS APARTMENTS, TO BE LOCATED NEAR THE NORTHWEST CORNER OF LOOP 1604 AND IH - 10, CONVERSE, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, 1604 Lofts Ltd., a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 330-unit multifamily housing facility to be located on the tract shown on the attached map and known as the 1604 Lofts Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$38,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated

pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

- (a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$38,000,000.00;
- (b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (Contracts), providing among other things for payment of

the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

- (c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and
- (d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

- (a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;
- (b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior to or contemporaneously

with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any

necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$38,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
OLD PEARSALL FLATS APARTMENTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

**RESOLUTION 19-LVPFC-07-23 CONCERNING THE APPLICATION OF OLD
PEARSALL FLATS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO
\$41,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND
EQUIPPING OF THE OLD PEARSALL FLATS APARTMENTS, TO BE LOCATED
AT 9326 SW LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN
CONNECTION THEREWITH**

(Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19-LVPFC-07-23**

RESOLUTION 19-LVPFC-07-23 CONCERNING THE APPLICATION OF OLD PEARSALL FLATS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$41,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE OLD PEARSALL FLATS APARTMENTS, TO BE LOCATED AT 9326 SW LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Old Pearsall Flats Ltd., a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 345-unit multifamily housing facility to be located at 9326 SW Loop 410, San Antonio, Texas and known as the Old Pearsall Flats Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$41,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the “Allocation Act”), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” or a “Application for Carryforward for Private Activity Bonds” (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby approves:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$41,000,000.00;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or

advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior

to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions

requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$41,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
TRADER FLATS APARTMENTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

**RESOLUTION 19-LVPFC-07-24 CONCERNING THE APPLICATION OF TRADER
FLATS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO
\$38,000,000.00 OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF
THE TRADER FLATS APARTMENTS, TO BE LOCATED AT 8671 SW LOOP 410,
SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH**

(Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19-LVPFC-07-24**

RESOLUTION 19-LVPFC-07-24 CONCERNING THE APPLICATION OF TRADER FLATS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE TRADER FLATS APARTMENTS, TO BE LOCATED AT 8671 SW LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Trader Flats Ltd., a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 324-unit multifamily housing facility to be located at 8671 SW Loop 410, San Antonio, Texas and known as the Trader Flats Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$38,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby approves:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$38,000,000.00;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (Contracts), providing among other things for payment of the principal of, interest on, redemption

premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (the "State"), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$38,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
KITTY HAWK FLATS APARTMENTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19LVPFC-07-25 CONCERNING THE APPLICATION OF KITTY HAWK LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$28,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE KITTY HAWK APARTMENTS, TO BE LOCATED AT NORTH CORNER OF KITTY HAWK AND O'CONNOR ROADS, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19LVPFC-07-25**

RESOLUTION 19LVPFC-07-25 CONCERNING THE APPLICATION OF KITTY HAWK LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$28,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE KITTY HAWK APARTMENTS, TO BE LOCATED AT NORTH CORNER OF KITTY HAWK AND O'CONNOR ROADS, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Kitty Hawk Flats Ltd., a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 240-unit multifamily housing facility to be located as shown on the attached map, San Antonio, Texas and known as the Kitty Hawk Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$28,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the “Allocation Act”), and various provisions of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” or a “Application for Carryforward for Private Activity Bonds” (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby approves:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$28,000,000.00;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action

and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation,

operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$28,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
ALAZAN COURTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 19LVPFC-07-26 CONCERNING THE APPLICATION OF ALAZAN COURTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$44,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ALAZAN COURTS APARTMENTS, TO BE LOCATED ON VARIOUS LOTS SURROUNDED BY SOUTH COLORADO, TORREON, SOUTH BRAZOS STREETS AND WEST CESAR CHAVEZ BLVD., SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19LVPFC-07-26**

RESOLUTION 19LVPFC-07-26 CONCERNING THE APPLICATION OF ALAZAN COURTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$44,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ALAZAN COURTS APARTMENTS, TO BE LOCATED ON VARIOUS LOTS SURROUNDED BY SOUTH COLORADO, TORREON, SOUTH BRAZOS STREETS AND WEST CESAR CHAVEZ BLVD., SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Alazan Courts Ltd., a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 328-unit multifamily housing facility to be located on various lots surrounded by South Colorado, Torreon, South Brazos Streets and West Cesar Chavez Blvd., San Antonio, Texas and known as the Alazan Courts Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$44,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” or a “Application for Carryforward for Private Activity Bonds” (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby approves:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$44,000,000.00;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be

necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior

to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions

requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$44,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
MIRA VISTA APARTMENTS**

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

**RESOLUTION 19LVPFC-07-27 CONCERNING THE APPLICATION OF MIRA VISTA
SA APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO
\$28,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION,
AND EQUIPPING OF THE MIRA VISTA APARTMENTS, TO BE LOCATED AT
1226 MIRA VISTA DRIVE, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN
CONNECTION THEREWITH**

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 1st day of August 2019.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 19LVPFC-07-27**

RESOLUTION 19LVPFC-07-27 CONCERNING THE APPLICATION OF MIRA VISTA SA APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO \$28,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE MIRA VISTA APARTMENTS, TO BE LOCATED AT 1226 MIRA VISTA DRIVE, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Mira Vista SA Apartments LP, a Texas limited partnership (User), has filed an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 300-unit multifamily housing facility to be located at 1226 Mira Vista Drive, San Antonio, Texas, and known as the Mira Vista Apartments (Project); and (ii) the Issuer file a 2019 and/or 2020 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$28,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act requires that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby approves:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$28,000,000.00;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of

the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2019 and/or 2020 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$28,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 16. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5947, SAN ANTONIO HOUSING AUTHORITY'S AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION TO AUTHORIZE THE CULEBRA CROSSING TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC CULEBRA CROSSING LP, LLC; AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

David Nisivoccia

3609927B75274DC...

David Nisivoccia
President and CEO

DocuSigned by:

Timothy Alcott

D75AC7309C0B400...

Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5947, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the Culebra Crossing transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the membership interest in SAHFC Culebra Crossing LP, LLC; authorizing the financing for such transaction; and other matters in connection therewith.

FINANCIAL IMPACT:

San Antonio Housing Authority's affiliated entity, the SAHFC will be paid a \$250,000.00 closing fee and the greater of (a) 25% of the cash flow after debt service or (b) 25% of the tax savings as a result of the property tax exemption, as a preferred return. SAHFC will also be paid \$25,000.00 as an asset management fee. SAHFC will also receive 25% percent of the value of the transaction when Lynd exits the transaction in year five. It is estimated that the SAHFC will earn \$8,200,000.00 in their first five years of this transaction.

SUMMARY:

The Lynd Company (Lynd) has proposed a public-private partnership with the San Antonio Housing Authority's affiliated entity, the San Antonio Housing Facility Corporation, to construct the Culebra Crossing Development (Culebra Crossing). Lynd is both a real estate developer and property management company. Over the last ten years, Lynd has acquired, divested, managed, developed, underwritten, or brokered directly or indirectly over \$1.5 billion in residential properties. Over the last seven years, LYND has developed approximately \$500M in new developments in San Antonio, Chicago, Denver, Miami, and Austin.

The Clubra Crossing is a proposed 326-unit Class A multifamily rental housing development to be constructed near the intersection of Culebra Road and 1604. The total development costs for the Project are estimated to be \$47,140,798.00 and it will be composed of one-, two- and three-bedroom units ranging in size from 530 square feet to 1,348 square feet. The Project will

feature amenities similar to other Class A multifamily developments in the market, including a clubhouse, pool, and fitness center. Lynd or an affiliate thereof will (i) be the developer for the Project, (ii) will provide all financing and financial guarantees for the Project, and (iii) will market, lease, and manage the Project. Neither SAHA nor SAHFC will have any financial obligations with respect to the Project, except to obtain the property tax exemption.

The SAHFC will own the real estate on which the project is located, the purchase of which will be funded by an upfront lease payment from the partnership. As the project is constructed by the development partnership, it will become the property of the SAHFC. The SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a seventy-five year lease to Culebra Crossing Apartments LP that is jointly owned by an Lynd affiliate. The SAHFC will have a 25% interest in the cash flow received by the project after the payment of preferred returns and debt service. At the end of the 75-year lease, the Project, including all the improvements located on the land, will revert back to the SAHFC, which will own 100% of the Project at that point.

By the SAHFC owning the Project in fee simple, the Project will be eligible to receive a 100% exemption from the payment of ad valorem taxes so long as at least 50% of the total units (163 units) are restricted for rental by residents earning less than 80% of area median income (AMI).

The Project will be constructed pursuant to a construction contract from Culebra Crossing Apartments LP to SAHFC and a sub-general contract to Lynd. This enables the Project to obtain a sales tax exemption on the materials purchased for the Project.

SAHFC will also enter into a development agreement addressing the construction and operation of the Project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5947

Map and Concept Drawings

CERTIFICATE FOR RESOLUTION

The undersigned officer of the Housing Authority of the City of San Antonio, a Texas housing authority created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on August 1, 2019, (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 5947, SAN ANTONIO HOUSING AUTHORITY'S AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION TO AUTHORIZE THE CULEBRA CROSSING TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC CULEBRA CROSSING LP, LLC; AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHA.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5947**

RESOLUTION 5947, SAN ANTONIO HOUSING AUTHORITY AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE CULEBRA CROSSING TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC CULEBRA CROSSING LP, LLC; AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, SAHA's affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) and The Lynd Company (Lynd) propose to enter into a public-private partnership in the form of a limited partnership (Partnership) to acquire and construct a 326-unit Class A multifamily rental housing development to be known as the Culebra Crossing Development (Housing Facility) to be constructed on or near the intersection of Culebra Road and Loop 1604 (Land, together with the Housing Facility, the Project); and

WHEREAS, in connection with the Project, SAHFC will form a limited liability company, which shall be a Partnership limited partner (SAHFC Culebra Crossing LLC); and

WHEREAS, at the request of the Partnership, the SAHFC Culebra Crossing LLC has agreed to serve as a limited partner of the Partnership, and SAHFC has agreed to (i) serve as the sole member of the SAHFC Culebra Crossing LLC in connection with the financing of the Project, (ii) acquire the Land and own the Project and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as the general contractor for the Project; and

WHEREAS, in connection with the financing of the Project, the Partnership may enter into a loan transaction (Loan); and

WHEREAS, in connection with the execution of the Loan, the Partnership, the SAHFC Culebra Crossing LLC and/or SAHFC will be required to enter into certain agreements, which may include, but are not limited to, a Promissory Note, a Construction Loan Agreement, a Deed of Trust, together with a Joinder of Deed of Trust or a Deed of Trust on the fee and various assignments and certificates (Loan Documents); and

WHEREAS, the Partnership will raise and contribute equity to construct the Project (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the SAHFC Culebra Crossing LLC, and/or SAHFC will be required to enter into certain agreements, including but not limited to, a Limited Partnership Agreement, Limited Liability Company Agreement and closing certificates (Equity Documents); and

WHEREAS, to reduce the cost of the Project by eliminating sales tax on the construction of the Project, SAHFC will serve as the general contractor and enter into any required construction contracts and ancillary documents (Construction Documents); and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio, and the community that SAHA serves, for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA and SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) The Project, the various forms of financing contemplated for the Project, including but not limited to, the Equity Financing, Loan, and the terms of the Equity Documents, the Construction Documents, and the Loan Documents, are hereby authorized and approved, when such documents are approved by the officers signing them.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary of SAHFC or any of them, are hereby authorized to execute any and all documentation required for the financing and construction of the Project, including, but not limited to, the Equity Documents, the Construction Documents, the Loan Documents, indemnity agreements and guaranties covering the Land or the Project, and all other documents relating to the Equity Financing, and the Loan to which the Partnership, the SAHFC Culebra Crossing LLC, and/or SAHFC is a party.
- 3) The purchase of the Land, the lease of the Land, the acquisition of membership interest in the SAHFC Culebra Crossing LLC by SAHFC, the acquisition of the partnership interest in the Partnership, and the role of SAHFC as the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary or SAHFC, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.
- 4) The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary of SAHFC, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary or SAHFC, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate

upon the advice of counsel to SAHA and/or SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

- 5) The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
- 6) The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the SAHFC Culebra Crossing LLC and SAHFC for this transaction.
- 7) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 8) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.
- 9) All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.
- 10) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 11) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

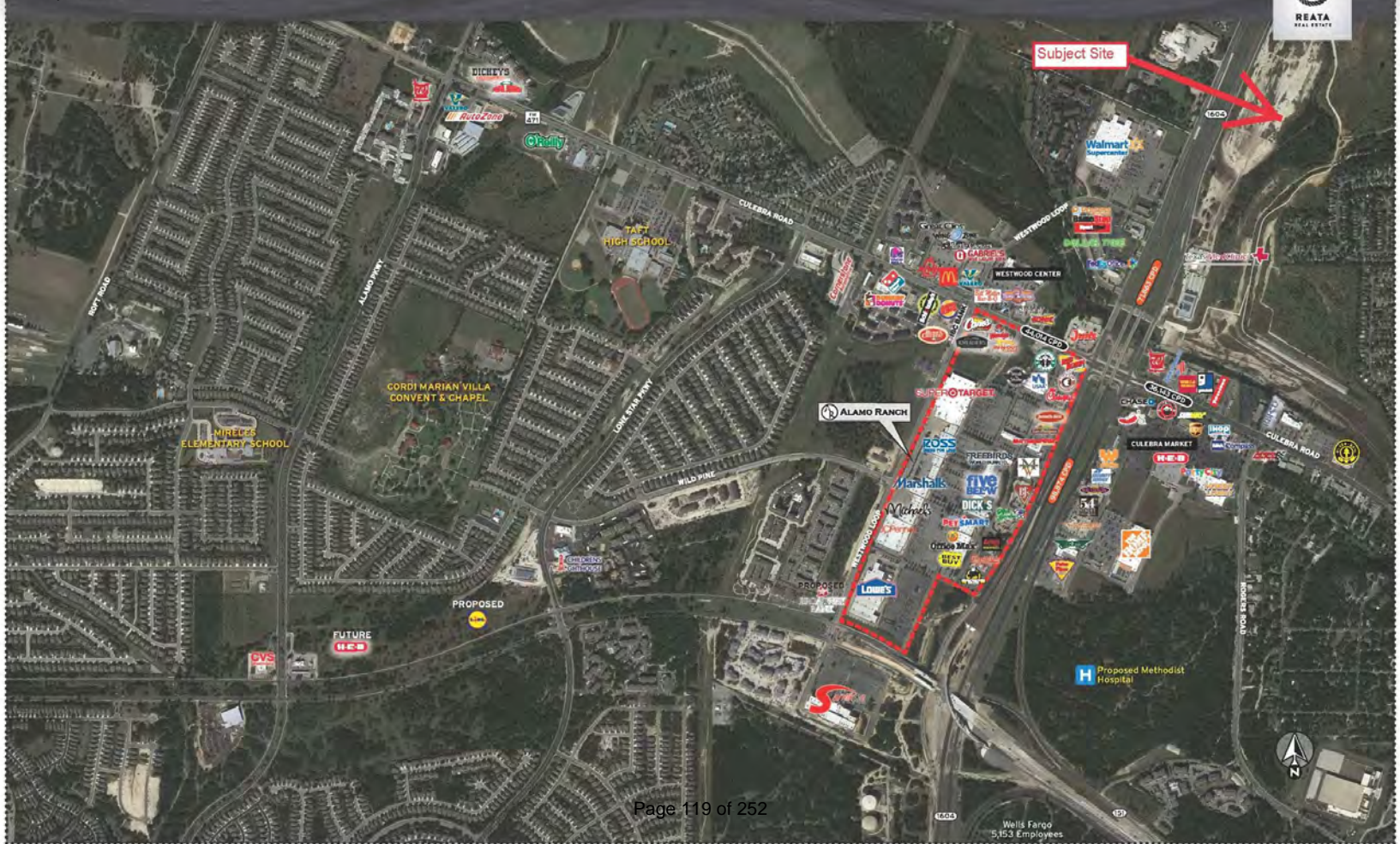
David Nisivoccia
President and CEO



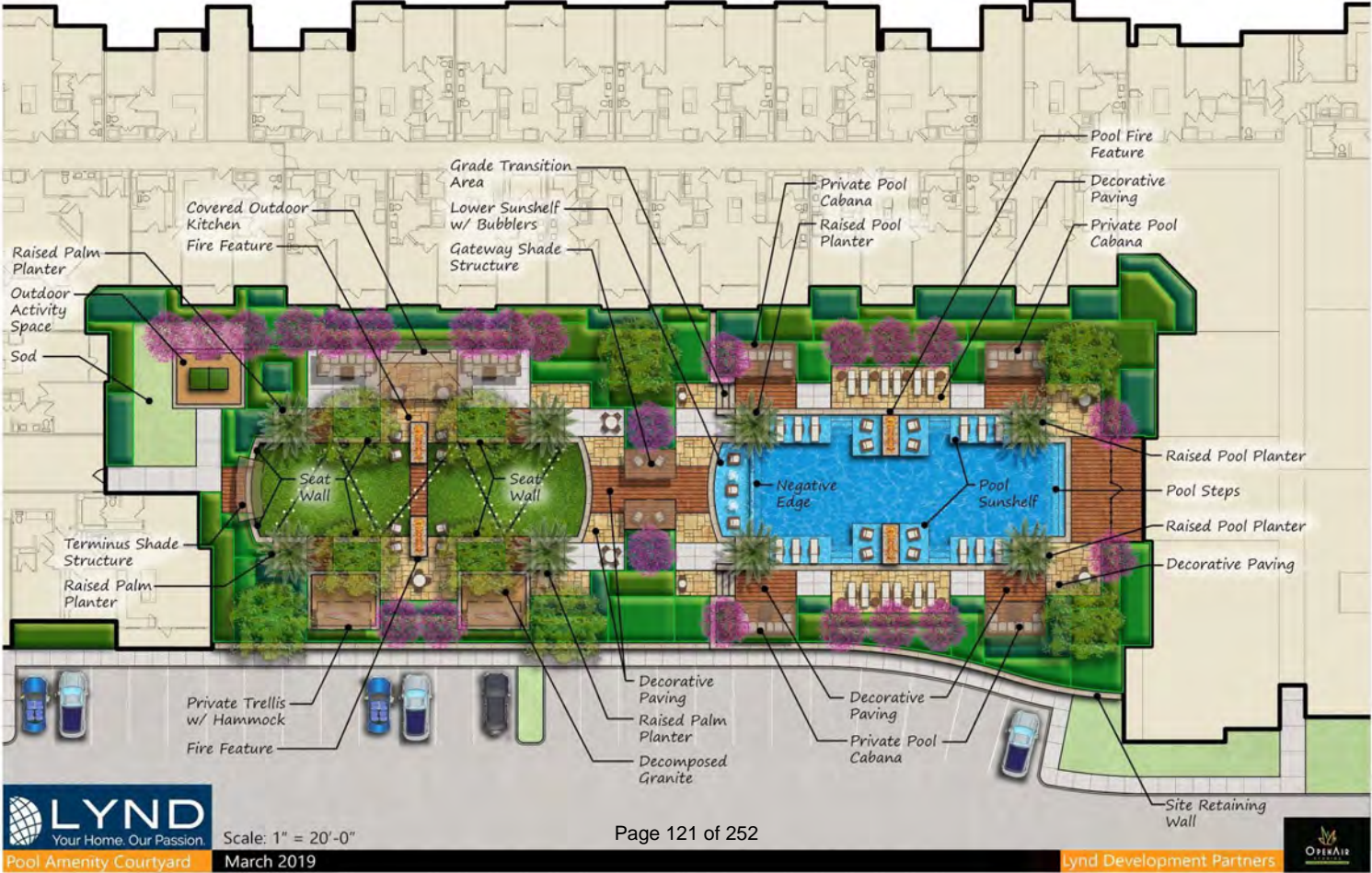




Subject Site









CULEBRA COMMONS
Calculations

Total Acres:	14.133
Buildable Acres:	10.04
Total Units:	320
Carport spaces:	60
Garage spaces:	20
Uncovered spaces:	416
Total Parking:	496
Parking Ratio:	1.55

NOT TO SCALE



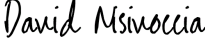






SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5946, AUTHORIZING WEAL DEVELOPMENT, LLC AS DEVELOPER OF ST. JOHN'S SQUARE TRANSACTION INCLUDING: (I) EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT TRANSACTION; (II) AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION TO SERVE AS PRIME CONTRACTOR; (III) TO ENTER INTO AN AGREEMENT OF LIMITED PARTNERSHIP FOR ST. JOHN'S SQUARE; AND (IV) OBTAINING TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS TAX CREDITS FOR THE PROJECT AND OTHER MATTERS IN CONNECTION HERewith

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David Nisivoccia
President and CEO

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Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5946, authorizing Weal Development, LLC as developer of St. John's Square transaction including: (I) execution of all documentation necessary to carry out transaction; (II) authorizing the Las Varas Public Facility Corporation to serve as prime contractor; (III) to enter into an agreement of limited partnership for St. John's Square; and (IV) obtaining Texas Department of Housing and Community Affairs tax credits for the project and other matters in connection herewith.

FINANCIAL IMPACT:

The final deal terms will be presented at a later time to the Board of Commissioners once negotiated.

SUMMARY:

St. John's Square is an 8-story, 251 unit apartment complex proposed on a 1.314 acre existing parking lot at the corner of South St. Mary's Street and East Nueva Street. The project would be Type II Construction with a podium that wraps around a precast concrete 8-level public and private parking garage. Conceptually, this project aims to add to its historic surroundings on the outside while finding elements of contemporary surprise as patrons move inside the building. These surprises are defined with pops of color, tactile elements, and well defined common spaces sprinkled throughout the building. The project was inspired by the consistent "base, body, cap" striations seen across downtown San Antonio. This horizontal focus is further defined by a gradient of textures moving up the building, as well as subtle setbacks at each level. Being such a primary focal point along the St. Mary's Street and Nueva Street views from downtown, the design of the project aims to elegantly anchor the street-scape formally, while also adding new life to this critical intersection. The project offers four different scales of street and community building activity: 1) Retail and Restaurant at ground floor; 2) Walk-up "brownstone" Units at ground floor; 3) Studio units with "back patios"; and 4) Community spaces on each level. The new development will provide a mix of one-, two- and three-bedroom units with appropriate design considerations and amenities.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

Weal Development, LLC will partner with the San Antonio Housing Authority, which will benefit both entities. The partnership will receive the benefit of the Las Varas Public Facility Corporation's ad valorem tax exemption, as well as its sales tax exemption, and the agency will add units to its affordable housing portfolio, enabling the agency to serve more residents and further its mission. Weal Development, LLC will provide ongoing guarantees and long term property management.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENT:

Resolution 5946

Map

**San Antonio Housing Authority
Resolution 5946**

RESOLUTION 5946, AUTHORIZING WEAL DEVELOPMENT, LLC AS DEVELOPER OF ST. JOHN'S SQUARE TRANSACTION INCLUDING: (I) EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT TRANSACTION; (II) AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION TO SERVE AS PRIME CONTRACTOR; (III) TO ENTER INTO AN AGREEMENT OF LIMITED PARTNERSHIP FOR ST. JOHN'S SQUARE; AND (IV) OBTAINING TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS TAX CREDITS FOR THE PROJECT AND OTHER MATTERS IN CONNECTION HERewith

WHEREAS, Weal Development, LLC has proposed a development for affordable, multifamily rental housing located at the corner of South St. Mary's Street and East Nueva Street in the City of San Antonio; and

WHEREAS, at the request of Weal Development, LLC, the Las Varas Public Facility Corporation agreed to serve as the sole member of the General Partner of the Partnership in connection with the financing; and

WHEREAS, Weal Development, LLC and the San Antonio Housing Authority have submitted an application to the Texas Department of Housing and Community Affairs (TDHCA) for four percent Housing Tax Credits for St. John's Square; and

WHEREAS, the Board of Commissioners has determined that it is in the public's interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transaction described above so that the partners may construct the project; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and determined that the action herein is in furtherance of the public purposes of Las Varas Public Facility Corporation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Confirms that it supports the proposed St. John's Square located at the corner of South St. Mary's Street and East Nueva Street in the City of San Antonio, TX, and that this formal action has been taken to put on record the opinions expressed by the San Antonio Housing Authority.
- 2) Approves Resolution 5946, authorizing Weal Development, LLC as developer of St. John's Square transaction including: (I) execution of all documentation necessary to carry out transaction; (II) authorizing the Las Varas Public Facility Corporation to serve as prime contractor; (III) to enter into an agreement of limited partnership for St. John's Square; and (IV) obtaining Texas Department of Housing and Community Affairs tax credits for the project and other matters in connection herewith.

- 3) Authorizes the following officers, or any one of them acting alone without the joinder of any other officer, to execute the Application and all necessary documents and extensions related thereto on behalf of the San Antonio Housing Authority and/or Las Varas Public Facility Corporation.

<u>Name</u>	<u>Title</u>
David Nisivoccia	President/CEO
Timothy Alcott	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Morris A. Stripling	Chairman
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Commissioner
Gabriel L. Lopez	Commissioner
Sofia A. Lopez	Commissioner
Charles Clack	Commissioner
Marie R. McClure	Commissioner

Passed and approved the 1st day of August 2019.

Morris A. Stripling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Map of St. John's Square

1



St. John's Square
SAN ANTONIO, TX

Concept Design - Not for regulatory approval, permitting, or construction

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5957, AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (CHARITY AT SPRINGVIEW APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

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David Nisivoccia

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David Nisivoccia**President and CEO**

DocuSigned by:

Timothy Alcott

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Timothy E. Alcott**Real Estate and Legal Services Officer****REQUESTED ACTION:**

Consideration and approval regarding Resolution 5957, authorizing the resolution of Las Varas Public Facility Corporation to declare its intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (Charity at Springview Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject.

FINANCIAL IMPACT:

The bonds will assist with financing of the Project. The total financing will be brought to the Board of Commissioners for approval at a later date.

SUMMARY:

Las Varas Public Facility Corporation (LVPFC) was created by the San Antonio Housing Authority pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code. Part of the financing for the Project will be through 4% tax credits. To issue 4% tax credits, LVPFC must first apply for an allocation of volume cap for private activity bonds, which if received, leads to a non-competitive application process for the 4% tax credits.

To promote certain private activities (which are deemed to benefit the public), each state is authorized to allow the issuance of a set amount of private activity "volume cap" tax-exempt bonds. The volume cap bonds can be allocated to finance multifamily housing projects. Projects that are financed (whether new construction or acquisition/rehab) in part by tax exempt bonds are eligible for 4% tax credits.

LVPFC will seek approval to take non-binding preliminary action to apply to the Texas Bond Review Board for volume cap in the amount of up to \$20,000,000.00 and to apply for 4% Tax Credits to finance the costs of the acquisition, rehabilitation and equipping of multifamily housing residential facility by ARDC Springview, Ltd., or an affiliated Texas limited partnership, to be located at approximately 210 South Grimes Street, San Antonio, Texas 78203, and to be known as the Charity at Springview Apartments.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5957

Map

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Authority (Authority) hereby certifies as follows:

1. The Board of Commissioners of the San Antonio Housing Authority (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, was a written

RESOLUTION 5957, AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (CHARITY AT SPRINGVIEW APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

the Resolution was duly introduced for the consideration of the Board of Commissioners and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's Meeting Minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5957**

RESOLUTION 5957, AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (CHARITY AT SPRINGVIEW APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

WHEREAS, the Las Varas Public Facility Corporation (Issuer) was created by the San Antonio Housing Authority (Sponsor) pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (Act); and

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) The Issuer's Resolution Declaring Intent to Issue Bonds to Provide Financing for a Multifamily Residential Rental Development for Persons of Low and Moderate Income (Charity at Springview Apartments); Prescribing Certain Terms and Conditions of Such Bonds; Authorizing the Filing of an Application with the Texas Bond Review Board; and Containing Other Provisions Relating to the Subject to be adopted by the Issuer on August 1, 2019, a copy of which is attached hereto as Exhibit A- Resolution 19LVPFC-07-21 and made a part hereof for all purposes, is hereby specifically approved.
- 2) The approval herein given is in accordance with the provisions of the Act and is not to be construed as any undertaking by the Sponsor, and the Bonds shall never constitute an indebtedness or pledge of the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas, within the meaning of any constitutional or statutory provision, and the holder of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas except those revenues assigned and pledged by the Issuer in the Indenture of Trust referenced in the Issuer Resolution.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

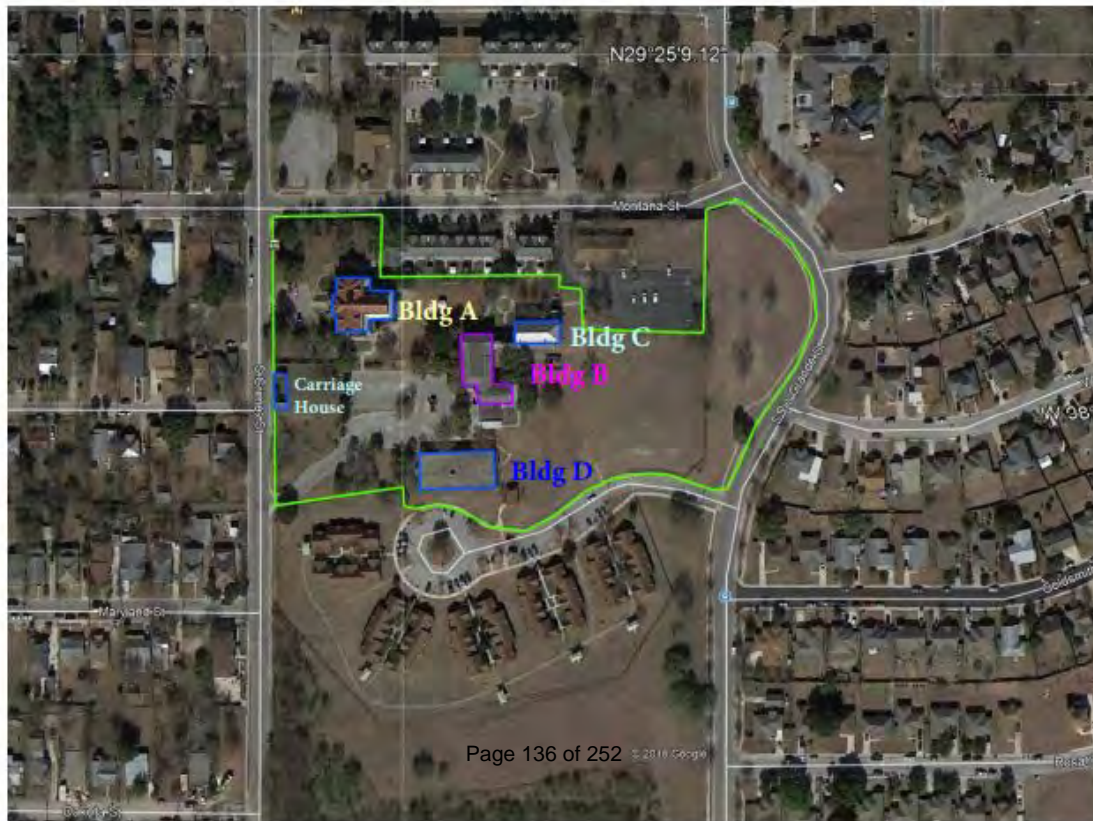
CHARITY AT SPRINGVIEW MAP

Approximately 7.83 acres on the North East Quadrant of Hedges and Grimes, San Antonio, TX



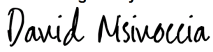
CHARITY AT SPRINGVIEW MAP

Approximately 7.01 acres (including historic building structures on the South East Quadrant of Montana and Grimes, San Antonio, TX)



SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5958, AUTHORIZING THE ARTISAN AT RUIZ TRANSACTION INCLUDING: (i) EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (ii) A CONSTRUCTION LOAN TO ARDC RUIZ, LTD., FROM BANK OF AMERICA, N.A. THAT WILL CONVERT TO A PERMANENT LOAN FROM PNC BANK, NATIONAL ASSOCIATION, WHICH WILL BE ASSIGNED TO THE FEDERAL HOME LOAN MORTGAGE CORPORATION; (iii) THE SALE OF THE LAND AND LEASE OF THE LAND FROM THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO, TEXAS, OR ITS DESIGNEE (SAHA), TO ARDC RUIZ, LTD.; (v) AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO SERVE AS THE PRIME CONTRACTOR; (vi) AUTHORIZING ARDC RUIZ GP, LLC TO ENTER INTO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP FOR ARDC RUIZ, LTD.; AND (vii) OBTAINING TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS TAX CREDITS FOR THE PROJECT; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

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David Nisiovoccia
President and CEO

DocuSigned by:

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Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5958, authorizing the Artisan at Ruiz transaction including: (i) execution of all documentation necessary to carry out the transaction; (ii) a construction loan to ARDC Ruiz, LTD, from Bank of America, N.A. that will convert to a permanent loan from PNC Bank, National Association, which will be assigned to the Federal Home Loan Mortgage Corporation; (iii) the sale of the land and lease of the land from the Housing Authority of the City of San Antonio, Texas, or its designee (SAHA), to ARDC Ruiz, LTD; (v) authorizing San Antonio Housing Facility Corporation (SAHFC) to serve as the prime contractor; (vi) authorizing ARDC Ruiz GP, LLC to enter into the amended and restated agreement of limited partnership for ARDC Ruiz, LTD.; and (vii) obtaining Texas Department of Housing and Community Affairs tax credits for the project; and other matters in connection therewith.

FINANCIAL IMPACT:

The total project cost is expected to be \$18,972,000.00 or \$186,000.00 per unit. The developer is Franklin Development Properties, Ltd. (Franklin). Franklin or an affiliate will provide any guarantees of construction, completion, operating deficit and tax credit delivery. The required permanent loan debt service ratio for Artisan at Ruiz is 1.15.

The total developer fee is \$2,159,000.00 and 30% of the fee will be deferred. SAHFC's developer fee is approximately \$539,750.00 (25% of the total developer fee). After payment of tax credit shortfall payments, if any; amounts owed to the investor limited partner, Bank of America, N.A. (Investor), due to advances that are due to restoration after a casualty, if any, the Asset Management Fee (\$5,000.00), and deferred developer fee, the Partnership Management Fee will be paid to Franklin and the General Partner from the project's cash flow. After the Partnership Management Fee is paid and the operating reserve is funded up to approximately \$282,633.00, the Incentive Management Fee (no less than 12% of the gross revenue of ARDC

Ruiz, Ltd. for such fiscal year) will be paid to ARDC Ruiz GP, LLC. Any further distributions of cash flow to Franklin and the General Partner will be split 50/50.

The pro forma and Texas Department of Housing and Community Affairs underwriting report for the project are attached.

SUMMARY:

The project will consist of 102 family units, the entirety of which will be reserved for rental to families earning 60% or less of area median income. Specifically, eleven efficiency units will be reserved for rental to individuals earning 30% or less of area median income, forty-one two-bedroom units will be reserved for rental to families earning 50% or less of area median income, and fifty three bedroom units will be reserved for rental to families earning 60% or less of area median income. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

The project will be financed by a construction loan from Bank of America, N.A. in an amount not to exceed \$16,000,000.00 as a construction loan, which will convert to a permanent loan in the approximate amount of \$7,046,000.00. Equity contributions from an affiliate of Bank of America, N.A., as an investor limited partner, will also be used to finance the construction and long-term operations. Investor has issued a commitment to purchase the project tax credits at an equity price of \$0.95 per credit dollar, for a total projected equity contribution of \$14,284,575.00.

SAHA is targeting a closing date of August 15, 2019.

SAHA will enter into the construction contract upon the closing of the construction loan and immediately, thereafter, will issue the general contractor a Limited Notice to Proceed. SAHA is doing this to ensure substantial completion of the Project by December 31, 2020, which is required to maintain the tax credits.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5958

Map

Franklin/SAHA Term Sheet

**San Antonio Housing Authority
Resolution 5958**

RESOLUTION 5958, AUTHORIZING THE ARTISAN AT RUIZ TRANSACTION INCLUDING: (i) EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (ii) A CONSTRUCTION LOAN TO ARDC RUIZ, LTD., FROM BANK OF AMERICA, N.A. THAT WILL CONVERT TO A PERMANENT LOAN FROM PNC BANK, NATIONAL ASSOCIATION, WHICH WILL BE ASSIGNED TO THE FEDERAL HOME LOAN MORTGAGE CORPORATION; (iii) THE SALE OF THE LAND AND LEASE OF THE LAND FROM THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO, TEXAS, OR ITS DESIGNEE (SAHA), TO ARDC RUIZ, LTD.; (v) AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO SERVE AS THE PRIME CONTRACTOR; (vi) AUTHORIZING ARDC RUIZ GP, LLC TO ENTER INTO THE AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP FOR ARDC RUIZ, LTD.; AND (vii) OBTAINING TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS TAX CREDITS FOR THE PROJECT; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas, a municipal housing authority, organized under the laws of the State of Texas (Housing Authority), wishes to cause the construction of a 102 unit multi-family housing apartment complex to be located in San Antonio, Bexar County, Texas, constructed as housing for low-income persons and known as Artisan at Ruiz (Project); and

WHEREAS, a limited company was formed and is known as ARDC Ruiz GP, LLC, a Texas limited liability company (Company); and

WHEREAS, San Antonio Housing Facility Corporation, a Texas nonprofit and public facility corporation (SAHFC) is a sponsored affiliate of the Housing Authority, which was organized, in part, "to assist and to act as the instrumentality of the Housing Authority of the City of San Antonio, Texas ...in providing decent, safe, and sanitary housing for persons of low and moderate income..."; and

WHEREAS, SAHFC is the sole member of the Company, which is the general partner of ARDC Ruiz, Ltd., a Texas limited partnership (Partnership), that was formed to develop, own and operate the Project; and

WHEREAS, for the purpose of carrying out the Project, the Housing Authority intends to acquire that certain real property located at 1507 Ruiz Street in San Antonio, Texas (Land), pursuant to a purchase and sale agreement (Purchase Agreement), upon which Land, the Project will be constructed, and lease the Property to the Partnership pursuant to a seventy-five year ground lease (Ground Lease) by and between the Housing Authority and the Partnership; and

WHEREAS, in connection with the financing and development of the Project, various project participants (Project Participants) shall require the Housing Authority to execute and deliver certain documents, instruments, and agreements, including, without limitation, the Ground Lease, and one or more loan agreements, promissory notes, indentures, regulatory agreements and/or restrictive covenants affecting the Property, environmental indemnity agreements, replacement and/or other reserve agreements, subordination and/or intercreditor agreements, assignments, and any other documents evidencing or reasonably required by any of the Project Participants in connection with the Ground Lease and the development of the Project (Project Documents).

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) Resolution 5958, authorizing the Artisan at Ruiz transaction including: (i) execution of all documentation necessary to carry out the transaction; (ii) a construction loan to ARDC Ruiz, LTD, from Bank of America, N.A. that will convert to a permanent loan from PNC Bank, National Association, which will be assigned to the Federal Home Loan Mortgage Corporation; (iii) the sale of the land and lease of the land from the Housing Authority of the City of San Antonio, Texas, or its designee (SAHA), to ARDC Ruiz, LTD; (v) authorizing San Antonio Housing Facility Corporation (SAHFC) to serve as the prime contractor; (vi) authorizing ARDC Ruiz GP, LLC to enter into the amended and restated agreement of limited partnership for ARDC Ruiz, LTD.; and (vii) obtaining Texas Department of Housing and Community Affairs tax credits for the project; and other matters in connection therewith.
- 2) That the foregoing recitals are incorporated herein, made a part hereof, and approved, confirmed and ratified in all respects.
- 3) That the Ground Lease and the entirety of the Project Documents, are all approved and that the Housing Authority may and shall undertake all of the duties and obligations imposed therein in furtherance of the Project.
- 4) That any officer or commissioner including, without limitation, the President and CEO (Authorized Representative) of the Housing Authority be and hereby is authorized, empowered and directed, on behalf of the Housing Authority, to execute and deliver the Ground Lease and the Project Documents and to take such actions as are necessary to cause the Housing Authority to perform the duties and obligations imposed by any of them, and to execute such additional documents, agreements and instruments as the Authorized Representative may deem necessary or appropriate in connection with the matters authorized in the foregoing resolutions in its sole discretion, and that the execution by such Authorized Representative of any documents, agreements or instruments or the performance of any such actions shall be conclusive evidence of such Authorized Representative's authority to take such actions or execute such documents, agreements or instruments on behalf of the Housing Authority.
- 5) That any and all acts heretofore taken by an Authorized Representative in connection with the matters authorized by the foregoing resolutions are hereby ratified, confirmed, and approved by the Board of Commissioners of the Housing Authority.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Map - Artisan at Ruiz



OPPORTUNITY **LIVES HERE**
@HousingSAT

Artisan at Ruiz Rendering



OPPORTUNITY **LIVES HERE**
@HousingSAT



Ruiz PROPOSED 9% TERM SHEET

Purpose	To enter into a partnership with San Antonio Housing Facility Corporation ("SAHA") to construct 102 units on vacant land.
Developer	Franklin Development Properties, Ltd. ("Developer"). Developer will develop, construct and manage the community.
Ownership Structure	Partnership is to-be-formed for the purpose of owning the Development ("Partnership").
Partners	A single-purpose entity created/affiliated with SAHA will be the sole general partner ("General Partner"). Developer may designate an affiliate to serve as a special limited partner ("Class B LP") and Equity Investor as limited partner ("Investor, LP"). Franklin Construction will construct the property.
Property	Approximately 4.139 acres, consisting of three separate tracts, as shown on Exhibit A
Financing	As approved by both Guarantor and SAHA
Guarantees	Developer or affiliate will provide any guarantees of construction, completion, operating deficit and tax credit delivery. While providing guarantees, Developer or affiliate will retain final approval rights on issues that would affect the guarantee ,with such approval not unreasonably withheld.
Developer Fee	75% to Developer; 25% to SAHA
Management	Franklin Apartment Management will manage the property within the terms of the agreed upon Management Agreement and, at a minimum, during the term a Franklin affiliate is providing guarantees.
Construction	SAHA and Franklin Construction will enter into a Joint Venture agreement for the purpose of qualifying for the Sales Tax Exemption. Franklin Construction will provide Construction services for fees not to exceed 6% Profit, 2% Overhead and 6% General Conditions.
Priority Distributions	50% General Partner and 50% Class B LP
Net Cash Flow	50% General Partner and 50% Class B LP



Exhibit A
Ramert Tract




Exhibit B
Huerta Tract

DELGADO ST.

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SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5948, SAN ANTONIO HOUSING AUTHORITY (SAHA) AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE ST. MARY'S TOWER TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO ISSUE TAX EXEMPT BONDS; AUTHORIZING THE PURCHASE OF A MEMBERSHIP INTEREST IN SAHA ST. MARY'S TOWER, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

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David Nisivoccia
 President and CEO

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Timothy E. Alcott
 Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5948, the San Antonio Housing Authority (SAHA) authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the St. Mary's Tower transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the development and construction of the apartments and the lease of such apartments; authorizing the resolution of Las Varas Public Facility Corporation to issue tax exempt bonds; authorizing the purchase of a membership interest in SAHA St. Mary's Tower, LLC and authorizing the financing for such transaction; and other matters in connection therewith.

FINANCIAL IMPACT:

San Antonio Housing Authority's affiliated entity, the SAHFC will be paid a \$250,000.00 closing fee and the greater of (a) the sum of i) 25% of any and all developer fees (both deferred and current pay), plus ii) the cash flow after debt service; or (b) 25% of the tax savings, as a result of the property tax exemption as a preferred return. SAHFC will also be paid \$25,000.00/year as an asset management fee. SAHFC will also receive 25% percent of the net value of the transaction when JMJ Development, LLC, the Developer (JMJ), exits the transaction. It is estimated that SAHFC will earn over \$6.9 million in their first ten years of this transaction.

SUMMARY:

JMJ has proposed a public-private partnership with SAHA's affiliated entity, SAHFC, to construct the St. Mary's Tower development (St. Mary's Tower or Project). JMJ is a real estate developer with a nearly 30-year history as a diversified, full service real estate firm that is active in the development of hotel, residential and multifamily properties. JMJ has developed nearly \$2.5 billion in assets and over 12-million square feet, making it one of the largest privately held development companies in the United States. JMJ is also developing the La Villita Tower on the

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

San Antonio, Riverwalk, adjacent to St. Mary's Tower. La Villita Towers is a "market rate," 24-story tower containing 226 units with ground level retail spaces.

The St. Mary's Tower is a proposed 24-story, 250-unit Class A multifamily rental housing development to be constructed at 126 Villita Street, at the corner of La Villita and St. Mary's Street. The total development costs for the Project are estimated to be \$63,447,368.00 and it will be composed of one- and two-bedroom units ranging in size from 485-square feet to 1150-square feet. The Project will feature amenities similar to other Class A multifamily developments in the market, including a clubhouse, pool, and fitness center. JMJ, or an affiliate thereof, will (i) be the developer for the Project, (ii) will provide all financing and financial guarantees for the Project, and (iii) will either directly (or through a third Party Management firm) market, lease and manage the Project. Neither SAHA, nor SAHFC, will have any financial obligations with respect to the Project, except to obtain the property tax exemption.

SAHFC will own the real estate on which the Project is located. JMJ is approaching the local Tax Increment Reinvestment Zone (TIRZ), the City of San Antonio and Bexar County in an effort to discuss payment and funding options relative to the land acquisition and infrastructure funding, including a 290-space structured parking garage. As the Project is constructed by the development partnership, it will become the property of the SAHFC. The SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a 75-year ground lease with St. Mary's Tower, LP (St. Mary's Partnership) that is jointly owned by SAHFC and a JMJ affiliate. The SAHFC will have a 25% interest in the cash flow received by the St. Mary's Partnership after the payment of preferred returns and debt service. At the end of the 75-year lease, the Project, including all the improvements located on the land, will revert back to the SAHFC, which will then own 100% of the Project at that point. Both JMJ and SAHFC will have buy-sell provisions relative to the St. Mary's Partnership.

By the SAHFC owning the Project in fee simple, the Project will be eligible to receive a 100% exemption from the payment of ad valorem taxes so long as at least 50% of the total units (125 units) are restricted for rental by residents earning less than 80% of area median income (AMI).

Las Varas Public Facility Corporation will issue housing revenue bonds for the development costs to include acquisition, construction, equipping, and improvement of the project, funding a debt service or other reserve fund for the project, and paying expenses and costs in connection with the issuance of the bonds.

The Project will be constructed pursuant to a construction contract from the St. Mary's Partnership to SAHFC, and a sub-general contract to JMJ. This enables the Project to obtain a sales tax exemption on the materials purchased for the Project. SAHFC will also enter into a development agreement with JMJ addressing the construction and operation of the Project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5948

Map and Concept Drawings

CERTIFICATE FOR RESOLUTION

The undersigned officer of the Housing Authority of the City of San Antonio, a Texas housing authority created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on July 18, 2019, (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 5948, SAN ANTONIO HOUSING AUTHORITY (SAHA) AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE ST. MARY'S TOWER TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO ISSUE TAX EXEMPT BONDS ; AUTHORIZING THE PURCHASE OF A MEMBERSHIP INTEREST IN SAHA ST. MARY'S TOWER, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

the (Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHA.

SIGNED AND SEALED this 1st day of August 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5948**

RESOLUTION 5948, SAN ANTONIO HOUSING AUTHORITY (SAHA) AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE ST. MARY'S TOWER TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE RESOLUTION OF LAS VARAS PUBLIC FACILITY CORPORATION TO ISSUE TAX EXEMPT BONDS; AUTHORIZING THE PURCHASE OF A MEMBERSHIP INTEREST IN SAHA ST. MARY'S TOWER, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, SAHA's affiliated entity, SAHFC, and JMJ Development, LLC (JMJ) propose to enter into a public-private partnership in the form of a limited partnership (Partnership) to acquire and construct a 250-unit Class A multifamily rental housing development to be known as the St. Mary's Tower (Housing Facility) to be constructed at 126 Villita Street, at the corner of La Villita and St. Mary's Street (Land and/or Project); and

WHEREAS, in connection with the Project, SAHFC will form a limited liability company, which shall be a Partnership limited partner (SAHFC St. Mary's Tower, LLC); and

WHEREAS, at the request of the Partnership, the SAHFC St. Mary's Tower, LLC has agreed to serve as a limited partner of the Partnership, and San Antonio Housing Facility Corporation (SAHFC) has agreed to (i) serve as the sole member of the SAHFC St. Mary's Tower, LLC in connection with the financing of the Project, (ii) acquire the Land and own the Project and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as the general contractor for the Project; and

WHEREAS, in connection with the financing of the Project, the Partnership may enter into a loan transaction (Loan); and

WHEREAS, in connection with the execution of the Loan, the Partnership, the SAHFC St. Mary's Tower, LLC and/or SAHFC will be required to enter into certain agreements, which may include, but are not limited to, a Promissory Note, a Construction Loan Agreement, a Deed of Trust, together with a Joinder of Deed of Trust or a Deed of Trust on the fee and various assignments and certificates (Loan Documents); and

WHEREAS, the Partnership will raise and contribute equity to construct the Project (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the SAHFC St. Mary's Tower, LLC, and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Limited Partnership Agreement, Limited Liability Company Agreement and closing certificates (Equity Documents); and

WHEREAS, to reduce the cost of the Project by eliminating sales tax on the construction of the Project, SAHFC will serve as the general contractor and enter into any required construction contracts and ancillary documents (Construction Documents); and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio, and the community that SAHA serves, for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA and SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) The Project, the various forms of financing contemplated for the Project, including but not limited to, the Equity Financing, the Loan, and the terms of the Equity Documents, the Construction Documents, and the Loan Documents, are hereby authorized and approved when such documents are approved by the officers signing them.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary of SAHFC or any of them, are hereby authorized to execute any and all documentation required for the financing and construction of the Project, including, but not limited to, the Equity Documents, the Construction Documents, the Loan Documents, indemnity agreements and guaranties covering the Land or the Project, and all other documents relating to the Equity Financing, and the Loan to which the Partnership, the SAHFC St. Mary's Tower LLC, and/or SAHFC is a party.
- 3) The purchase of the Land, the lease of the Land, the acquisition of membership interest in the SAHFC St. Mary's Tower, LLC by SAHFC, the acquisition of the partnership interest in the Partnership, and the role of SAHFC as the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary or SAHFC, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.
- 4) The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary of SAHFC, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary or SAHFC, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHA and/or SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 5) The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by

the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

- 6) The officers of this Board hereby approve the higher of legal counsel to the SAHFC St. Mary's Tower, LLC and SAHFC for this transaction.
- 7) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 8) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.
- 9) All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.
- 10) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 11) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

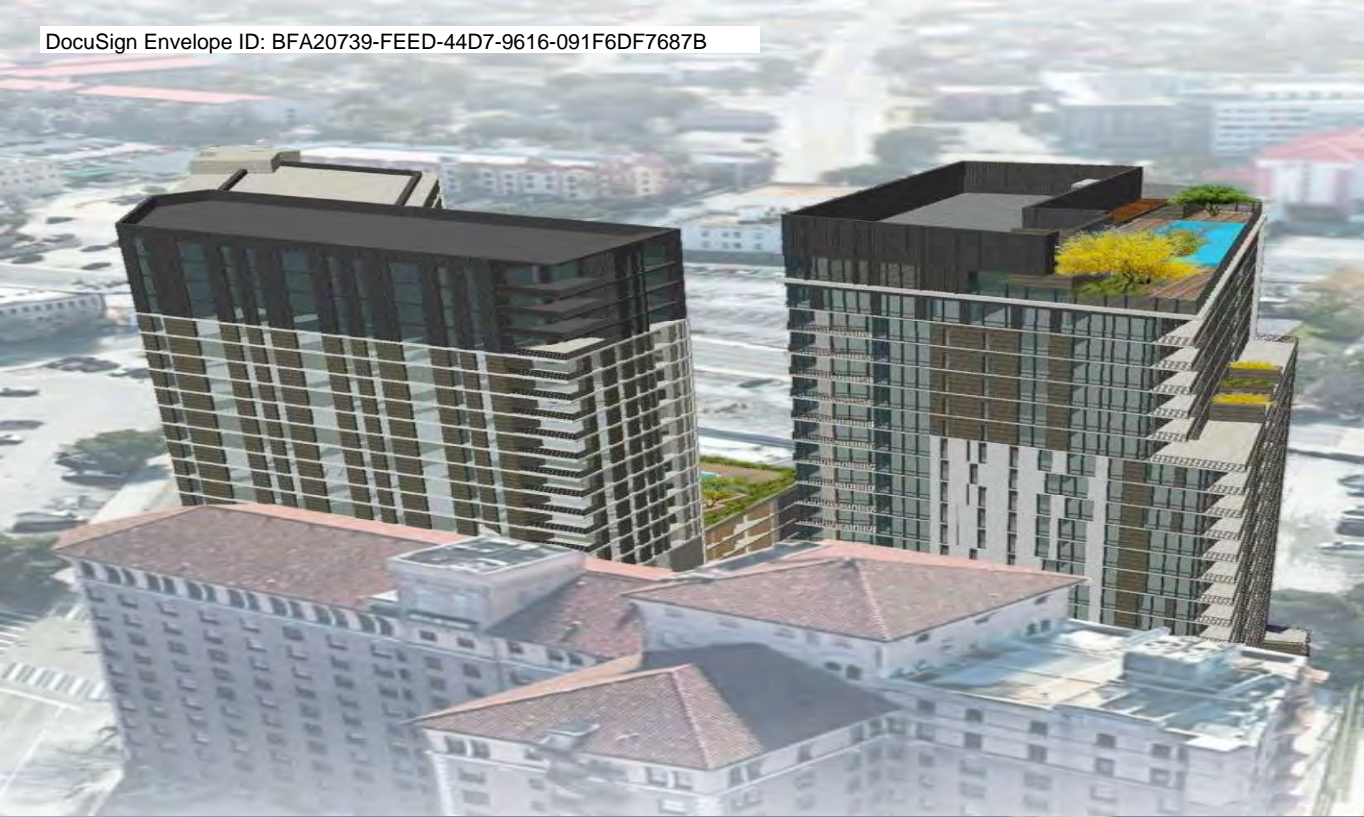
David Nisivoccia
President and CEO



ST. MARY'S TOWER HIGH-RISE AFFORDABLE MULTI-FAMILY

SAN ANTONIO, TEXAS

JULY 2019



ST. MARY'S TOWER

126
VILLITA STREET

SAN ANTONIO
TEXAS

HIGH-RISE
AFFORDABLE
MULTIFAMILY



PROJECT OVERVIEW



SAHA &



SUMMARY

JMJ Development ("JMJ") has expressed its desire to partner with the San Antonio Housing Authority ("SAHA") and Las Varas Public Facilities Corporation (the "PFC") to develop, own and operate 250-affordable, multifamily housing units on land that it controls in downtown San Antonio. The property is located at 126 Villita Street, which is the Southwest corner of Villita and St. Mary's Street.

The St. Mary's Tower will have 17 stories of multifamily sitting on top of a 7-story parking structure (total of 24-stories) and will contain 250, state of the art, high-rise residential housing units. In partnership with SAHA and the PFC, JMJ is seeking to develop a modern design at an exclusive location that will offer 50% of the units for residents at or below 80% of the Bexar County adjusted median income ("AMI") level. By targeting this AMI level, the St. Mary's Tower will be able to offer affordable housing within walking distance for an extremely large population of professional and service-oriented employees working in downtown San Antonio.

In addition to the St. Mary's Tower, JMJ is also developing an adjacent 24-story tower known as the Villita Tower. The Villita Tower will be a companion, market-rate tower which will be located on the San Antonio River Walk and will house 226 multifamily units. As a result of the significant investment and dense development plans, JMJ is also seeking the support from the public sector to fund the purchase of the land and structured parking garage which will be a shared used for both public parking and the residents of the residential towers.

The proposed structure of the transaction as well as the requested public sector support can be found herein. The Public-Private-Partnership will not only establish an immediate pipeline of income for SAHA and the PFC, but will also be an economic development engine for both the city and the county, and will create an affordable housing option that is not otherwise available in downtown San Antonio.

OVERVIEW

LOAN REQUEST

INVESTMENT METRICS

Address	126 Villita Street San Antonio, Texas	Loan Amount	\$54,910,400	Effective Gross Income	\$4,539,919
Parking Spaces	290 / 7-Stories	Loan-to-Cost	87%	Property Operating Expenses	\$1,141,448
Net Rentable Square Feet	186,500	TDHCA Tax Credit Program	Non-Competitive 4% Housing Tax Credits	Net Cash Flow Before Debt Service	\$3,354,331
Number of Units	250	Debt Coverage Ratio	1.24	Return on Cost	5.4%
Average Unit Size	746 Square Feet	Loan Type	Section 220 with LIHTC	Income Restrictions	50% of Units @ 80% AMI

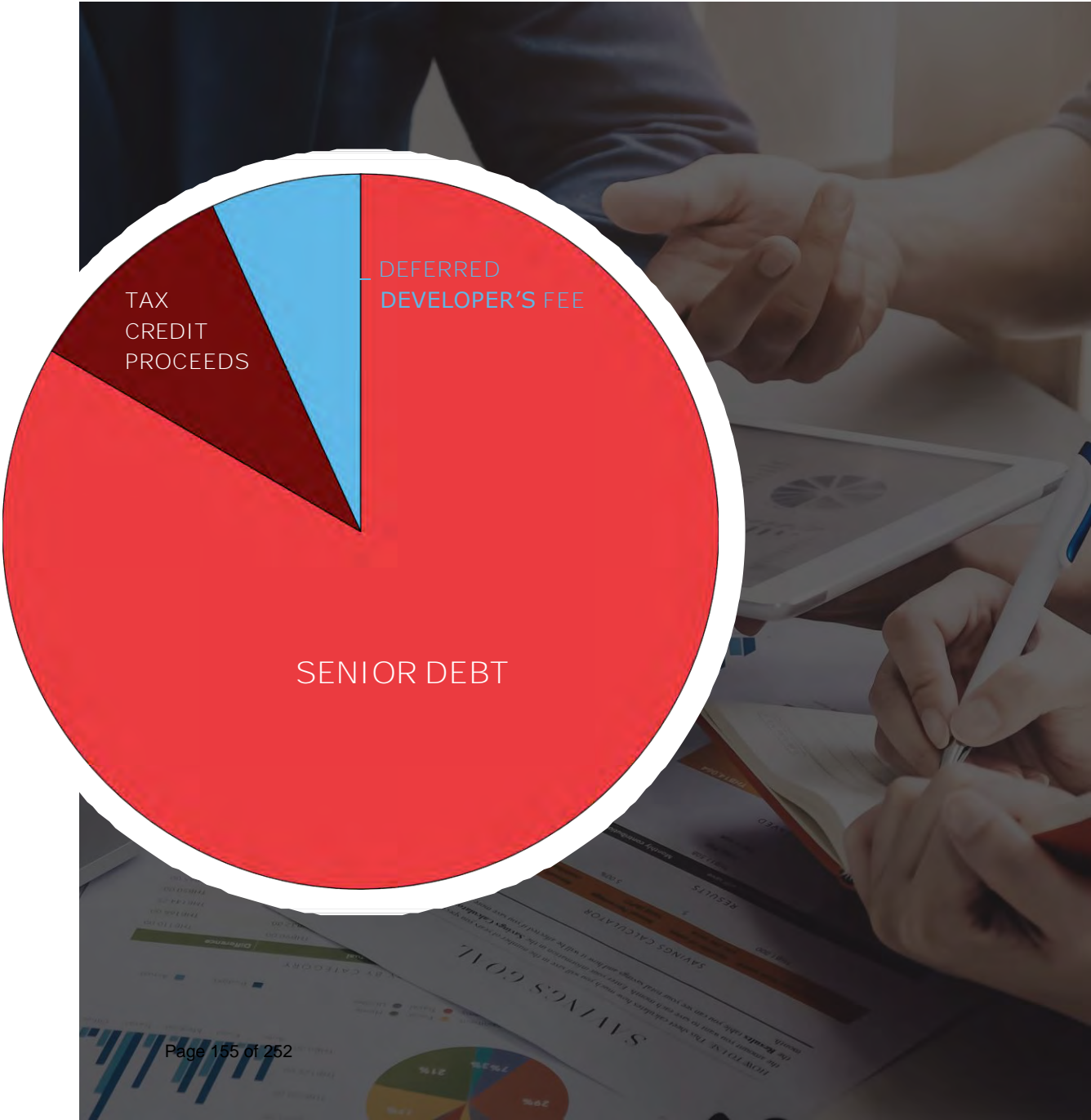


CAPITAL STRUCTURE

SENIOR DEBT	\$54,910,400
TAX CREDIT PROCEEDS	\$ 4,398,622
DEFERRED DEVELOPER’S FEE	\$ 2,709,012
TOTAL	\$62,018,034

DEVELOPMENT BUDGET

LAND	\$	0
PUBLIC INFRASTRUCTURE	\$	0
HARD COSTS	\$41,023,275	
SOFT COSTS	\$10,114,525	
FINANCING COSTS	\$ 5,510,500	
RESERVES & ESCROWS	\$ 5,369,734	
TOTAL	\$62,018,034	



PROPERTY DESCRIPTION



SAHA &



GENERAL PROPERTY FEATURES:

- Secured Building Access
- 24-hour Maintenance/ Trash Service
- Private Storage
- Street Level Management/Leasing
- WiFi Business & Conference Center
- Cyber Bar - Coffee and Juice bar
- Fitness Center
- Roof-top Pool with Lifestyle Social Deck
- Bike Storage & Private Lockers

UNIT FEATURES:

- Private Security Available
- Nest (Smart Phone Enabled) Thermostats
- Spacious European Style Cabinetry
- Premium Countertops
- Island Kitchens
- Walk-in Showers Upgrades
- High Quality Tile/Wood Laminate Flooring
- High Grade Carpeting
- Private Balconies

ST. MARY'S AT A GLANCE

186,500 Net Rentable Sq. Ft., 24 -story

Level 1(Street Level)

- Structured Parking
- Management and Leasing Office
- Bike Storage and Private Lockers

Level 8-24 (Residential)

- 250 Luxury Units Featuring Balconies with Large Floor to Ceiling Windows

Level 7 (Amenities)

- Rooftop pool and social deck



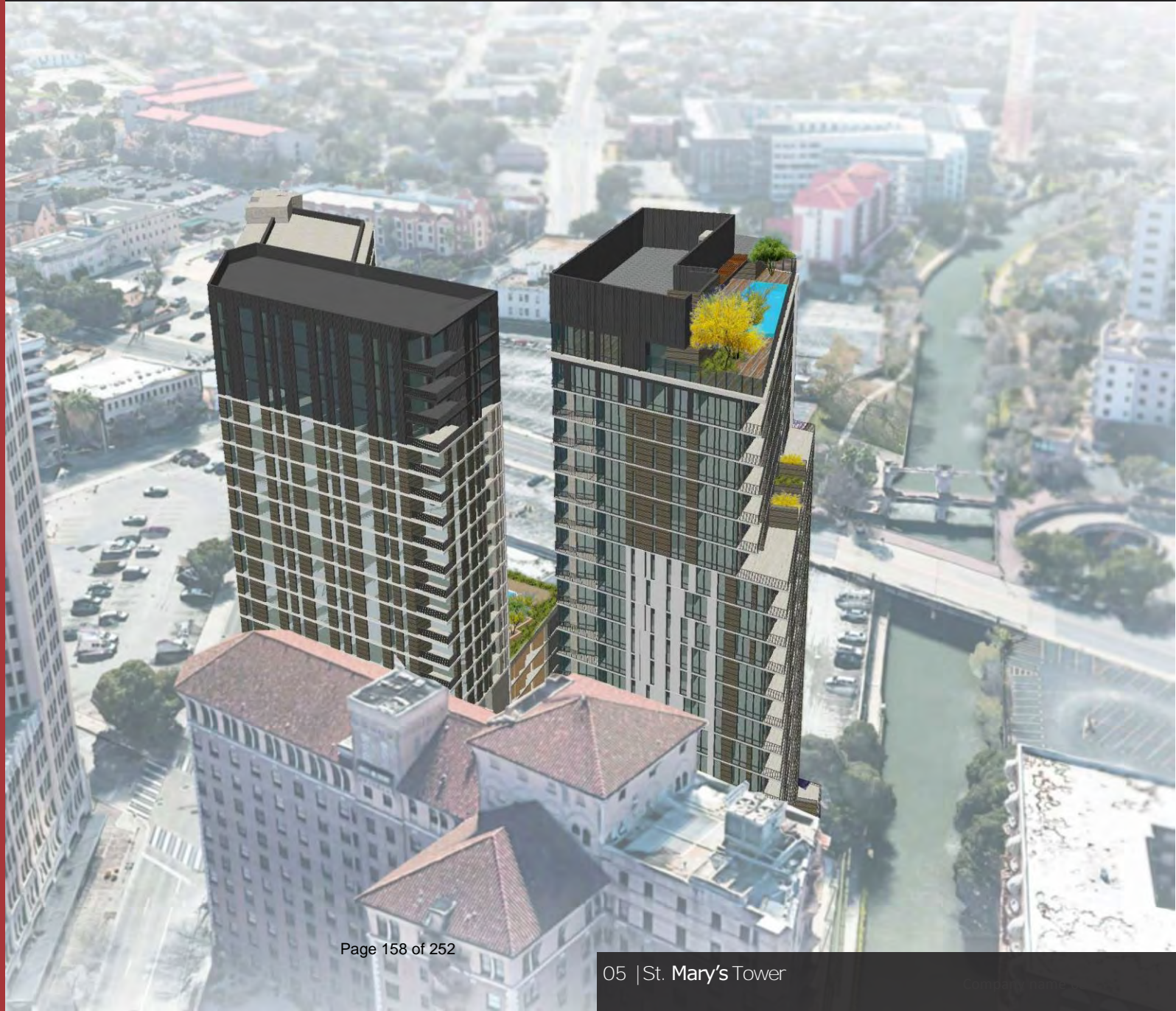
SCHEMATIC DRAWINGS



SAHA &



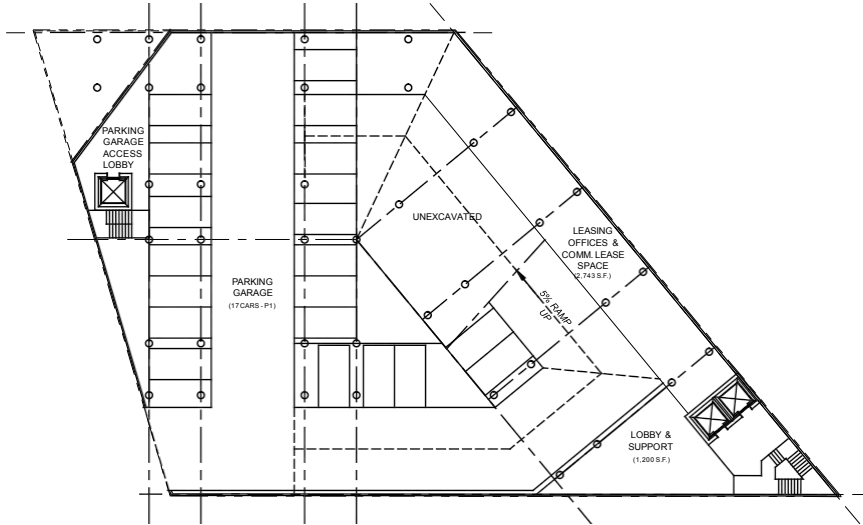
126 VILLITA STREET SAN ANTONIO, TEXAS



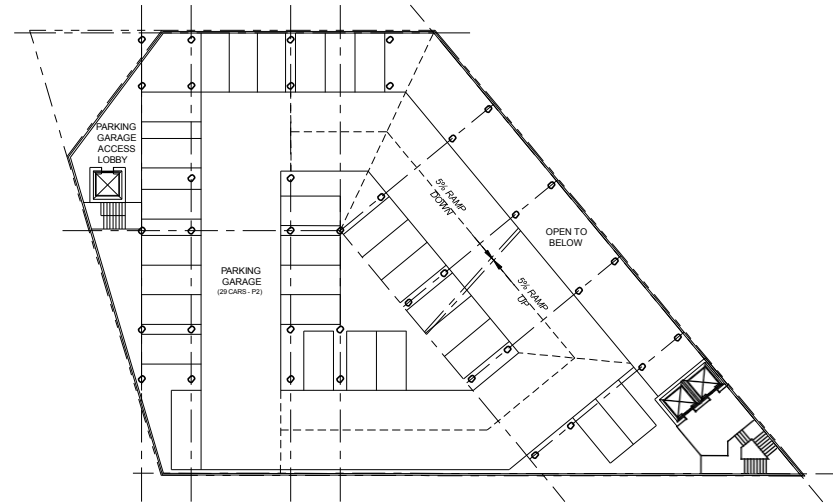
SCHEMATIC DRAWINGS



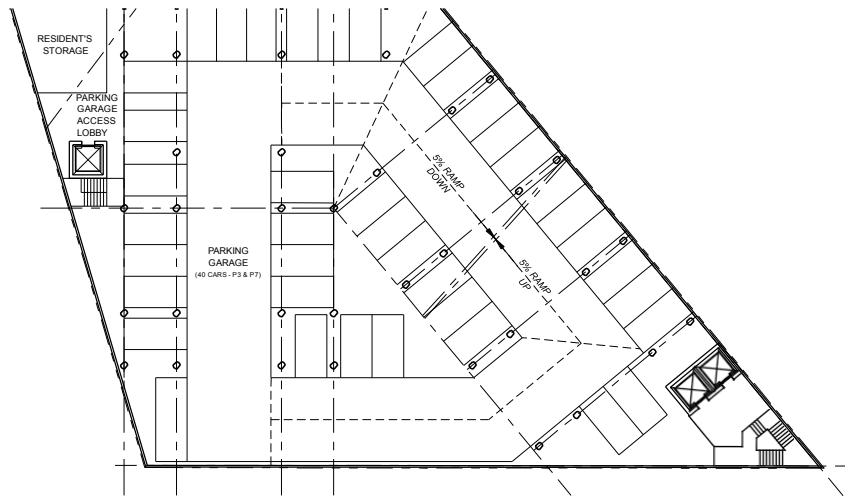
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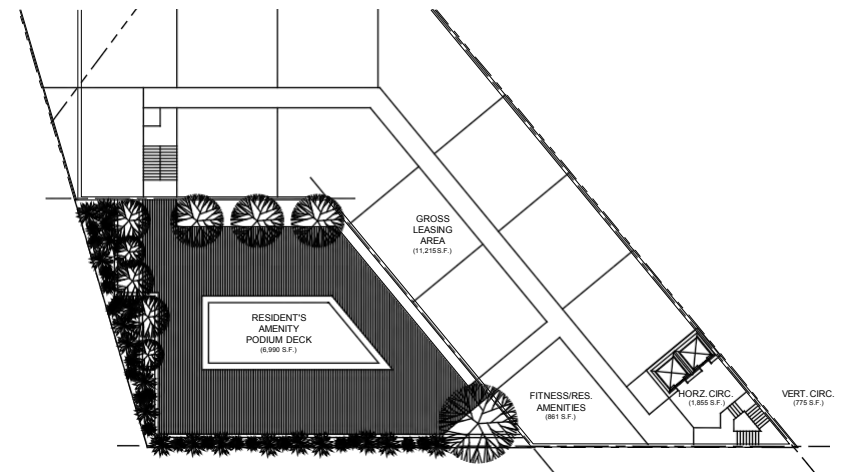
PARKING LEVEL - P1



PARKING LEVEL - P2



PARKING LEVELS - P3 & P7



RESIDENTIAL PODIUM LEVEL - 8

PROPOSED STRUCTURE



Owner / Developer:

JMJ Development, LLC, or its assigns ("JMJ")

General Partner:

A to-be created limited liability company having the Las Varas Public Facility Corporation as the sole member.

Developer Guarantees:

JMJ to provide normal and customary guarantees for a transaction of this nature.

Financing:

Equity, 4% tax credits, tax-exempt bonds, and taxable bonds; budgets to be agreed to before closing; subject to the hereafter-specified conditions. Developer provides or secures any requisite equity. Developer secures tax credits and financing acceptable to General Partner.

SAHA Financial Support:

SAHA shall provide normal and customary annual rental subsidies comparable to similar transactions. SAHA shall be entitled to a \$250,000 origination fee due at closing, as well as any refinance event. Furthermore, SAHA shall also be entitled to an asset management fee equal to \$25,000 per year.

Development / Project Mgmt.:

Fees to be payable to Developer Equal to 13% of total development costs.

Fee and Profits:

Development Fee shall be divided as follows: 75% to Developer; 25% to General Partner (to ultimately be returned to SAHA). Developer and SAHA shall share on a 75%/25% pro rata basis, any cash flow from operations or any sales proceeds that result from refinancing, sales, and other capital transactions (which shall not occur until after expiration of any tax credit compliance period). Any equity investor (including JMJ) shall receive a 8% preferred return on investment. San Antonio Housing Authority will provide supportive services, as required, at market rate pricing.

Tax Exemption:

General Partner must obtain 100% ad valorem tax exemption.

Divestiture:

At the expiration of any initial tax-credit compliance period, each of the Developer and SAHA shall have a right to buy out the other party, or both the Developer and SAHA may sell to a third party

PROPOSED PUBLIC SECTOR INVOLVEMENT



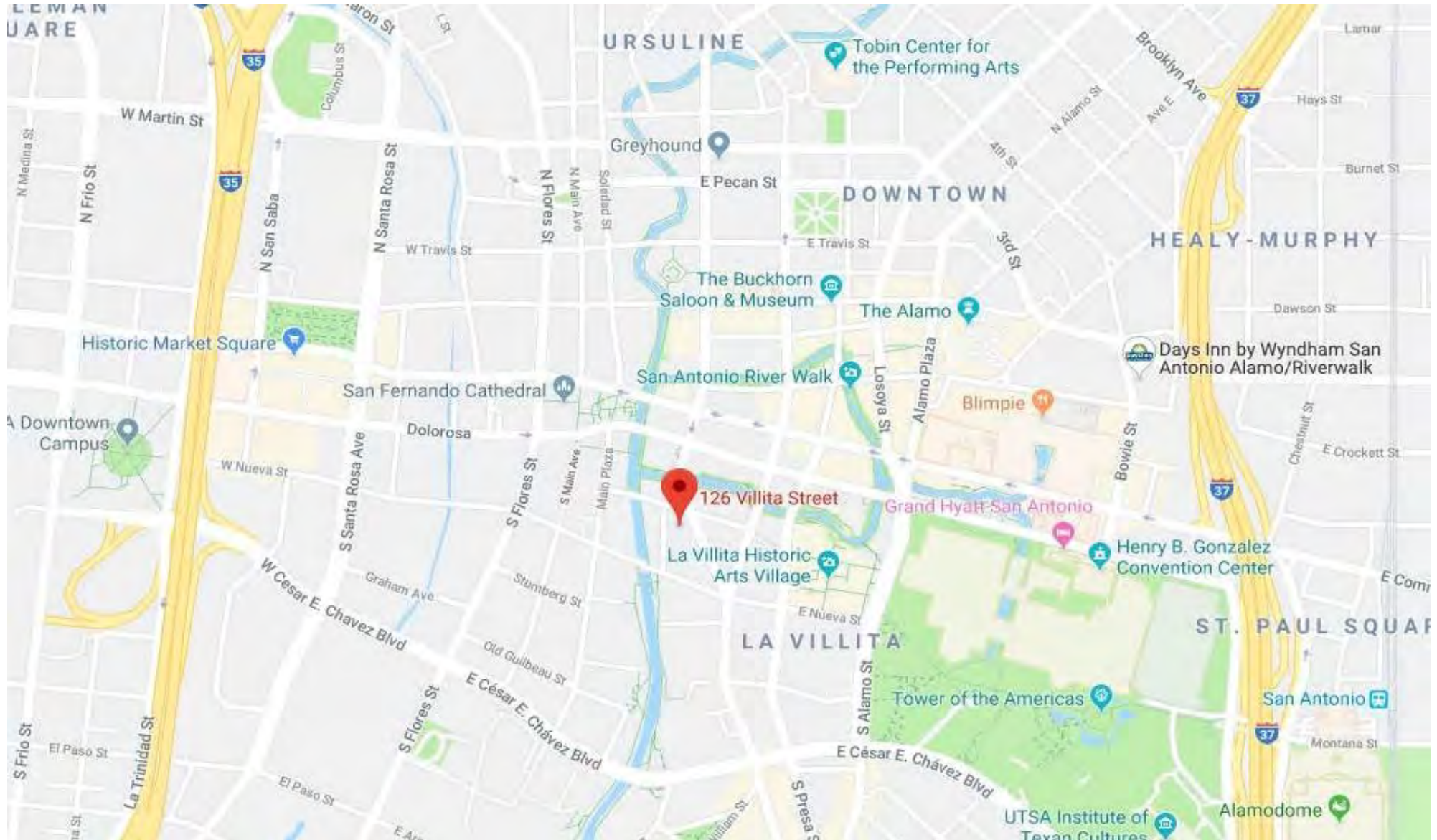
The purpose of this document is to set forth the strategic approach in an effort to fund a “gap” and to ensure that the St. Mary’s Tower can become economically viable. The tools that are outlined in this section are existing economic development tools which are presently being used in San Antonio. The proposed structure are as follows:

- JMJ and SAHA to coordinate with the City of San Antonio, Bexar County and the Tax Increment Reinvestment Zone (TIRZ) to fund 100% of the land acquisition, public infrastructure and development and construction cost of the 290-space parking garage.
- The land and parking garage to be assigned to the PFC.
- The JMJ / SAHA Partnership to enter into a long-term master lease of the land and parking garage, with a de minimus rental arrangement.
- The JMJ / SAHA Partnership to be responsible for any and all maintenance costs (repairs, insurance, etc.) of the parking garage as consideration during the term of the parking garage lease.
- The JMJ / SAHA Partnership retains any and all of the parking fee income from the parking garage during the term of the lease.
- The parking garage shall be utilized for the tenants of the St. Mary’s Tower and the Villita Tower, yet it shall be shared with the public during the daytime hours of operations.

LOCATION (VISUAL)



SAHA &



SAN ANTONIO OVERVIEW



SAHA &



KEY STATISTICS

-A growing economy and population boom have driven up real estate sales monthly for seven years.

-San Antonio has the third fastest-growing economy in the U.S. and has seen the job market increase by 3.2% over the last year. Future job growth over the next ten years is predicted to be 40% which is high than the US average of 38%.

-Commercial real estate growth in Texas Ranks #1 in the U.S. and supports 379,781 jobs and contributes \$59 billion to the states economy; California ranked second. Texas leads the nation in commercial real estate development for warehouses and flex positions, including e-commerce distribution, fulfillment facilities, retail real estate.

-San Antonio has a fast growing job market that includes Six Fortune 5000 companies, as well as Port San Antonio, an aerospace and industrial park, and a Toyota manufacturing plant.

MAJOR EMPLOYERS	# OF EMPLOYEES
Lackland Air Force Base	37,000
Fort Sam Houston – U.S. Army	32,000
H.E.B.	20,000
USAA	17,000
Randolph Air Force Base	11,000
Cullen/ Frost Bank	3,900
Bill Miller Bar-B-Q	3,500
RackSpace	3,300

San Antonio is most famous for the Alamo, historical Spanish missions, the River Walk, Alamo bowl, and Tower of the Americas. The historical **city's** rich culture is expressed through a vibrant art scene. Large corporations are increasingly moving to the Alamo city.

It's being called the "**model city**" for the new face of America—a diverse, progressive and globally competitive market with a solid vision for national and international economic development. San Antonio offers local and state financial incentives, including tax credits, grants, low interest loans, tax exemptions, training funds and reduced utility costs, which help cultivate key industries and enhance San **Antonio's** economic base by creating jobs in strategic areas of the city.

San Antonio is ranked as the best place to live for millennials based on a study conducted by Forbes. The outcome emanated from the city being the newest center of influence in the United States based on its growing economy, new job opportunities, low cost of living, and safety prospects. Other national rankings include: **Forbes'** Top 10 list of Fastest Growing Cities Milken **Institute's** Top 10 for Job Growth; Milken **Institute's** Top 10 for Best Performing Cities; And #1 for Millennial Population Growth.

NEIGHBORHOOD OVERVIEW



SAHA &



PROXIMITY TO NEIGHBORHOOD FACILITIES AND SERVICES

- CVS Pharmacy (0.5 miles)
- **Children's** Hospital of San Antonio (0.7 miles)
- The University of Texas at San Antonio
Downtown Campus (0.7 miles)
- **Hippo's** Grocery and Deli (0.2 miles)
- AMC Rivercenter with Alamo IMAX (0.5 miles)
- Hemisfair Park (0.4 miles)
- Henry B Gonzalez Convention Center (0.6 miles)
- HEB Grocery Store (2.1 miles)
- AT&T Center (4.0 miles)

RIVER WALK ACCESS

- Historical landmarks:
 - Alamo Missions
 - Spanish Governors Palace
 - Botanical Gardens
 - Maverick Carter House
- Countless others
- Over 150 restaurants
- Unique shopping & retail
- Multiple theatres



THE RIVER WALK AT LENGTH



SAHA &



SAN ANTONIO RIVERWALK

The Villita Towers site enjoys a highly accessible and prominent location along the River Walk and downtown San Antonio region where there are a high level of proposed mixed-use developments.

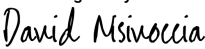
The San Antonio River Walk is a verdant oasis of cypress lined, paved paths, arched stone bridges and lush landscapes.

The River Walk gently winds through the city center providing millions of visitors each year with easy access to the **city's** cultural hot spots, historic sites, and other attractions. Colorful umbrellas provide shade to riverside tables as diners savor a splendid array of diverse River Walk cuisine. Barbecue, traditional Italian, traditional and contemporary Southwestern & classic Tex-Mex are just a few of the choices in the cafes, bistros, and world-class restaurants.



SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5941, CONSIDERATION AND APPROVAL AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH VESTA CORPORATION TO ACQUIRE THREE EXISTING LOW INCOME HOUSING TAX CREDIT (LIHTC) PROPERTIES LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

DocuSigned by:

3609927B73274DC...
David Nisivoccia
President and CEO

DocuSigned by:

C813B7D387FE469...
Ed Hinojosa
Chief Financial Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5941, authorizing the entering into a partnership with Vesta Corporation to acquire three existing Low Income Housing Tax Credit (LIHTC) properties located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction.

FINANCIAL IMPACT:

The transaction does not require a financial commitment from SAHA. However, it does provide an opportunity for future acquisitions with a new development partner. Additionally, SAHA will receive the following financial benefits:

- Payment at closing of \$150,000.00 fee
- Credit of up to \$50,000.00 to cover SAHA's legal expenses associated with this transaction
- Projected cumulative cash flow payments of \$1,369,000.00 (assuming a seven year hold period)
- Projected net sale proceeds of \$4,583,000.00 (assuming a sale at the end of the seven year hold period)
- A contract with SAHA's Community Development Initiatives Department (CDI) to provide supportive services required under the existing Land Use Restriction Agreement (LURA) at a rate of \$107,000 per year.

Additionally, SAHA will be acquiring an ownership interest in 682 multifamily units, of which 582 units are affordable at 60% of area median income (AMI).

SUMMARY:

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

\$42,600,000.00 will be provided by either Fannie Mae or Freddie Mac, which represents 80% of the purchase price. SAHA would invest \$0.00 to cover the acquisition or future operational costs.

Acquisition/closing costs: Covered 100% by Vesta, with a \$50,000.00 contribution towards SAHA's legal/review costs.

Fee: SAHA would be paid a one time fee of \$150,000.00 payable at closing.

Cash flow participation: After payment of operating expenses, reserves, and debt service, the equity investor would receive a 6% preferred return on their equity investment. Any remaining cash flow would be split 75%/25% between Vesta and SAHA. SAHA's participation in the cash flow would be the greater of 25% of current annual real estate tax liability (based on the 2018 Bexar County Appraisal District assessed value and applicable tax rate), with a 3% escalation factor annually, or 25% of the cash flow (after payment of operating expenses, debt service, and preferred return of 6% to equity investor).

Capital event/sale proceeds participation: SAHA would be entitled to receive 25% of the net sale proceeds or refinance proceeds after payment of existing debt, equity investment, and closing costs. Additionally, SAHA would have the option to purchase the property at the fair market. It is not anticipated that a sale or refinance event would occur before year seven.

CDI revenue: SAHA's CDI department would be retained under a contract to provide supportive services required at each property per the terms of the Land Use Restriction Agreement (LURA). Initial contract is valued at \$107,000.00 per year.

Property Management: The properties would be managed by Vesta Management, TX (an affiliate of Vesta Corporation)

Guarantees: Vesta and/or its principals will provide compliance guarantees, and any and all carve out guarantees for the new non-recourse Fannie Mae or Freddie Mac agency debt.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5941

Site maps and photos

Term Sheet

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC), a Texas nonprofit corporation created pursuant to the laws of the State of Texas hereby certifies as follows:

1) In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on August 1, 2019 (Meeting) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 5941, CONSIDERATION AND APPROVAL AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH VESTA CORPORATION TO ACQUIRE THREE EXISTING LOW INCOME HOUSING TAX CREDIT (LIHTC) PROPERTIES LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

(the Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2) A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHA.

SIGNED AND SEALED this 1st day of August, 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5941**

RESOLUTION 5941, CONSIDERATION AND APPROVAL AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH VESTA CORPORATION TO ACQUIRE THREE EXISTING LOW INCOME HOUSING TAX CREDIT (LIHTC) PROPERTIES LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

WHEREAS, Vesta Corporation (Vesta) has proposed a public private partnership with the San Antonio Housing Facility Corporation (SAHFC) to acquire the following properties:

Champion at Del Rio Apartments located at 927 VFW Blvd, San Antonio, TX

Champion at Marshall Meadow Apartments located at 1803 Marshall Cross, San Antonio, TX

Champion at Port Royal Apartments located at 5350 W. Military Dr., San Antonio, TX,

(Projects); and

WHEREAS, SAHFC has agreed to (i) acquire the Land for the Projects and lease them to development partnerships (Partnerships), pursuant to a seventy-five year Ground Leases (Ground Leases), and (ii) serve as either the sole member of the general partner, or managing member of limited liability company of the to be formed single asset entities, which will own the aforementioned Projects; and

WHEREAS, the Ground Leases will require lease payments to SAHFC; and

WHEREAS, in connection with the financing of the Project, the Partnerships or limited liability companies will enter into three loan transactions for an aggregate loan in the amount of approximately \$42,600,000.00 (Loan); and

WHEREAS, in connection with the execution of the Loan, the Partnership, or limited liability company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a promissory note, a construction loan agreement, a deed of trust, together with a joinder of deed of trust and various assignments and certificates (Loan Documents); and

WHEREAS, Vesta will raise and contribute approximately \$15,675,000.00 of equity to acquire and rehabilitate the Projects (Equity Financing); and

WHEREAS, in connection with the Equity Financing, each Partnership or limited liability company and SAHFC, as sole member of the general partner or managing member of the limited liability company, will be required to enter into certain agreements, including but not limited to a limited

partnership agreement or limited liability company agreement, and closing certificates (Equity Documents); and

WHEREAS, Vesta and SAHFC have negotiated the attached term sheet (Term Sheet) governing their relationship and the terms for acquiring the Project; and

WHEREAS, the Board of Commissioners has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership or limited liability company may enter into the Project; and

WHEREAS, staff requests that the Board of Commissioners authorize the President and CEO, or designee, to execute all documents necessary to consummate such transactions; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) The Project, the Term Sheet, the various forms of financing contemplated for the Projects, including but not limited, to the Equity Financing, the Loan, and the terms of the Equity Documents, the Ground Leases and the Development Agreement, and the Loan Documents, are hereby authorized and approved, when such documents are approved by the officers signing them.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required for the financing of the Projects, including, but not limited to, the Equity Documents, the Lease and Development Agreement, the Loan Documents, the Land or the Projects, and all other documents relating to the Equity Financing, and the Loan to which the Partnership, the General Partner, and/or SAHFC is a party.
- 3) The purchase of the Land, the lease of the Land, and the acquisition of the general partnership interest or managing member interest in a limited liability company by SAHFC are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.
- 4) The President, any Vice President, Secretary, Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized

and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

- 5) The Officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
- 6) The Officers of this Board hereby approve the selection of Coates Rose as counsel to the general partner or managing member of the limited liability company, and SAHFC for this transaction.
- 7) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 8) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.
- 9) All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.
- 10) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 11) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 1st day of August 2019.

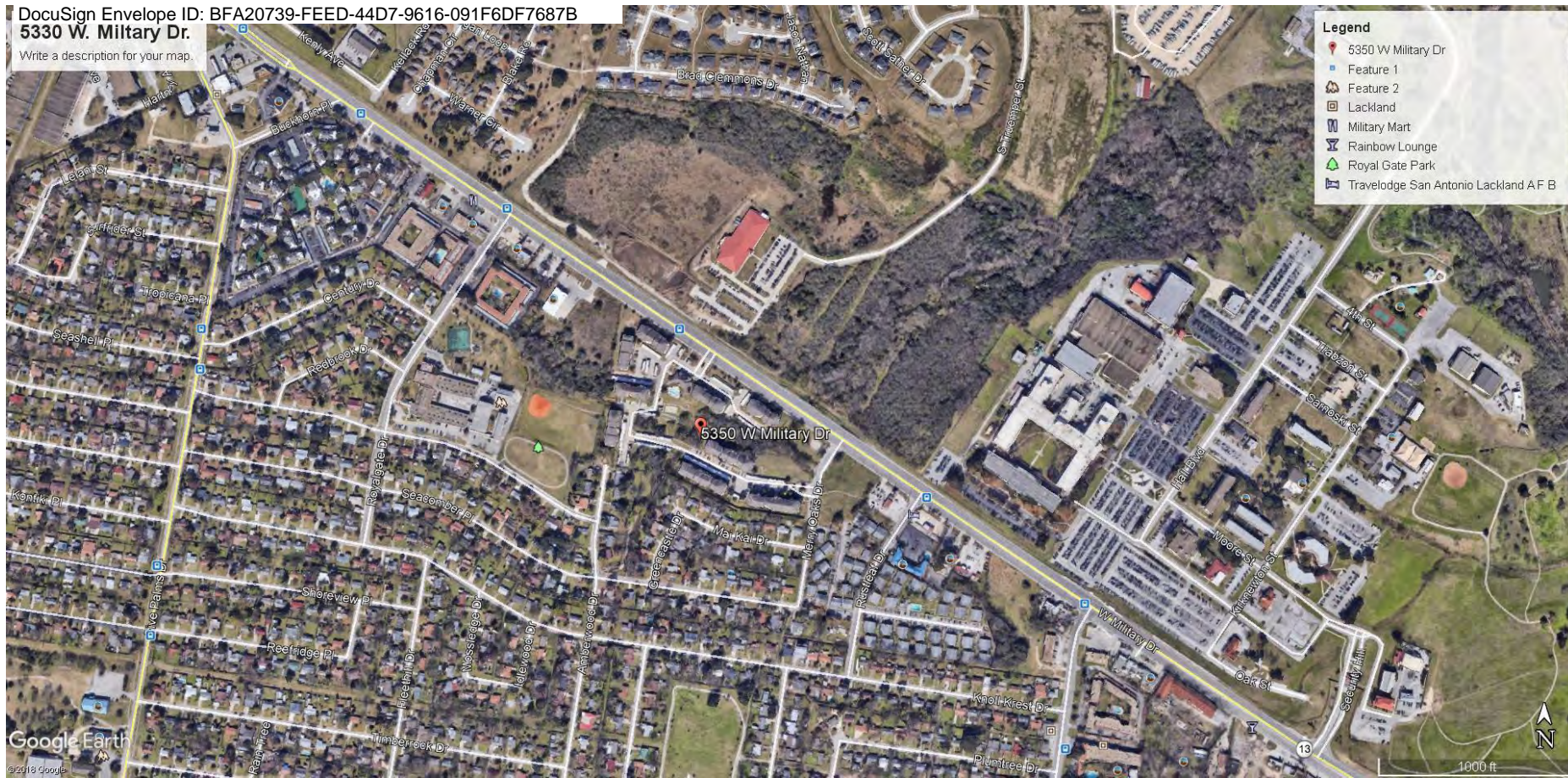
Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

5330 W. Military Dr.

Write a description for your map.



Champion at Marshall Meadow

Write a description for your map.



LE SOL CROSS LIVE





Asset Acquisition with Vesta Corporation

August 1, 2019

CHAMPION AT PORT ROYAL - MAP



CHAMPION AT PORT ROYAL



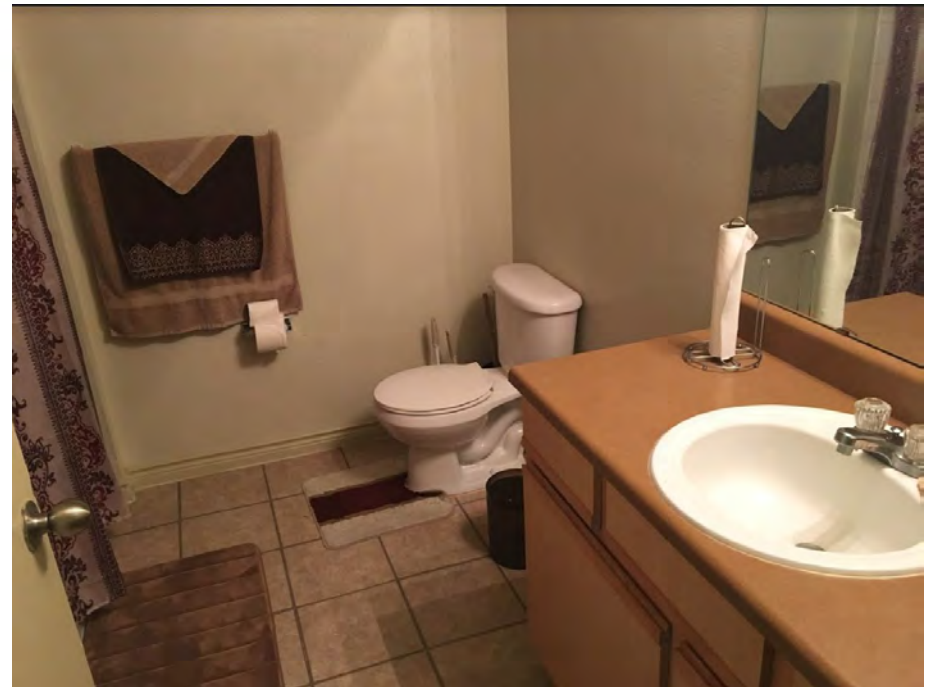
CHAMPION AT PORT ROYAL



CHAMPION AT PORT ROYAL



CHAMPION AT PORT ROYAL



CHAMPION AT PORT ROYAL



CHAMPION AT MARSHALL MEADOW - MAP



CHAMPION AT MARSHALL MEADOW



CHAMPION AT MARSHALL MEADOW



CHAMPION AT MARSHALL MEADOW



CHAMPION AT MARSHALL MEADOW



CHAMPION AT MARSHALL MEADOW





CHAMPION AT MISSION DEL RIO



CHAMPION AT MISSION DEL RIO



CHAMPION AT MISSION DEL RIO



CHAMPION AT MISSION DEL RIO



DRAFT

Vesta Corporation and San Antonio Housing Authority Partnership

Purchase of Mission Del Rio, Marshall Meadows, and Port Royal in San Antonio, Texas

Vesta looks forward to the opportunity to partner with The San Antonio Housing Authority (“SAHA”) on the acquisition and future operation of the referenced properties. Vesta’s mission is to establish and maintain strong communities where all people, regardless of their income or background, have ample opportunities to reach their goals and potential. Vesta Management provides sound physical, fiscal, and social oversight of the properties it manages. This starts with sound “bricks and mortar” management to ensure the viability of the properties, and thereafter incorporates the integration of social services into the process, providing residents access to the support they need to succeed. Vesta’s resume is attached for your review.

Vesta has extensive experience partnering with multiple non-profits in much the same fashion as proposed below. References from those non-profit partners are available upon request.

The following are basic proposed deal terms for the acquisition of these three properties.

Deal Terms

- Combined Purchase Price for Mission Del Rio, Marshall Meadows, and Port Royal: \$56,000,000
- The Purchase Price will be funded by Fannie Mae/Freddie Mac debt coupled with private equity raised by Vesta’s strategic equity partner.
- Vesta Management TX will serve as Property Manager for the three properties.
- SAHA will serve as the non-profit/CHDO general partner in each of the newly formed single purpose partnership entities. SAHA will also administer and facilitate the social service programs at the three properties.
- Vesta Corporation and Arthur Greenblatt, Vesta’s CEO, will provide compliance guarantees on a going forward basis for the three properties. Vesta and Arthur Greenblatt will also provide any and all carve out guarantees for the new non-recourse agency debt.
- Vesta and SAHA will share 50/50 the upfront acquisition fee of \$300,000 for the purchase of the three properties.
- Pursuant to the Partnership waterfall, SAHA will receive the greater of 25% of cash flow, or 25% of the 2018 assessed real estate taxes for the three properties, inflated annually by 3%. Pursuant to the Partnership waterfall, SAHA will also receive 25% of any sale disposition proceeds.

- Pursuant to the Partnership Agreement, prior to a sale, SAHA will receive a right of first refusal to purchase all three properties at fair market value as determined by an independent third-party appraiser.
- At closing of the three properties, up to \$50,000 of SAHA's legal expenses will be paid for from transaction sources.
- Occupancy and collections information can be provided to SAHA on a monthly basis. Our standard procedure with a partner such as SAHA is to provide the following on a monthly basis:
 - Monthly operating report with budget to actual
 - Income and expense statement
 - Rent roll
 - Delinquency report
 - General ledger
 - Accounts payable report
 - Resident recertification status

In addition to these reports, Vesta Management TX will deliver annual audits and tax returns, completed by a third-party professional accounting firm.

Vesta Management TX will notify SAHA of all scheduled inspections, and will provide all TDHCA and third-party inspection results upon receipt.

Vesta's Texas LIHTC Compliance History

- Vesta Corporation has purchased 14 properties/GP interests in Texas since 2015 (13 of which are LIHTC). Some of the 13 properties had a history of compliance issues from the previous owner/manager. Vesta worked closely with TDHCA to quickly resolve these issues. Due to Vesta's approach and diligence, Vesta and the properties are held in high regard by TDHCA.
- Vesta Corporation recently closed on a tax credit redevelopment in Houston with a Fannie Mae loan, 4% tax credits, tax-exempt bonds, and City of Houston funds. This transaction would not have garnered TDHCA support but for Vesta's strong reputation with the Agency, in part due to the above.
- A property currently in Vesta's portfolio located in San Antonio, Gates of Capernum, recently received the Texas Apartment Association's Affordable Housing Award. Gates of Capernum was recognized for "providing creative and innovative affordable housing" in 2018.
- The last TDHCA physical inspection score for Vesta's Texas properties inspected in 2018 are:

Property	Location	Date of Inspection	Score
Brookside Gardens	Houston, TX	12-11-18	96

El Patrimonio	McAllen, TX	05-29-18	94
Galilean	Edinburg, TX	05-29-18	97
Rio De Vida	Mission, TX	05-14-18	95
Amistad	Donna, TX	01-18-18	90

We look forward to meeting with the SAHA Board at their convenience. If you have any questions, please feel free to contact Lewis Brown at lbrown@vestacorp.com or 860-325-1721.

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS****RESOLUTION 5940, AUTHORIZING THE SALE OF SIXTY-NINE SINGLE FAMILY HOMES IN THE PUBLIC HOUSING SCATTERED SITE PORTFOLIO, AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION**

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

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Ed Hinojosa
Chief Financial Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5940, authorizing the sale of sixty-nine homes in the Public Housing scattered sites portfolio. At the request of SAHA's Executive Leadership Team, an analysis of the scattered sites portfolio was previously performed by the Asset Management Department. This analysis included an evaluation of historical occupancy rates, Real Estate Assessment Center (REAC) inspection scores, and financial performance.

FINANCIAL IMPACT:

Elimination of the remaining scattered site portfolio will improve operating efficiencies and reduce operating costs overall. Existing staff working on the scattered site portfolio will be deployed to fill existing vacancies in the Public Housing property management team.

The costs associated with the disposition include property appraisals, environmental reviews, and meetings with impacted clients to provide a timeline of the project and alternative housing options. If the application is approved by HUD, SAHA will incur additional costs associated with moving impacted families, and closing costs/broker commissions on the sale of the homes. Project costs will be paid from Public Housing operating funds, but will be recouped from the projected sale proceeds.

The actual market value of the selected properties will be determined by individual appraisals. However, based on sales realised on the previously approved disposition application for 94 scattered site homes in October 2018, we are anticipating net sale proceeds of approximately \$5,000,000.00. Net sale proceeds will be reinvested into capital repair projects designed to preserve and extend the useful life of aging existing Public Housing units in the SAHA portfolio.

SUMMARY:

The community assets of each location were rated using HUD's Affirmatively Furthering Fair Housing (AFFH) indicators. This exercise confirmed that the scattered sites portfolio, on a per unit basis, requires considerably more financial resources than the overall Public Housing portfolio. The scattered location of the sixty-nine homes in this portfolio do not allow for economies of scale or operating efficiencies. A portion of the portfolio is located in geographic areas that do not have community assets, which are supportive of our strategic goal to "empower and equip families to improve their quality of life and achieve economic stability". The net sale proceeds will be utilized to support our strategic goal to "preserve and improve existing affordable housing resources". Therefore, it is recommended that staff obtain approval from the Board of

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

Commissioners to submit an Inventory Removal Application to HUD to dispose of the remaining sixty-nine homes in the scattered site portfolio.

SAHA staff will hold several meetings with families to cover the following:

- Timeline for implementation of the project.
- Counseling on alternative housing options in the Public Housing portfolio and Section 8 Voucher Program.
- Supportive services available to assist families in evaluating their housing options based on their unique needs and situation.
- A monetary allowance for moving personal belongings.
- Impacted families will be given a preference for Public Housing transfers, and preference for the Section 8 wait list.
- Families will not be required to relocate until after the 2020 school year ends in June.
- Families will be given the option to purchase the house. However, SAHA will not provide any financing or monetary support.
- Homes will not be placed on the market until the families vacate the houses.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENTS:

Resolution 5940

Site map

**San Antonio Housing Authority
Resolution 5940**

RESOLUTION 5940, AUTHORIZING THE SALE OF SIXTY-NINE SINGLE FAMILY HOMES IN THE PUBLIC HOUSING SCATTERED SITE PORTFOLIO, AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION

WHEREAS, the Housing Authority of the City of San Antonio has completed a review of its real estate portfolio and determined that certain assets are not critical to the implementation of SAHA's Strategic Plan; and

WHEREAS, HUD requires that a Board Resolution authorizing the sale of assets slated for disposition must be included as an exhibit in the formal Inventory Removal Application; and

WHEREAS, SAHA staff will develop a tenant relocation plan for existing Public Housing clients impacted by this transaction. Families will not be required to relocate until the upcoming school year ends in June 2020; and

WHEREAS, the net sale proceeds will be utilized to preserve existing Public Housing assets and fund strategic capital projects, which will extend the useful life of these assets.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5940 authorizing the sale of 69 single family homes in the public housing scattered site portfolio.
- 2) Authorizes the President and CEO to execute any and all documents necessary to consummate this transaction.

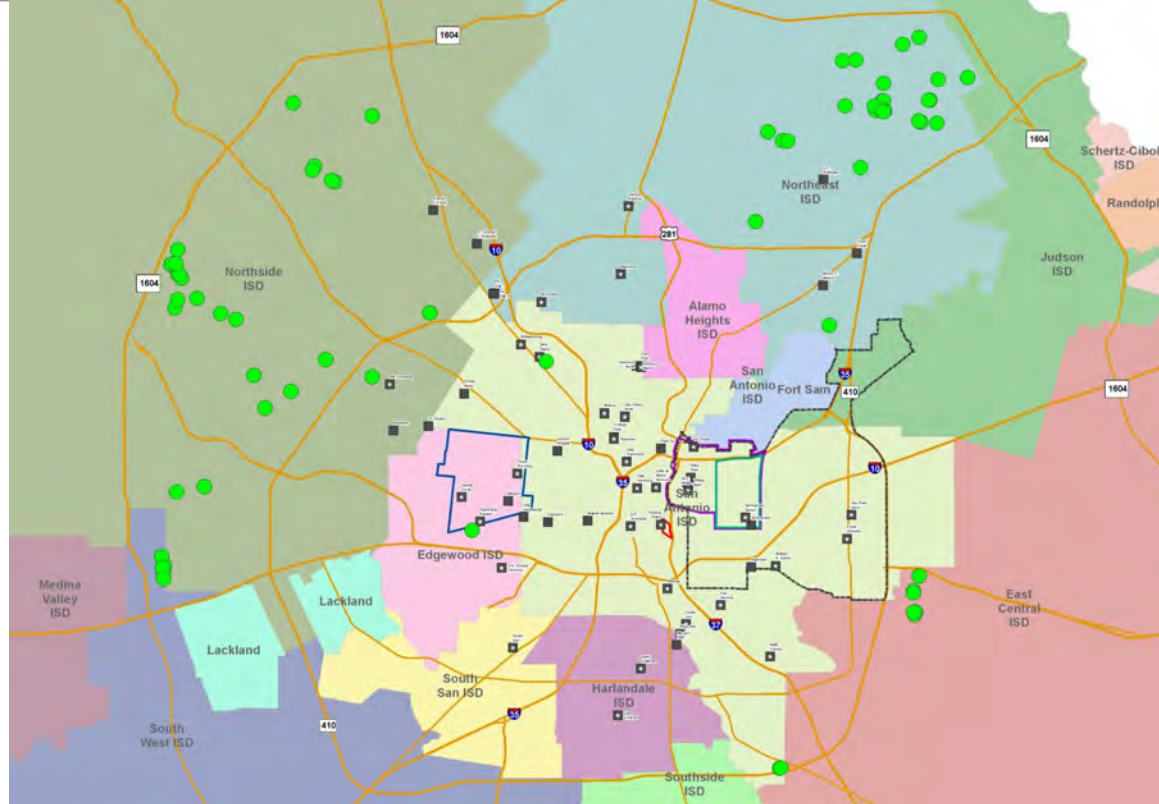
Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

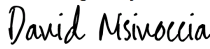
Attested and approved as to form:

David Nisivoccia
President and CEO

REMAINING 69 PUBLIC HOUSING SCATTERED SITES



SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS****RESOLUTION 5942, AUTHORIZING THE SALE OF A VACANT RESIDENTIAL LOT LOCATED AT 303 SPOFFORD AVENUE, SAN ANTONIO, TX, TO THE CITY OF SAN ANTONIO AT FAIR MARKET VALUE, AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION**

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

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Ed Hinojosa
Chief Financial Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5942, authorizing the sale of a vacant residential lot located at 303 Spofford Avenue, San Antonio, TX, to the City of San Antonio at fair market value, and the execution of any and all documents necessary to consummate such transaction.

FINANCIAL IMPACT:

Staff has ordered an appraisal of the property to determine the current fair market value. Once the fair market value is established, staff will enter into a contract with the City of San Antonio to purchase the property. The net sale proceeds will be retained by San Antonio Homeownership Opportunities Corporation.

SUMMARY:

The San Antonio Housing Authority developed a five-year asset management plan to evaluate capital investment in the Public Housing and Beacon portfolios. As part of this analysis, SAHA staff has identified real estate holdings that are not critical to its mission statement or implementation of its strategic plan.

The subject parcel was acquired on September 1, 1994, from the Resolution Trust Company for \$100.00. A vacant house on the parcel was demolished on June 5, 1998. A Board resolution dated November 10, 1994, authorized transfer of title to San Antonio Homeownership Opportunities Corporation.

The City of San Antonio approached SAHA and inquired about purchasing the lot. According to Mike Etienne, of the Neighborhood & Housing Department, the City of San Antonio is working with a developer to relocate a single family home from a development site in Government Hill. The City of San Antonio is providing the land, and the developer will relocate the house to the 303 Spofford site. The City of San Antonio plans to sell the house and use the net sale proceeds to fund loans for low income homeowners in the area to perform necessary home improvement projects.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

ATTACHMENTS:

Resolution 5942

Site map

**San Antonio Housing Authority
Resolution 5942**

RESOLUTION 5942, AUTHORIZING THE SALE OF A VACANT RESIDENTIAL LOT LOCATED AT 303 SPOFFORD AVENUE, SAN ANTONIO, TX, TO THE CITY OF SAN ANTONIO AT FAIR MARKET VALUE, AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION

WHEREAS, the Housing Authority of the City of San Antonio, has completed a review of its real estate portfolio and determined this asset is not critical to the implementation of SAHA's Strategic Plan; and

WHEREAS, the City of San Antonio has offered to purchase the property at its current fair market value; and

WHEREAS, the net sale proceeds will be retained by San Antonio Homeownership Opportunities Corporation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5942, authorizing the sale of a vacant residential lot at 303 Spofford Avenue, San Antonio, TX, to the City of San Antonio at fair market value, and the execution of any and all documents necessary to consummate such transaction.
- 2) Authorizes the President and CEO to execute any and all documents necessary to consummate this transaction.

Passed and approved the 1st day of August 2019.

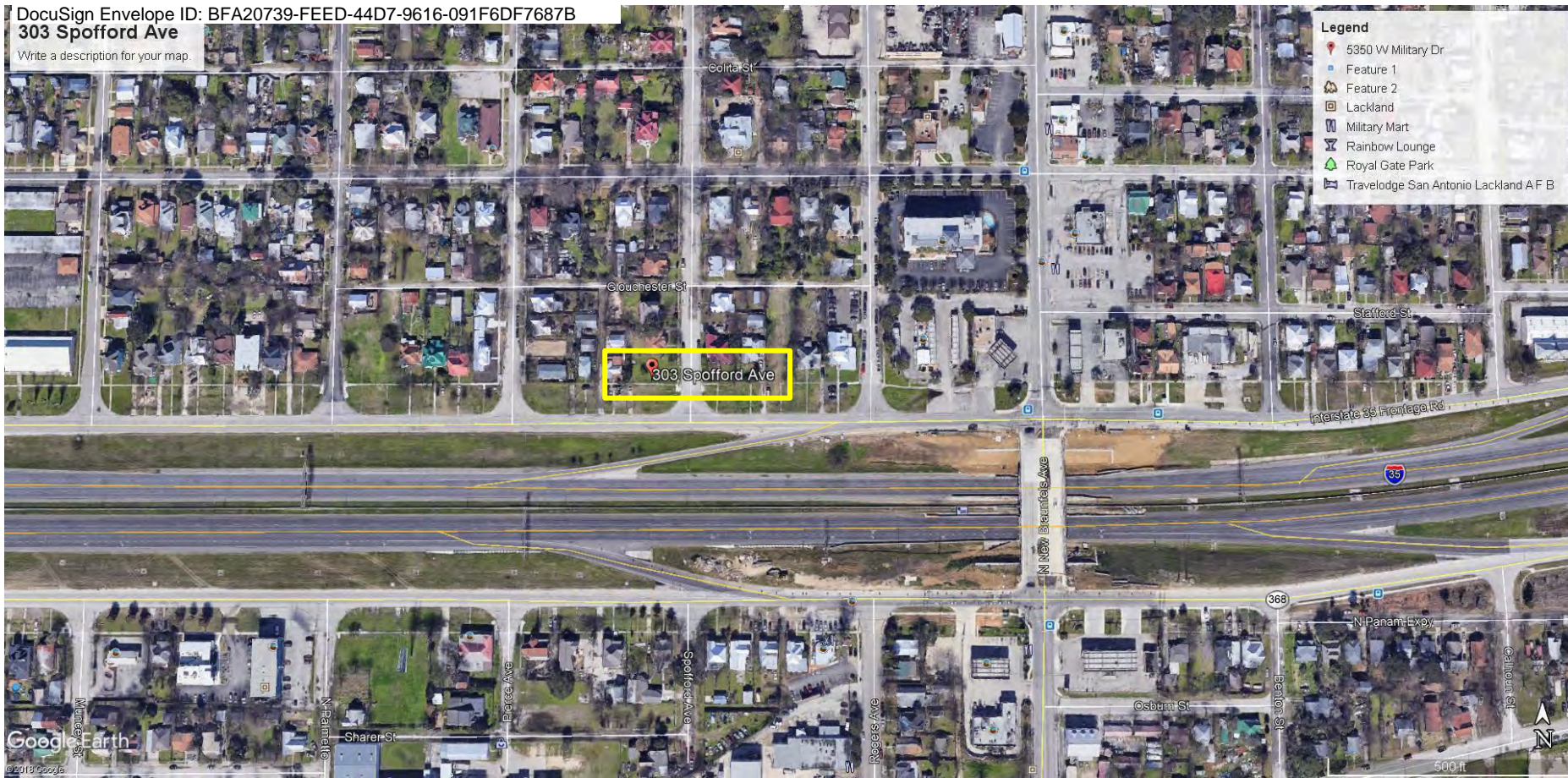
Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

303 Spofford Ave

Write a description for your map.



SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS****RESOLUTION 5950, AUTHORIZING THE AWARD OF A CONTRACT FOR TREE TRIMMING, PRUNING AND REMOVAL SERVICES TO A&S LANDSCAPING SERVICES (HABE, SECTION 3 BUSINESS) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$200,000.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS**DocuSigned by:
*David Nisivoccia*3609927B73274DC...
David Nisivoccia
President and CEODocuSigned by:
*Steven Morando*5AC93CF03F3A422...
Steven Morando
**Director of Procurement
and General Services**DocuSigned by:
*Brandee R. Perez*B60737B8288642A...
Brandee Perez
**Director of Federal Housing
Programs****REQUESTED ACTION:**

Consideration and approval regarding Resolution 5950, authorizing the award of a contract for tree trimming, pruning and removal services to A&S Landscaping Services (HABE, Section 3 Business) for an annual amount not to exceed \$200,000.00; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for tree trimming, pruning and removal services is not expected to exceed an annual amount of \$200,000.00 and will be funded by operating funds and/or operating reserves.

SUMMARY:

SAHA requires the services of a vendor to perform general tree care and maintenance services on an as-needed basis for all properties owned and managed by SAHA to include Beacon Communities. The services covered under this award are for trees over eight feet in height. Services to be provided shall include, but are not limited to, pruning, trimming, organic fertilization and soil management, organic insect and disease management, removal, analysis and diagnostics, cabling and bracing, and drought services. The awarded vendor will be required to be Accredited by the Tree Care Industry Association, Certified by the International Society of Arboriculture, and possess a Tree Maintenance License issued by the City of San Antonio.

On April 24, 2019, SAHA issued an Invitation For Bids (IFB) #1903-988-88-4900 for Tree Trimming, Pruning and Removal Services that closed on May 29, 2019. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to forty-one vendors. A total of seven bids were received in response to this solicitation: A&S Landscaping Services (HABE, Section 3 Business), ACE CO. (VBE, WBE), Goodwill Industries of San Antonio (Non-Profit), H1 Contracting, LLC (ESBE, HABE, MBE, SBE), Marathon Resource Management Group (WBE), Teague Tree, and Unity Contractor Services, Inc. (AABE, MBE, HUB). All bids were evaluated on the following criteria: purchase price, reputation of the bidder and their goods or services, the quality of the goods or services, extent to which the goods or services meet SAHA's needs, total long term cost, and any relevant criteria contained within the solicitation document. Based on the above, SAHA is recommending contract award to A&S Landscaping Services. They are the lowest responsive and responsible bidder.

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

A & S Landscaping Services was established in 1991, and is located in San Antonio, Texas. This vendor self-certifies as an HABE and has been certified as a Section 3 Business by SAHA. Their provided services include, but are not limited to, remodeling, drywall, texture, painting, carpentry, installation of floor tile, re-installation of cabinets, countertops, faucets and commode, mowing and grounds maintenance, and tree trimming services. A&S Landscaping is currently under contract with SAHA to provide tree trimming and maintenance services. They have also received awards from SAHA for mowing and grounds maintenance services for both Beacon Communities and Public Housing, Unit Make Ready Services for Public Housing, and Painting Services for Beacon Communities. Their client list includes Poteet Independent School District, Union Stockyards, and Suzanne Smith Management. A&S Landscaping's Section 3 Good Faith Effort Plan includes providing training to Section 3 individuals on lawn maintenance equipment. The training will include proper usage, maintenance, storage and safety of this equipment.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENTS:

Resolution 5950

Bid Tabulation

**San Antonio Housing Authority
Resolution 5950**

RESOLUTION 5950, AUTHORIZING THE AWARD OF A CONTRACT FOR TREE TRIMMING, PRUNING AND REMOVAL SERVICES TO A&S LANDSCAPING SERVICES (HABE, SECTION 3 BUSINESS) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$200,000.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, On April 24, 2019, SAHA issued an Invitation For Bids (IFB) #1903-988-88-4900 for Tree Trimming, Pruning and Removal Services that closed on May 29, 2019; and

WHEREAS, a total of seven bids were received in response to the IFB; and

WHEREAS, A&S Landscaping Services is being recommended for contract award. They are the lowest responsive and responsible bidder; and

WHEREAS, the current award recommendation for tree trimming, pruning and removal services is not expected to exceed an annual amount of \$200,000.00 and will be funded by operating funds and/or operating reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5950, authorizing the award of a contract for tree trimming, pruning and removal services to A&S Landscaping Services (HABE, Section 3 Business) for an annual amount not to exceed \$200,000.00; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Bid Tab Tree Trimming Service 1403-988-88-4900		Est. Annual Qty	A&S Landscaping (Sec 3 Business)	H1 Contracting LLC	Unity Contractor Services	Goodwill Industries	Ace Company	Marathon Management Group	Teague Tree llc
Cost for Tree Trimming									
A Tree Trimming (per tree over 8 ft)		100							
Price per each			\$100.00	\$150.00	\$170.00	\$192.00	250	\$360.00	1500
Total Price			\$10,000.00	\$15,000.00	\$17,000.00	\$19,200.00	\$25,000.00	\$36,000.00	\$150,000.00
B Tree Pruning (per tree over 8 ft)		20							
Price per each			\$100.00	\$150.00	\$170.00	\$192.00	250		1500
Total Price			\$2,000.00	\$3,000.00	\$3,400.00	\$3,840.00	\$5,000.00		\$30,000.00
Cost for Tree Planting									
A Tree Planting (per 10 gallon size tree)		5							
Price per each			\$150.00	\$125.00	\$150.00	\$75.00	650	\$180.00	50
Total Price			\$750.00	\$625.00	\$750.00	\$380.00	\$3,250.00	\$900.00	\$250.00
Tree and Stump Removals									
A Tree and Stump Removal 0" to 6"		5							
Price per each			\$125.00	\$120.00	\$150.00	\$75.00	50	\$960.00	75
Total Price			\$625.00	\$600.00	\$750.00	\$375.00	\$250.00	\$4,800.00	\$375.00
B Tree and Stump Removal 6" to 12"		5							
Price per each			\$275.00	\$180.00	\$230.00	\$96.00	250	\$1,270.00	150
Total Price			\$1,375.00	\$900.00	\$1,150.00	\$480.00	\$1,250.00	\$6,350.00	\$750.00
C Tree and Stump Removal 12" to 18"		5							
Price per each			\$324.00	\$200.00	\$250.00	\$240.00	300	\$1,575.00	400
Total Price			\$1,620.00	\$1,000.00	\$1,250.00	\$1,200.00	\$1,500.00	\$7,875.00	\$2,000.00
D Tree and Stump Removal 18" to 24"		5							
Price per each			\$424.00	\$250.00	\$270.00	\$600.00	500	\$2,145.00	1200
Total Price			\$2,120.00	\$1,250.00	\$1,350.00	\$3,000.00	\$2,500.00	\$10,725.00	\$6,000.00
E Tree and Stump Removal 24" to 36"		5							
Price per each			\$594.00	\$380.00	\$400.00	\$768.00	700	\$2,758.00	1550
Total Price			\$2,970.00	\$1,900.00	\$2,800.00	\$3,840.00	\$3,500.00	\$13,790.00	\$7,750.00
F Tree and Stump Removal Over 36"		5							
Price per each			\$695.00	\$510.00	\$500.00	\$1,344.00	1300	\$3,340.00	2150
Total Price			\$3,475.00	\$2,550.00	\$2,500.00	\$6,720.00	\$6,500.00	\$16,700.00	\$10,750.00
Stump Only Removals									
A Stump Only Removal 0" to 6"		5							
Price per each			\$150.00	\$50.00	\$120.00	\$50.00	50	\$625.00	35
Total Price			\$750.00	\$250.00	\$600.00	\$250.00	\$250.00	\$3,125.00	\$175.00
B Stump Only Removal 6" to 12"		5							
Price per each			\$150.00	\$70.00	\$120.00	\$50.00	150	\$780.00	55
Total Price			\$750.00	\$350.00	\$600.00	\$250.00	\$750.00	\$3,900.00	\$275.00
C Stump Only Removal 12" to 18"		5							
Price per each			\$250.00	\$110.00	\$125.00	\$50.00	250	\$934.00	75
Total Price			\$1,250.00	\$550.00	\$625.00	\$250.00	\$1,250.00	\$4,670.00	\$375.00
D Stump Only Removal 18" to 24"		5							
Price per each			\$250.00	\$110.00	\$125.00	\$100.00	350	\$1,275.00	120
Total Price			\$1,250.00	\$550.00	\$625.00	\$500.00	\$1,750.00	\$6,375.00	\$600.00
E Stump Only Removal 24" to 36"		5							

[illegible]

Advertisement List
Solicitation # 1903-988-88-4900 Date (3/19/2019)
Tree Trimming and Pruning Services for SAHA Public Housing Properties

Associations /Vendors	Contact Name	Email	Method of Contact
Associations Revised as of 02/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aia.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect	Mark Ibero	content@constructconnect.com	
CFMA	Kelly Dando	cfmasatx@gmail.com kimr@avacpa.com	
Chinese Chamber of Commerce	Jing Hao	jing.hao@qsaccc.org	
Goodwill Industries	Steven Hussain Angelic de olivera Mark Ramirez Melissa Joy Winn	shussain@goodwillsa.org adeoliveira@goodwillsa.org mr Ramirez@goodwillsa.org mwinn@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Julie Oltersdorf	julieo@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
IEC	Julie Tucker	jtucker@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciaacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated	Dana Marsh	sanantonioagc@gmail.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Dave Petersen Brianna Dimas	dpetersen@sachamber.org Briannad@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	samca@satx.rr.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		construction@SmartApartmentData.com	

Advertisement List
Solicitation # 1903-988-88-4900 Date (3/19/2019)
Tree Trimming and Pruning Services for SAHA Public Housing Properties

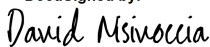
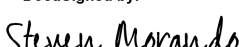
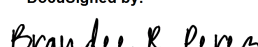
Associations /Vendors	Contact Name	Email	Method of Contact
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org	
Surety Association of South Texas	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers	Laura Campa	jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Center	Orestes Hubbard	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
HUBS or CMB			
B&T DEPENDABLE SERVICES LLC	Anthony Johnson	btdependableservices@gmail.com	210-901-9434
CANTU CONTRACTING, INC.	Teresa Cantu	cantucon10@cs.com	210-627-2970
FAIRWAY LANDSCAPE & NURSERY, INC.	Estela Garcia-Perez	estela@salandscape.com	210-433-6000
PRO LANDSCAPE SOLUTIONS LLC	Fernando Keller	prolandscapesolutions@yahoo.com	210-971-7771
SPARTAN LANDSCAPE, LLC	Amanda Jo Molina	amanda@spartanlandscape.com	210-927-5432
SA FACILITIES SOLUTIONS, INC.	Jim Crane	FACILITIESOFFICE@TWC.COM	210-419-7811
Section 2 Bidders			
All Pro General Contractors		rauljr@apgc.biz , drei@apgc.biz	210 627 2563
A&S Landscaping		landscapeas@gmail.com landscapeas@yahoo.com	
Champion Lawn Care		2championlawncares@gmail.com	
Endeavors Unlimited		sstark@familyendeavors.org	
Hard Hats & Heels Construction & Services		hmckee@hhahc.com	
KYM Lawn Care		kymlawncareservices@hotmail.com	
Mucho Grass-ias Landscaping		muchograssias@gmail.com	
R&C Landscaping		rmojarro@randclandscape.com floresrudy@hotmail.com	
Direct Solicits			
Benders Lawn care		info@benders-sa.com	210-628-9700
C&R Lawn Care & Landscap.		crlawn@sbcglobal.net	210-655-9610

Advertisement List
Solicitation # 1903-988-88-4900 Date (3/19/2019)
Tree Trimming and Pruning Services for SAHA Public Housing Properties

Associations /Vendors	Contact Name	Email	Method of Contact
Bexar Mowing	Monica	BexarMowing@Gmail.Com	210-385-9410
ABC Lawn Co.		abclawn210@yahoo.com	210-867-5904
San Antonio Lawn Mowing		info@salawnmowing.com	210.880.5739
Quick Mow		info@quickmow.com	210-389-4909
Area 63 Lawn Care		info@area63lawncare.com	210-363-1627
Alamo Mowing		alamomowing@gmail.com	210-464-8789
Lawn Love		team@lawnlove.com	210-802-4223
Alberto's tree & Landscaping		Bertofl66@me.com	
Four Seasons Lawn Care		fourseasonslawncare@gmail.com	210-822-2523
Texas Terrain Lawncare		Info@TexasTerrainLawncare.com	210-748-6807
Tuff Cut Lawn	Arnold	tuffcutlawn909@gmail.com	361-688-8921
C&M Quality Landscaping	Brisa Segoviano	cmqualitylandscaping@yahoo.com	915-328-6986
Dominion Landscaping and Lawn Maintenance		Dominionlandscaping@yahoo.com	
Benchmark Landscapes	Kevin Henderson	khenderson@bmlandscapes.com	
Olympia Landscape Development	Jose Moreno	jmoreno@olympialandscapes.com	956-712-9800
Tree Musketeers, LLC		treemusketeersllc@gmail.com	210-620-8899
Certified Tree Care		info@certifiedtreecarellc.com	210-201-7944
TREE SERVICE OF SAN ANTONIO			210-880-3011
Garcia Tree Services		sales @ garciatreeservices.com	210-731-9630
Rojo's Professional Tree Service		mysa@rojosprofessionaltreeservice.com	210-279-9340
Tree Wise Men		jennifer@treewisemen.net	210-737-8733
Canopy Tree Service		shane@canopytreeservice.com	210-441-7021
I.P.S. Tree Service		mwasjmateo@gmail.com	210-430-2261
New Heights Professional Tree Service		mail@newheightsco.com	210-549-8733
Out On A Limb		bixbyinc@att.net	210-545-5417

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5952, AUTHORIZING THE AWARD OF A CONTRACT FOR PROPERTY MANAGEMENT INSPECTION SOFTWARE TO INSPECTCHECK, LLC FOR AN AMOUNT NOT TO EXCEED \$14,220.00 FOR YEAR ONE, \$12,720.00 FOR YEAR TWO AND YEAR THREE, AND \$13,356.00 FOR YEAR FOUR AND YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

<p>DocuSigned by:  <small>5009927575274DC...</small> David Nisivoccia President and CEO</p>	<p>DocuSigned by:  <small>5AC83CF03F3A422...</small> Steven Morando Director of Procurement and General Services</p>	<p>DocuSigned by:  <small>B60757B8288642A...</small> Brandee Perez Director of Federal Housing Programs</p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

REQUESTED ACTION:

Consideration and approval regarding Resolution 5952, authorizing the award of a contract for property management inspection software to Inspectcheck, LLC for an amount not to exceed \$14,220.00 for year one, \$12,720.00 for year two and year three, and \$13,356.00 for year four and year five; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for property management inspection software is not expected to exceed an amount of \$14,220.00 (to include start up fees, implementation and training) for year one, \$12,720.00 for year two and year three, and \$13,356.00 (includes a 5% escalation) for year four and year five. This service will be funded by operating funds and/or operating reserves.

SUMMARY:

SAHA's property management conducts property inspections up to three times a year with follow up inspections, as needed. These inspections are conducted to ensure compliance with HUD's uniform physical condition standards (UPCS) and to ensure the residents are living in a clean and safe environment. Inspections are conducted for property condition, housekeeping, due diligence, move-in/move-out, and make ready. SAHA requires the services of a vendor to provide a mobile property management solution that is cloud based and is within a secure cloud environment. This solution will allow property management to identify deficiencies more efficiently and accurately into a single report providing pictures and estimating the cost for repairs.

On May 9, 2019, SAHA issued an RFP #1904-208-76-4918 for Property Management Inspection Software that closed on June 5, 2019. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to sixty-two vendors. A total of three proposals were received in response to this solicitation: Cybersoft Technologies, Inc. (ABE), InspectCheck, LLC, and Inspect2Go Software. All proposals were evaluated on the following criteria: relevant experience, performance, and capacity, respondent's project management methodology, implementation plan, proposed

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

costs/pricing models, responses to requirements, security and acceptance test plan, and strength of the vendor's SWMBE Utilization Plan. Based on the above, SAHA is recommending contract award to InspectCheck, LLC. They are the highest rated responsive and responsible proposer.

InspectCheck, LLC was founded in 2013, and is located in Chichester, New Hampshire. This company provides a mobile inspection solution for all multifamily housing types. Their solution combines a mobile application with web based reporting that allows for an inspection to be conducted and once completed, all of the findings merge into a single report that identifies a cost analysis, breakdown of any and all findings cited during the inspection, and all photos with captions and notes. InspectCheck, LLC is currently providing this service for a single user in the Agency. Their Housing Authority clients include, but are not limited to, Cambridge Housing Authority (Massachusetts), City of Fort Pierce Housing Authority (Florida), Community Development Authority (Wisconsin), Fort Upton Housing Authority (Colorado), Guthrie Housing Authority (Oklahoma), Jonesboro Urban Renewal and Housing Authority (Arkansas), Las Animas/Bent County Housing Authority (Colorado), Livingston County Housing Authority (Illinois), Lowell Housing Authority (Massachusetts), The Village of Great Neck Housing Authority (New York), and Town of Barre Housing Authority (Massachusetts).

CONTRACT OVERSIGHT:

Contract oversight will be provided by Brandee Perez, Director of Federal Housing Programs, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor provides an annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

Strategic Goal:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENTS:

Resolution 5952
Scoring Matrix

**San Antonio Housing Authority
Resolution 5952**

RESOLUTION 5952, AUTHORIZING THE AWARD OF A CONTRACT FOR PROPERTY MANAGEMENT INSPECTION SOFTWARE TO INSPECTCHECK, LLC FOR AN AMOUNT NOT TO EXCEED \$14,220.00 FOR YEAR ONE, \$12,720.00 FOR YEAR TWO AND YEAR THREE, AND \$13,356.00 FOR YEAR FOUR AND YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, On May 9, 2019, SAHA issued a Request For Proposals (RFP) #1904-208-76-4918 for Property Management Inspection Software that closed on June 5, 2019; and

WHEREAS, a total of three proposals were received in response to the RFP; and

WHEREAS, InspectCheck, LLC is being recommended for contract award. They are the highest rated responsive and responsible proposer; and

WHEREAS, the current award recommendation for property management inspection software is not expected to exceed an amount of \$14,220.00 (to include start up fees, implementation and training) for year one, \$12,720.00 for year two and year three, and \$13,356.00 (includes a 5% escalation) for year four and year five. This service will be funded by operating funds and/or operating reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5952, authorizing the award of a contract for property management inspection software to Inspectcheck, LLC for an amount not to exceed \$14,220.00 for year one, \$12,720.00 for year two and year three, and \$13,356.00 for year four and year five; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Scoring Matrix Property Management Inspection Software 1904-208-76-4918				
Criterion Description	Max Points Weight	InspectCheck, LLC	Cybersoft	Inspect2Go, Inc.
Relevant Experience, Performance, Capacity:	1-5 15%			
Rater 1		5.00	2.00	2.00
Rater 2		4.00	2.00	1.00
Rater 3		4.00	2.00	2.00
Total Score		13.00	6.00	5.00
Average Score		4.33	2.00	1.67
Weighted Score		0.65	0.30	0.25
Project Management Methodology, Implementation Plan:	1-5 20%			
Rater 1		4.00	3.00	1.00
Rater 2		4.00	4.00	1.00
Rater 3		4.00	4.00	2.00
Total Score		12.00	11.00	4.00
Average Score		4.00	3.67	1.33
Weighted Score		0.80	0.73	0.27
Responses to Requirements:	1-5 20%			
Rater 1		5.00	3.00	2.00
Rater 2		4.00	3.00	2.00
Rater 3		4.00	3.00	3.00
Total Score		13.00	9.00	7.00
Average Score		4.33	3.00	2.33
Weighted Score		0.87	0.60	0.47
Security and Acceptance Test Plan:	1-5 15%			
Rater 1		4.00	4.00	1.00
Rater 2		4.00	4.00	1.00
Rater 3		4.00	4.00	2.00
Total Score		12.00	12.00	4.00
Average Score		4.00	4.00	1.33
Weighted Score		0.60	0.60	0.20
Price proposal:	1-5 25%			
Total Score		5.00	1.79	0.62
Weighted Score		1.25	0.45	0.16
Strength of the SWMBE plans:	10%			
Rater 1	5%	0.00	0.00	0.00
Rater 2		0.00	1.00	0.00
Rater 3		0.00	0.00	0.00
Total Score		0.00	1.00	0.00
Average Score		0.00	0.33	0.00
Weighted Score		0.00	0.02	0.00
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#				
Category I: As detailed in Attachment D	5 (.25)			
Category II: As detailed in Attachment D	4 (.2)			
Category III: As detailed in Attachment D	3 (.15)			
Category IV: As detailed in Attachment D	2 (.1)			
Tota Weighted Score		4.17	2.70	1.34

Solicitation # 1904-208-76-4918

Property Management Inspection Software

4/22/2019

Entity	Contact Name	Email	Contact N
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aia.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
CDC News		plans@cdcnews.com	
CFMA	Tommy Wallace	wallacet@zhi.com kimr@avacpa.com	
Chinese Chamber of Commerce	Jing Hao	jing.hao@gsaccc.org	
Goodwill Industries of San Antonio	Angélique De Oliveira	adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	David Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	

Solicitation # 1904-208-76-4918
Property Management Inspection Software
4/22/2019

SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Ramiro Cavazos	ramiroc@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	samca@satx.rr.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
South Central Regional Certification Agency	Julio Fuentes	jfuentes@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr.	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers	Laura Campa	jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Center	Orestes Hubbard	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Section 2 - Other Vendors			
Abasys Technologies Inc	ROBERT BAIN	info@abasystech.com	
Absolute Facility Solutions, LLC	Patrick Lynass	plynass@absolute-fs.com	
Allstar Business Concepts, LLC	Kelly Ann Clancy	kaking@ytom.com	
Avinext	Tim Rhome	rhome@avinext.com	
C.D.&E. Tech Solutions LLC	Carlos Figueroa	sales@cdetechsolutions.com	
Centex Integration & Cnsltng	Jose G. Flores	jflores@centexics.com	
Computize, Inc.	Linda Watkins	lwatkins@computize.com	
Cybersoft Technologies, Inc.	Bhaskar Patel	bhaskar.patel@cybersoft.net	

Advertisement List
Solicitation # 1904-208-76-4918
Property Management Inspection Software
4/22/2019

Digerati Systems Inc	Phani Vemuri	phani.vemuri@digerati-systems.com	
Digiclarify, LLC	Jason Keel	jasonk@digiclarify.com	
Dimdrop LLC	Victor Cintron	victor.cintron@dimdrop.com	
Eclectic Innovative Solutions	Brian Fletcher	brian.fletcher@eisgov.com	
Exacloud Solutions LLC	Chidi Alams	chidi.alams@exacloudsolutions.com	
Frontera Concepts, LLC.	John C. Garza	jgarza@fronteraconcepts.com	
Seamless Solutions	Sandra Hansen	shansen@seamlessolutions.com	
Infodat International, Inc.	Sam Merchant	smerchant@infodatinc.com	
Intech Southwest Services LLC	Carmen Reyher	Creyher@intechsouthwest.com	
John Tesla, Inc.	Harpal Singh	harpal@johntesla.com	
Major, Inc.	Nathan Rizzo	nrizzo@rx-tech.com	
MDL Enterprise, Inc.	MICHELE LAMM	lamm@mdlent.com	
Mobius Partners, LLC	Junab Ali	junaba@mobiuspartners.com	
Officetech	JEFFERY EVANS	jefflcd@sbcglobal.net	
Optimum Consultancy Svcs	Nooshin Yazhari	nyazhari@optimumcs.com	
Sharplink Software LLC	Harish Reddy Vyalla	harish@sharplinksoftware.com	
Shi Government Solutions, Inc	Texas Team	texas@gs.shi.com	
Strategic Partnerships, Inc.	Kirk Yoshida	kyoshida@spartnerships.com	
Verger Development Slns	Veronica Ford	vmgilmore@yahoo.com	
Wingold Consulting, Inc.	Monica Nemtzeanu	monicanem@gmail.com	
Section 8 Bidders			
Native Vision Group, Inc.	Jerry Elder	jerry@nvgus.com	
Direct Solists			
Tenmast		info@tenmast.com	877.359.5492
The Nelrod Company	Ronald Terry	ronnie@nelrod.com	817-922-9000 ext. 118
Happy Software		sales@happysoftware.com	888-484-2779 #4
Basicgov	Jennifer Thompson	jennifer.thompson@basicgov.com	778-588-7446
Lindsey Software		sales@lindseysoftware.com	800-890-7058, #4
McCright & Associates	Kenardo K. Curry	sales@mccright.com	(423) 267-1300
Management Computer Services: PHA-WEB		info@pha-web.com	608-784-0354
GoSection8	Sarah Reiss	sreiss@gosection8.com	561-362-1099
HAB Inc.		support@habinc.com	877-579-8896
Novogradac & Company, LLC		Brad.weinberg@novoco.com compsmart@novoco.com	

Solicitation # 1904-208-76-4918

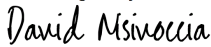
Property Management Inspection Software

4/22/2019

InspectCheck		sales@inspectcheck.com	603-782-2800
Rentec Direct		sales@rentecdirect.com	541-216-6000
World APP	Kevin Page	kevin.page@worldapp.com	781-380-7948
E-Data Now	Greg Tsagris	greg@edatanow.com	905-429-7504
REAC Property Consultants, LLC	Hank Vanderbeek	HankBeek@REAC1.com	603-867-7322
Weever Apps	Andy Pritchard Paul Mattila	apritchard@weeverapps.com pmattila@weeverapps.com	(800) 299-0623
Gilson Software	Matt Gilson	Matt@gilsonsoftware.com sales@gilsonsoftware.com	
Yardi	Jeff Bischoff	Jeff.Bischoff@yardi.com	
CPD, Inc	Mike Peth	mike.peth@cdpehs.com	800-888-6035
Rentec irect		sales@rentecdirect.com	
CSDC Inc.	Tom Shaw	t.shaw@csdcsystems.com	888-661-1933Ext. 114
Intelex		intelex@intelex.com	
Zinspector		support@zinspector.com	
SnapInspect		contact@snapinspect.com	
RealPage		Dana.Holmes@RealPage.com Carolyn.Diehl@realpage.com	
Chaps		Waiting on contact	
Easy Inspection		hello@easyinspection.co	
Emphasys Software	Delia Niswonger	dniswonger@emphasys- software.com	(800) 968-6884 x3038
Nan Mckay	James Misner	sales@nanmckay.com jmisner@nanmckay.com	
MultiSite Systems	Jackie Lawrence	jackie@multisitesystems.com	
Cybersoft Technologies, Inc.	Babu Yalamanchili	babu.yalamanchili@cybersoft.net	281-453-8627
Inspect2GO Software			949.480.5500
ProntoForms	Wendy Prado	wprado@prontoforms.com	

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5953, AUTHORIZING THE AWARD OF A CONTRACT FOR RENT REASONABLENESS SOFTWARE FOR FEDERAL HOUSING PROGRAMS TO EMPHASYS COMPUTER SOLUTIONS, INC. DBA EMPHASYS SOFTWARE (SECTION 3 BUSINESS) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$26,300.00 FOR YEAR ONE, \$27,060.00 FOR YEAR TWO, \$28,323.00 FOR YEAR THREE, \$29,589.00 FOR YEAR FOUR, AND \$30,858.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

 5AC95CF03F5A422...

Steven Morando
**Director of Procurement
 and General Services**

DocuSigned by:

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Brandee Perez
**Director of Federal Housing
 Programs**

REQUESTED ACTION:

Consideration and approval regarding Resolution 5953, authorizing the award of a contract for rent reasonableness software for Federal Housing Programs to Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business) for an annual amount not to exceed \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four, and \$30,858.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for rent reasonableness software is not expected to exceed an annual amount of \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four, and \$30,858.00 for year five and will be funded by operating funds and/or operating reserves.

SUMMARY:

In order to ensure compliance with HUD's Section 8 Housing Choice Voucher Rent Reasonableness Regulations, 24 CFR 982, SAHA's Assisted Housing Program requires the services of a vendor to provide rent reasonableness software. This software will assist staff in determining if the contract rent being charged for a subsidized unit is reasonable compared to other non-subsidized units in similar locations.

On April 24, 2019, SAHA issued a Request For Proposals (RFP) #1903-208-76-4903 for Rent Reasonableness Software for Federal Housing Programs that closed on May 23, 2019. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to sixty-two vendors. A total of four proposals were received in response to this solicitation: Affordable Housing Network, LLC dba GoSection8.com, Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business), Novogradac & Company, LLP, and The Nelrod Company (Section 3 Business). All proposals were evaluated on the following criteria: market data, training and support, system capabilities, experience, price, and strength of the vendor's Section 3 and SWMBE Utilization

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

Plans. Additionally, demonstrations were conducted July 1-2, 2019, by the three highest rated proposers.

Based on the above, SAHA is recommending contract award to Emphasys Computer Solutions. They are the second highest rated proposer. Award to the highest rated vendor, Nelrod, is not being recommended, due to issues related to actions they have taken under their current contract for Reasonable Rent Determination Software.

Emphasys Computer Solutions, Inc. dba Emphasys Software was established in 1983, and is headquartered in Petoskey, Michigan, with field office locations in California and Florida. They have been certified as a Section 3 Business by SAHA. This company develops and delivers enterprise software solutions to public housing authorities, housing finance agencies, local governments, and financial lenders. Emphasys offers business solutions that provide the affordable housing industry with operational support for housing program management, financial tools to assist in managing multiple funding sources, and executive reporting systems that focus on the overall performance of the agency. This vendor has received prior awards from SAHA for software maintenance and support for SAHA's housing assistance programs. Their housing authority clients include, but are not limited to, Houston Housing Authority, Harris County Housing Authority, Tennessee Housing Development Authority, Virginia Housing Development Authority, Wisconsin Housing and Economic Development Authority, San Mateo County Housing Authority, Tampa Housing Authority, Housing Authority of Cook County, Topeka Housing Authority, Greensboro Housing Authority, Community Development Corporation of Long Island, and the Memphis Housing Authority.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Brandee Perez, Director of Federal Housing Programs, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will provide an annual contract performance evaluation survey to end users, and assist the department in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENTS:

Resolution 5953

Scoring Matrix

**San Antonio Housing Authority
Resolution 5953**

RESOLUTION 5953, AUTHORIZING THE AWARD OF A CONTRACT FOR RENT REASONABLENESS SOFTWARE FOR FEDERAL HOUSING PROGRAMS TO EMPHASYS COMPUTER SOLUTIONS, INC. DBA EMPHASYS SOFTWARE (SECTION 3 BUSINESS) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$26,300.00 FOR YEAR ONE, \$27,060.00 FOR YEAR TWO, \$28,323.00 FOR YEAR THREE, \$29,589.00 FOR YEAR FOUR, AND \$30,858.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, On April 24, 2019, SAHA issued Request For Proposals (RFP) #1903-208-76-4903 for Rent Reasonableness Software for Federal Housing Programs that closed on May 23, 2019; and

WHEREAS, a total of four proposals were received in response to the RFP; and

WHEREAS, Emphasys Computer Solutions is being recommended for contract award. They are the second highest rated proposer. Award to the highest rated vendor, the Nelrod Company is not being recommended, due to issues related to actions they have taken under their current contract for Reasonable Rent Determination Software; and

WHEREAS, the current award recommendation for rent reasonableness software is not expected to exceed an annual amount of \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four, and \$30,858.00 for year five and will be funded by operating funds and/or operating reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5953, authorizing the award of a contract for rent reasonableness software for Federal Housing Programs to Emphasys Computer Solutions, Inc. dba Emphasys Software (Section 3 Business) for an annual amount not to exceed \$26,300.00 for year one, \$27,060.00 for year two, \$28,323.00 for year three, \$29,589.00 for year four, and \$30,858.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Scoring Matrix - Presentations Rent Reasonableness Software for Federal Housing Programs 1903-208-76-4903				
Criterion Description	Max Points Weight	Emphasys Software	EZ Rent Reasonableness, The Nelrod Company	Affordable Housing Network, LLC /dba GoSection8.com
Market Data:	1-5 25%			
Rater 1		3.00	4.00	3.00
Rater 2		4.00	3.00	3.00
Rater 3		4.00	3.00	4.00
Total Score		11.00	10.00	10.00
Average Score		3.67	3.33	3.33
Weighted Score		0.92	0.83	0.83
Training and Support:	1-5 15%			
Rater 1		4.00	3.00	4.00
Rater 2		4.00	3.00	4.00
Rater 3		3.00	3.00	4.00
Total Score		11.00	9.00	12.00
Average Score		3.67	3.00	4.00
Weighted Score		0.55	0.45	0.60
System Capabilities:	1-5 10%			
Rater 1		3.00	3.00	4.00
Rater 2		4.00	3.00	4.00
Rater 3		3.00	3.00	4.00
Total Score		10.00	9.00	12.00
Average Score		3.33	3.00	4.00
Weighted Score		0.33	0.30	0.40
Experience:	1-5 10%			
Rater 1		4.00	4.00	4.00
Rater 2		4.00	3.00	3.00
Rater 3		3.00	4.00	4.00
Total Score		11.00	11.00	11.00
Average Score		3.67	3.67	3.67
Weighted Score		0.37	0.37	0.37
Price proposal:	1-5 30%			
Total Score		2.41	5.00	2.22
Weighted Score		0.72	1.50	0.67
Strength of the Section 3 plans:	1-5 10%			
Rater 1		4.00	0.00	2.00
Rater 2		3.00	2.00	3.00
Rater 3		4.00	2.00	2.00
Total Score		11.00	4.00	7.00
Average Score		3.67	1.33	2.33
Weighted Score		0.18	0.07	0.12
Strength of the SWMBE plans:	10%			
Rater 1		1.00	0.00	1.00
Rater 2		1.00	1.00	1.00
Rater 3		0.00	0.00	0.00
Total Score		2.00	1.00	2.00
Average Score		0.67	0.33	0.67
Weighted Score		0.03	0.02	0.03
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#				
Category I: As detailed in Attachment D	5 (.25)			
Category II: As detailed in Attachment D	4 (.2)			
Category III: As detailed in Attachment D	3 (.15)			
Category IV: As detailed in Attachment D	2 (.1)	0.10	0.10	
Total Weighted Score		3.21	3.63	3.02

Scoring Matrix Rent Reasonableness Software for Federal Housing Programs 1903-208-76-4903					
Criterion Description	Max Points Weight	Emphasys Software	EZ Rent Reasonableness, The Nelrod Company	Affordable Housing Network, LLC / dba GoSection8.com	Novogradac Consulting LLP
Market Data:	1-5 25%				
Rater 1		3.00	4.00	3.00	3.00
Rater 2		4.00	3.00	3.00	3.00
Rater 3		3.00	3.00	4.00	3.00
Total Score		10.00	10.00	10.00	9.00
Average Score		3.33	3.33	3.33	3.00
Weighted Score		0.83	0.83	0.83	0.75
Training and Support:	1-5 15%				
Rater 1		4.00	3.00	4.00	2.00
Rater 2		4.00	3.00	4.00	3.00
Rater 3		3.00	3.00	4.00	3.00
Total Score		11.00	9.00	12.00	8.00
Average Score		3.67	3.00	4.00	2.67
Weighted Score		0.55	0.45	0.60	0.40
System Capabilities:	1-5 10%				
Rater 1		3.00	3.00	4.00	3.00
Rater 2		4.00	3.00	4.00	3.00
Rater 3		3.00	3.00	4.00	4.00
Total Score		10.00	9.00	12.00	10.00
Average Score		3.33	3.00	4.00	3.33
Weighted Score		0.33	0.30	0.40	0.33
Experience:	1-5 10%				
Rater 1		4.00	4.00	4.00	2.00
Rater 2		4.00	3.00	3.00	3.00
Rater 3		3.00	4.00	4.00	3.00
Total Score		11.00	11.00	11.00	8.00
Average Score		3.67	3.67	3.67	2.67
Weighted Score		0.37	0.37	0.37	0.27
Price proposal:	1-5 30%				
Total Score		2.41	5.00	2.22	2.62
Weighted Score		0.72	1.50	0.67	0.79
Strength of the Section 3 plans:	1-5 10%				
Rater 1		4.00	0.00	2.00	2.00
Rater 2		3.00	2.00	3.00	3.00
Rater 3		4.00	2.00	2.00	2.00
Total Score		11.00	4.00	7.00	7.00
Average Score		3.67	1.33	2.33	2.33
Weighted Score		0.18	0.07	0.12	0.12
Strength of the SWMBE plans:	10%				
Rater 1		1.00	0.00	1.00	1.00
Rater 2		1.00	1.00	1.00	1.00
Rater 3		0.00	0.00	0.00	0.00
Total Score		2.00	1.00	2.00	2.00
Average Score		0.67	0.33	0.67	0.67
Weighted Score		0.03	0.02	0.03	0.03
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#					
Category I: As detailed in Attachment D	5 (.25)				
Category II: As detailed in Attachment D	4 (.2)				
Category III: As detailed in Attachment D	3 (.15)				
Category IV: As detailed in Attachment D	2 (.1)	0.10	0.10		
Total Weighted Score		3.12	3.63	3.02	2.69

Solicitation # 1903-208-76-4903

Rent Reasonableness Software for Federal Housing Programs

3/27/2019

Entity	Contact Name	Email	Contact N
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aia.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
CDC News		plans@cdcnews.com	
CFMA	Tommy Wallace	wallacet@zhi.com kimr@avacpa.com	
Chinese Chamber of Commerce	Jing Hao	jing.hao@gsaccc.org	
Goodwill Industries of San Antonio	Angélique De Oliveira	adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	David Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciaacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	

Advertisement List**Solicitation # 1903-208-76-4903****Rent Reasonableness Software for Federal Housing Programs
3/27/2019**

SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Ramiro Cavazos	ramiroc@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	samca@satx.rr.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
South Central Regional Certification Agency	Julio Fuentes	jfuentes@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr.	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers	Laura Campa	jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Center	Orestes Hubbard	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
ADDITIONAL VENDORS			
Abasys Technologies Inc	ROBERT BAIN	info@abasys tech.com	
Absolute Facility Solutions, LLC	Patrick Lynass	plynass@absolute-fs.com	
Allstar Business Concepts, LLC	Kelly Ann Clancy	kaking@ytom.com	
Avinext	Tim Rhome	rhome@avinext.com	
C.D.&E. Tech Solutions LLC	Carlos Figueroa	sales@cdetechsolutions.com	
Centex Integration & Cnsltng	Jose G. Flores	jflores@centexics.com	
Computize, Inc.	Linda Watkins	lwatkins@computize.com	
Cybersoft Technologies, Inc.	Bhaskar Patel	bhaskar.patel@cybersoft.net	

Advertisement List
Solicitation # 1903-208-76-4903
Rent Reasonableness Software for Federal Housing Programs
3/27/2019

Digerati Systems Inc	Phani Vemuri	phani.vemuri@digerati-systems.com	
Digiclarity, LLC	Jason Keel	jasonk@digiclarity.com	
Dimdrop LLC	Victor Cintron	victor.cintron@dimdrop.com	
Eclectic Innovative Solutions	Brian Fletcher	brian.fletcher@eisgov.com	
Exacloud Solutions LLC	Chidi Alams	chidi.alams@exacloudsolutions.com	
Frontera Concepts, LLC.	John C. Garza	jgarza@fronteraconcepts.com	
Seamless Solutions	Sandra Hansen	shansen@seamlessolutions.com	
Infodat International, Inc.	Sam Merchant	smerchant@infodatinc.com	
Intech Southwest Services LLC	Carmen Reyher	Creyher@intechsouthwest.com	
John Tesla, Inc.	Harpal Singh	harpal@johntesla.com	
Major, Inc.	Nathan Rizzo	nrizzo@rx-tech.com	
MDL Enterprise, Inc.	MICHELE LAMM	lamm@mdlent.com	
Mobius Partners, LLC	Junab Ali	junaba@mobiuspartners.com	
Officetech	JEFFERY EVANS	jeffcd@sbcglobal.net	
Optimum Consultancy Svcs	Nooshin Yazhari	nyazhari@optimumcs.com	
Sharplink Software LLC	Harish Reddy Vyalla	harish@sharplinksoftware.com	
Shi Government Solutions, Inc	Texas Team	texas@gs.shi.com	
Strategic Partnerships, Inc.	Kirk Yoshida	kyoshida@spartnerships.com	
Verger Development Slns	Veronica Ford	vmgilmore@yahoo.com	
Wingold Consulting, Inc.	Monica Nemtzeanu	monicanem@gmail.com	
Section 8 Bidders			
Native Vision Group, Inc.	Jerry Elder	jerry@nvgus.com	
Direct Solicits			
Tenmast		info@tenmast.com	877.359.5492
The Nelrod Company	Ronald Terry	ronnie@nelrod.com	817-922-9000 ext. 118
Happy Software		sales@happysoftware.com	888-484-2779 #4
Basicgov	Jennifer Thompson	jennifer.thompson@basicgov.com	778-588-7446
Lindsey Software		sales@lindseysoftware.com	800-890-7058, #4
McCright & Associates	Kenardo K. Curry	sales@mccright.com	(423) 267-1300
Management Computer Services: PHA-WEB		info@pha-web.com	608-784-0354
GoSection8	Sarah Reiss	sreiss@gosection8.com	561-362-1099
HAB Inc.		support@habinc.com	877-579-8896
Novogradac & Company, LLC		Brad.weinberg@novoco.com compsmart@novoco.com	

Advertisement List

Solicitation # 1903-208-76-4903

Rent Reasonableness Software for Federal Housing Programs

3/27/2019

InspectCheck		sales@inspectcheck.com	603-782-2800
Rentec Direct		sales@rentecdirect.com	541-216-6000
World APP	Kevin Page	kevin.page@worldapp.com	781-380-7948
E-Data Now	Greg Tsagris	greg@edatanow.com	905-429-7504
REAC Property Consultants, LLC	Hank Vanderbeek	HankBeek@REAC1.com	603-867-7322
Weever Apps	Andy Pritchard Paul Mattila	apritchard@weeverapps.com pmattila@weeverapps.com	(800) 299-0623
Gilson Software	Matt Gilson	Matt@gilsonsoftware.com sales@gilsonsoftware.com	
Yardi	Jeff Bischoff	Jeff.Bischoff@yardi.com	
CPD, Inc	Mike Peth	mike.peth@cdpehs.com	800-888-6035
Rentec irect		sales@rentecdirect.com	
CSDC Inc.	Tom Shaw	t.shaw@csdcsystems.com	888-661-1933Ext. 114
Intelex		intelex@intelex.com	
Zinspector		support@zinspector.com	
SnapInspect		contact@snapinspect.com	
RealPage		Dana.Holmes@RealPage.com Carolyn.Diehl@realpage.com	
Chaps		Waiting on contact	
Easy Inspection		hello@easyinspection.co	
Emphasys Software	Delia Niswonger	dniswonger@emphasys- software.com	(800) 968-6884 x3038
Nan Mckay	James Misner	sales@nanmckay.com jmisner@nanmckay.com	
MultiSite Systems	Jackie Lawrence	jackie@multisitesystems.com	
Cybersoft Technologies, Inc.	Babu Yalamanchili	babu.yalamanchili@cybersoft.net	281-453-8627
Inspect2GO Software	Paul Smith	psmith@inspect2go.com	949.480.5500
ProntoForms	Wendy Prado	wprado@prontoforms.com	

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5954, APPROVING THE RENEWAL OF THE ORACLE AMERICA, INC. (J.D. EDWARDS) MAINTENANCE AND SUPPORT AGREEMENT FOR AN AMOUNT NOT TO EXCEED \$138,622.00 FOR YEAR ONE, \$145,554.00 FOR YEAR TWO, \$152,831.00 FOR YEAR THREE, \$160,473.00 FOR YEAR FOUR AND \$168,496.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR, WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:
David Nisivoccia

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David Nisivoccia
President and CEO

DocuSigned by:
Steven Morando

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Steven Morando
Director of Procurement
and General Services

DocuSigned by:
Jo Ana Alvarado

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Jo Ana Alvarado
Director Innovative
Technology

REQUESTED ACTION:

Consideration and approval regarding Resolution 5954, approving the renewal of the Oracle America, (J.D. Edwards) maintenance and support agreement for an amount not to exceed \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four, and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The cost for the J.D. Edwards software update license and support is not expected to exceed the amount of \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four and \$168,496.00 for year five. We have allowed for an escalation for the annual maintenance and software support that is capped at five percent. This service will be funded by the approved operating budgets.

SUMMARY:

SAHA requires the ongoing services of Oracle America (J.D. Edwards) to provide proprietary software support and maintenance for SAHA's enterprise financial and business software program. J.E. Edwards specializes in providing financial business solutions for organizations of our size at competitive prices. The software provided by this company is utilized by SAHA to manage a variety of functions including financial and budget reporting, employee Human Resources data collection, payroll, accounts payable, and procurement business systems. The support and maintenance is required to ensure continued program functionality.

On May 31, 2000, SAHA's Board of Commissioners granted approval for staff to negotiate and enter into a contract with Oracle America (J.D. Edwards) for the purchase of software. The original agreement included provisions for an annual software support contract that includes updates, upgrades and maintenance to be provided by the software vendor. Software licenses are proprietary, thus the annual contract for support is a sole source procurement. We were granted approval by SAHA's Board of Commissioners on September 3, 2009, and November 6, 2014, to renew the software support contract with Oracle America (J.D. Edwards). Each approval was for a period of one year with the option to renew up to four additional one-year terms.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

The contract is nearing its final date under the November 6, 2014, Board approved term; therefore, we are requesting approval that the Board reconfirm our authority to continue participating in the annual software support agreement with Oracle America (J.D. Edwards), for an additional term of one year with the option to renew up to four additional one-year terms. The continued software support and maintenance will keep SAHA updated with the latest emerging technology for managing our financial, human resources and procurement business systems.

STRATEGIC GOAL:

Transfer core operations to be a high performing and financially strong operation.

ATTACHMENT:

Resolution 5954

**San Antonio Housing Authority
Resolution 5954**

RESOLUTION 5954, APPROVING THE RENEWAL OF THE ORACLE AMERICA, INC. (J.D. EDWARDS) MAINTENANCE AND SUPPORT AGREEMENT FOR AN AMOUNT NOT TO EXCEED \$138,622.00 FOR YEAR ONE, \$145,554.00 FOR YEAR TWO, \$152,831.00 FOR YEAR THREE, \$160,473.00 FOR YEAR FOUR AND \$168,496.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR, WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, on May 31, 2000, SAHA's Board of Commissioners granted approval for staff to negotiate and enter into a contract with Oracle America (J.D. Edwards) for the purchase of software. The original agreement included provisions for an annual software support contract that includes updates, upgrades and maintenance to be provided by the software vendor; and

WHEREAS, we were granted approval by SAHA's Board of Commissioners on September 3, 2009, and November 6, 2014, to renew the software support contract with Oracle America (J.D. Edwards); and

WHEREAS, we are requesting approval that the Board reconfirm our authority to continue participating in the annual software support agreement with Oracle America (J.D. Edwards); and

WHEREAS, the current award recommendation for the J.D. Edwards software update license and support is not expected to exceed the amount of \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms. We have allowed for an escalation for the annual maintenance and software support that is capped at five percent. This service will be funded by the approved operating budgets; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5954, approving the renewal of the Oracle America, (J.D. Edwards) maintenance and support agreement for an amount not to exceed \$138,622.00 for year one, \$145,554.00 for year two, \$152,831.00 for year three, \$160,473.00 for year four, and \$168,496.00 for year five; for a period of one year, with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

BOARD OF COMMISSIONERS

RESOLUTION 5955, AUTHORIZING THE AWARD OF A CONTRACT TO SADA SYSTEMS, INC., THROUGH THE DEPARTMENT OF INFORMATION RESOURCES (DIR), FOR THE UPGRADE OF G SUITE BUSINESS TO G SUITE ENTERPRISE FOR AN AMOUNT NOT TO EXCEED \$94,500.00, THROUGH JUNE 6, 2020

DocuSigned by:

David Nisivoccia

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David Nisivoccia
President and CEO

DocuSigned by:

Steven Morando

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Steven Morando
Director of Procurement
and General Services

DocuSigned by:

Jo Ana Alvarado

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Jo Ana Alvarado
Director of Innovative
Technology

REQUESTED ACTION:

Consideration and approval regarding Resolution 5955, authorizing the award of a contract to SADA Systems, Inc., through the Department of Information Resources (DIR), for the upgrade of G Suite Business to G Suite Enterprise for an amount not to exceed \$94,500.00, through June 6, 2020.

FINANCIAL IMPACT:

The current award recommendation for G Suite Enterprise is not expected to exceed an amount of \$94,500.00 and will be funded through the approved operating budgets and/or reserves.

SUMMARY:

SAHA currently utilizes G Suite Business applications as the primary business communication tool for email, file storage, office applications and team collaboration. SAHA desires to upgrade from G Suite Business to G Suite Enterprise.

G Suite Enterprise is the premium suite of Google services and offers the same services as G Suite Business, but is comprised of supplemental features to include **enhanced Google Drive security**, adding another layer of protection to prevent sensitive information from being revealed to those who should not have it; **scan email traffic for specific content**, such as credit card or social security numbers, allowing for set up of policy-based actions, when this content is detected; **scan images for text**, ability to identify and mitigate loss of confidential data in scanned images; **utilize a third-party archiving product** to store and discover mission-critical email; **analyze Gmail logs in BigQuery**, using advanced and customized queries; **utilize S/MIME encryption** to enhance email security; and, **automate mobile device management tasks** by setting custom rules that get triggered, when suspicious events are detected. Additionally, the enhanced security features included with G Suite Enterprise will allow SAHA's Innovative Technology staff to do more to protect and defend SAHA's valuable data assets that are located in the cloud.

HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes. The cooperatives award contracts based on a competitive bid or proposal process; therefore, SAHA is not required to issue its own competitive

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

solicitation in cases where the use of available contracts are appropriate and in accordance with SAHA procurement policies. SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which follows an acceptable competitive bid or proposal solicitation process. SAHA, as a cooperative member, may utilize any State of Texas contract, including those awarded by the DIR.

On August 4, 2014, DIR issued a Request For Offers (RFO) DIR-TSO-TMP-213, for Education Information Technology (IT) Products and Related Services that closed on September 30, 2014. A contract (DIR-TSO-3413) was awarded to SADA Systems, Inc. on June 6, 2016, that included three one-year renewal options through June 6, 2020.

On August 3, 2017, SAHA received Board approval to award a contract to SADA Systems through DIR for G Suite Business (formerly Google Apps Unlimited) and Cloud Single Sign On (SSO) for a period of one year with the option to renew up to two additional one-year terms through June 6, 2020. SAHA desires to upgrade from G Suite Business to G Suite Enterprise for the remainder of the contract term.

SADA Systems, Inc. was founded in 2000, and is headquartered in North Hollywood, California. They are a platform-neutral partner of industry-leading cloud providers, Microsoft and Google. SADA focuses on delivering enterprise-grade solutions to their public sector, mid-market and large commercial clients in various industries. Their services include cloud computing strategies, design and development, infrastructure management, training and managed services. SADA System Inc. has received a prior award from SAHA for G Suite Business and Cloud Single Sign On and conversion to Google Mail.

Contract oversight will be provided by Jo Ana Alvarado, Director of Innovative Technology, who will monitor the vendor's adherence to contract requirements and performance.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENT:

Resolution 5955

**San Antonio Housing Authority
Resolution 5955**

RESOLUTION 5955, AUTHORIZING THE AWARD OF A CONTRACT TO SADA SYSTEMS, INC., THROUGH THE DEPARTMENT OF INFORMATION RESOURCES (DIR), FOR THE UPGRADE OF G SUITE BUSINESS TO G SUITE ENTERPRISE FOR AN AMOUNT NOT TO EXCEED \$94,500.00, THROUGH JUNE 6, 2020

WHEREAS, the U.S. Department of Housing and Urban Development encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes. SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which follows an acceptable competitive bid or proposal solicitation process. SAHA, as a cooperative member, may utilize any State of Texas contract, including those awarded by the Department of Information Resources (DIR); and

WHEREAS, on August 4, 2014, the Department of Information Resources (DIR) issued a Request For Offers (RFO) DIR-TSO-TMP-213, for Education Information Technology (IT) Products and Related Services that closed on September 30, 2014; and

WHEREAS, a contract (DIR-TSO-3413) was awarded to SADA Systems, Inc. on June 6, 2016, that included three one-year renewal options through June 6, 2020; and

WHEREAS, the current award recommendation for G Suite Enterprise is not expected to exceed an amount of \$94,500.00 and will be funded through the approved operating budgets and/or reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5955, authorizing the award of a contract to SADA Systems, Inc., through the Department of Information Resources (DIR), for the upgrade of G Suite Business to G Suite Enterprise for an amount not to exceed \$94,500.00, through June 6, 2020.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

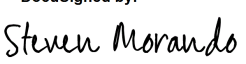
David Nisivoccia
President and CEO


SAN ANTONIO HOUSING AUTHORITY**August 1, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5956, AUTHORIZING THE AWARD OF A CONTRACT FOR GENERATOR MAINTENANCE AND REPAIR SERVICES TO CLIFFORD POWER SYSTEMS FOR AN ANNUAL AMOUNT NOT TO EXCEED \$131,290.00 FOR YEAR ONE, YEAR THREE, AND YEAR FIVE, AND \$75,306.00 FOR YEAR TWO AND YEAR FOUR; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

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Steven Morando
Director of Procurement
and General Services

DocuSigned by:

 ABBB9B06757A4D5...
Hector Martinez
Director of Construction
Services and Sustainability

REQUESTED ACTION:

Consideration and approval regarding Resolution 5956, authorizing the award of a contract for Generator Maintenance and Repair Services to Clifford Power Systems for an annual amount not to exceed \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for generator maintenance and repair services is not expected to exceed an annual amount of \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four. The recommended annual award amount for this service varies, due to the preventative maintenance that will be conducted at various intervals during the term of the Agreement. This service will be funded through the operating budget and/or reserves.

SUMMARY:

SAHA requires the services of a vendor to provide generator maintenance and repair services to include preventative maintenance that is to be conducted at monthly, semi-annual, annual and two year intervals. The vendor will also be required to perform annual generator load bank testing, as required by the City of San Antonio Fire Department, in compliance with National Fire Protection Association Standards for Emergency and Standby Power System, 110 (NFPA 110).

The SAHA emergency generators presently in operation for medium to high rise structures serve as a back-up electrical system that turns on automatically and meets each individual building's required needs. These existing generators range in age from four to twenty-five years old and operate instantaneous, during a utility outage. An automatic transfer switch (ATS) senses the power loss, directs the generator to start and then transfers the electrical load to the generator. The standby generator begins supplying power to the dedicated circuits, such as passenger elevators, corridor/hall lighting, fire protection systems, etc., for extended periods of time, depending on the size of the generator and demand. After utility power returns, the ATS transfers the electrical load back to the utility company and signals the standby generator to shut off. It then returns to standby mode, where it awaits the next outage. To ensure a proper response to an outage, a standby generator runs weekly or monthly, depending on the required

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

parameters, and self-tests on a non-transfer mode. Most of our agency units run on off-road diesel fuel.

Automatic standby generator systems are required by city and state building codes for critical safety systems, such as passenger elevators in medium to high-rise buildings for the purpose of bringing them safely to the ground floor, energizing fire protection systems, and providing power for standby lighting, etc.

On April 22, 2019, SAHA issued an Invitation For Bids (IFB) #1903-936-39-4897 for Generator Maintenance and Repair Services that closed on May 24, 2019. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 32 vendors. A total of three bids were received in response to this solicitation: American Ckritical Energy Systems, Inc. dba Snyder Power (ABE), Clifford Power Systems, and Loftin Equipment Company, Inc. All proposals were evaluated on the following criteria: purchase price, reputation of the bidder and their goods or services, the quality of the goods or services, extent to which the goods or services meet SAHA's needs, total long term cost, and any relevant criteria contained in the solicitation document. Based on the above, SAHA is recommending contract award to Clifford Power Systems. They are the lowest responsive and responsible bidder.

Clifford Power Systems was founded in 1985, and is headquartered in Tulsa, Oklahoma. They have field offices in Arkansas, Kansas, and Missouri, and Texas office locations in Abilene, Austin, Garland, Houston, Longview, Mansfield, and San Antonio. This company offers services twenty-four hours a day, seven days a week to include, but not limited to, planned maintenance programs, remote monitoring, generator load bank testing, fuel maintenance, and towable power solutions. Their Section 3 Good Faith Effort Plan includes implementing an internship program and hiring three individuals in the technician category. Clifford Power Systems is currently under contract with SAHA to provide generator maintenance and repair service. Their client list includes University of Texas Health Science Center-San Antonio, Christus Santa Rosa, and Methodist Healthcare.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Mark Deluna, Maintenance Superintendent, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENTS:

Resolution 5956
Bid Tabulation

**San Antonio Housing Authority
Resolution 5956**

RESOLUTION 5956, AUTHORIZING THE AWARD OF A CONTRACT FOR GENERATOR MAINTENANCE AND REPAIR SERVICES TO CLIFFORD POWER SYSTEMS FOR AN ANNUAL AMOUNT NOT TO EXCEED \$131,290.00 FOR YEAR ONE, YEAR THREE, AND YEAR FIVE, AND \$75,306.00 FOR YEAR TWO AND YEAR FOUR; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, On April 22, 2019, SAHA issued an Invitation For Bids (IFB) #1903-936-39-4897 for Generator Maintenance and Repair Services that closed on May 24, 2019; and

WHEREAS, a total of three bids were received in response to the IFB; and

WHEREAS, Clifford Power Systems is being recommended for contract award. They are the lowest responsive and responsible bidder; and

WHEREAS, the current award recommendation for generator maintenance and repair services is not expected to exceed an annual amount of \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four. The recommended annual award amount for this service varies, due to the preventative maintenance that will be conducted at various intervals, during the term of the Agreement. This service will be funded by operating funds and/or reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5956, authorizing the award of a contract for Generator Maintenance and Repair Services to Clifford Power Systems for an annual amount not to exceed \$131,290.00 for year one, year three, and year five, and \$75,306.00 for year two and year four; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 1st day of August 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

BID TABULATION Generator Maintenance and Repair Services 1903-936-39-4897						
	Clifford Power Systems		Snyder Power		Loftin Equipment	
	Unit Price	Extension	Unit Price	Extension	Unit Price	Extension
Victoria Plaza						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$200.00	\$2,400.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$200.00	\$400.00
Annual	\$603.00	\$603.00	\$500.00	\$500.00	\$310.00	\$310.00
2 Year Maintenance	\$1,182.00		\$1,711.00		\$958.00	
Annual Load Bank Test	\$425.00	\$425.00	\$475.00	\$475.00	\$465.00	\$465.00
Total		\$2,778.00		\$3,075.00		\$3,575.00
Vill Hermosa						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$185.00	\$2,220.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$185.00	\$370.00
Annual	\$381.00	\$381.00	\$285.00	\$285.00	\$525.00	\$525.00
2 Year Maintenance	\$792.00		\$997.00		\$962.00	
Annual Load Bank Test	\$425.00	\$425.00	\$375.00	\$375.00	\$345.00	\$345.00
Total		\$2,556.00		\$2,760.00		\$3,460.00
San Pedro Arms						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$185.00	\$2,220.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$185.00	\$370.00
Annual	\$290.00	\$290.00	\$200.00	\$200.00	\$525.00	\$525.00
2 Year Maintenance	\$686.00		\$805.00		\$962.00	
Annual Load Bank Test	\$425.00	\$425.00	\$375.00	\$375.00	\$345.00	\$345.00
Total		\$2,465.00		\$2,675.00		\$3,460.00
Blanco Apartments						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$185.00	\$2,220.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$185.00	\$370.00
Annual	\$381.00	\$381.00	\$285.00	\$285.00	\$525.00	\$525.00
2 Year Maintenance	\$792.00		\$1,195.00		\$962.00	
Annual Load Bank Test	\$425.00	\$425.00	\$375.00	\$375.00	\$345.00	\$345.00
Total		\$2,556.00		\$2,760.00		\$3,460.00
Parkview Apartments						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$200.00	\$2,400.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$200.00	\$400.00
Annual	\$796.00	\$796.00	\$545.00	\$545.00	\$705.00	\$705.00
2 Year Maintenance	\$1,493.00		\$2,377.00		\$1,106.00	
Annual Load Bank Test	\$425.00	\$425.00	\$525.00	\$525.00	\$560.00	\$560.00
Total		\$2,971.00		\$3,170.00		\$4,065.00
Villia Tranchese						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$195.00	\$2,340.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$195.00	\$390.00
Annual	\$487.00	\$487.00	\$315.00	\$315.00	\$530.00	\$530.00
2 Year Maintenance	\$736.00		\$1,300.00		\$908.00	
Annual Load Bank Test	\$425.00	\$425.00	\$390.00	\$390.00	\$355.00	\$355.00
Total		\$2,662.00		\$2,805.00		\$3,615.00
Fair Avenue Apartments						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$195.00	\$2,340.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$195.00	\$390.00
Annual	\$487.00	\$487.00	\$315.00	\$315.00	\$530.00	\$530.00
2 Year Maintenance	\$736.00		\$1,300.00		\$908.00	
Annual Load Bank Test	\$425.00	\$425.00	\$390.00	\$390.00	\$355.00	\$355.00
Total		\$2,662.00		\$2,805.00		\$3,615.00
Marie McGuire Apartments						
Monthly Maintenance	\$125.00	\$1,500.00	\$150.00	\$1,800.00	\$185.00	\$2,220.00
Semi-Annual	\$125.00	\$250.00	\$150.00	\$300.00	\$185.00	\$370.00
Annual	\$255.00	\$255.00	\$305.00	\$305.00	\$525.00	\$525.00
2 Year Maintenance	\$806.00		\$977.00		\$962.00	
Annual Load Bank Test	\$595.00	\$595.00	\$375.00	\$375.00	\$345.00	\$345.00
Total		\$2,600.00		\$2,760.00		\$3,460.00
Year 1 Recurring cost		\$21,250.00		\$22,630.00		\$28,710.00
Year 2 Recurring cost with 2 year Maint		\$28,473.00		\$33,492.00		\$36,438.00
Year 3 Recurring cost		\$21,250.00		\$22,630.00		\$28,710.00
Year 4 Recurring cost with 2 year Maint		\$28,473.00		\$33,492.00		\$36,438.00
Year 5 Recurring cost		\$21,250.00		\$22,630.00		\$28,710.00
Total 5 year Cost		\$120,696.00		\$135,474.00		\$159,006.00

Advertisement List
Solicitation # 1903-936-39-4897
IFB for Generator Maintenance & Repair Services

Associations /Vendors	Contact Name	Email	Method of Contact
Associations Revised as of 03/09/2018			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aia.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect	Mark Ibero	content@constructconnect.com	
CFMA	Kelly Dando	cfmasatx@gmail.com kimr@avacpa.com	
Chinese Chamber of Commerce	Jing Hao	jing.hao@gsaccc.org	
Goodwill Industries	Steven Hussain Angelic de olivera Mark Ramirez Melissa Joy Winn	shussain@goodwillsa.org adeoliveira@goodwillsa.org mramirez@goodwillsa.org mwinn@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Julie Oltersdorf	julieo@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
IEC	Julie Tucker	jtucker@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated	Dana Marsh	sanantonioagc@gmail.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Dave Petersen Brianna Dimas	dpetersen@sachamber.org Briannad@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	samca@satx.rr.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		construction@SmartApartmentData.com	

11/29/2017

Advertisement List
Solicitation # 1903-936-39-4897
IFB for Generator Maintenance & Repair Services

Associations /Vendors	Contact Name	Email	Method of Contact
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org	
Surety Association of South Texas	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers	Laura Campa	jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Center	Orestes Hubbard	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
HUBS on CMCL		04/11/2018	
Fleet Maintenance of Texas, Inc.	Wayne Francis	accounts@fntaustin.com	
Kentech Power	Greg Tammer	gtammer@kentechpower.com	
Section 3 Bidders		04/11/2018	
No Section 3 Generator Vendors			
Direct Solicits		04/11/2018	
AAA Equipment Services	Marty Gonzale	AAAequipmentservices@yahoo.com	
Clifford Power System	Melissa Smith	msmith@cliffordpower.com	
Cummins	Travis Neely	travis.neely@cummins.com	
Eagle Rental	Michael	Michael@eaglerental.com	Not Found
Grubb Engineering	Bob Grubb	bgrubb@grubbengineering.com	
Holt Power Systems	Steve Albritton Ashley Chapa Bo Kothmann	Stephen.Albritton@holtcat.com Ashley.Chapa@holtcat.com Bo.Kothmann@holtcat.com	
Loftin Equipment	Jason Roberts	jroberts@loftinequip.com	
L&O Electric	Christian	ChristianS@LOelectric.com	
Stewart & Stevenson	Joey Edwards	Jo.edwards@ssss.com	
Waukesha-Pearce Industries	Robert Syzdek	Robert.Syzdek@wpi.com	
Waukesha-Pearce Industries		mechler@wpi.com	
American Critical Energy Syst	Clay Snyder	service@snyderpower.com	
Austin Generator Service	Kurt Summers	Kurt.Summers@austingenerator.com	
Burt Electric	TRACY BURT	TJBURT5@SBCGLOBAL.NET	
Cantwell Equipment Co Inc	MATT BENTON	matt.benton@cantwellindustries.com	
Clifford Power Systems Inc	Candace Jaynes	sales-austin@cliffordpower.com	
Fleet Maintenance Of Tx	Wayne Francis,	accounts@fntaustin.com	blocked
GPC Services, Inc	Larry Tumlinson,	gpcs2@wcc.net	
Kentech, Inc.	Sonya Reed	rfq@kentechpower.com	

11/29/2017

Advertisement List
Solicitation # 1903-936-39-4897
IFB for Generator Maintenance & Repair Services

Associations /Vendors	Contact Name	Email	Method of Contact
Mall Energy, Inc.	Kendall Archer	karcher@mallenergy.com	
On-Site Power Systems	Conrad Wareham	conrad@on-sitepowersystems.com	
San Angelo Cross Texas Sply	Becky Dyches	bjd@crosstexasupply.com	
Shermco	Dirk Rodekuhr	drodekuhr@shermco.com	
T3 Power Quality	Michelle Pernicka	michelle@t3pq.com	
Mini Diesel	Mini Diesel	contact@mnidiesel.com	
LJ Power Generators	Brett Siewert	b.siewert@lipower.net	
So-Tex Engine & Generator		Sotexfm78@aol.com	
Mister Sparky		Sparky31705@gmail.com	
Generators of Texas		Mark.lindloff@generatorsofhouston.com	


11/29/2017

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

MEMORANDUM

To: Board of Commissioners

From: David Nisivoccia, President and CEO 

Presented by: Steven Morando, Director of Procurement and General Services

RE: Procurement Activity Report

Current Solicitations: There are currently two Invitation For Bids (IFB), and one Request For Proposals and two Quick Quotes being advertised. The Invitation For Bids are for Cassiano Burn Units Rehabilitation, and Removal and Replacement (R&R) of Bathtubs and Shower Pans - SAHA Wide. The Request For Proposals is for Insurance Broker of Record Property Casualty Services. The Quick Quotes are for Demolition of House and Driveway at 1323 N Walters Street and Exterior and Interior Repairs at Pecan Hill Apartments #117 and #118.

Closed/Pending Solicitations: There are six solicitations that have closed and are currently being evaluated. The six solicitations include Automatic Gate Maintenance, Repair, and Replacement, Agency Wide; Master Developer for Victoria Commons Sites including Artisan Park Townhomes Phase IIB (Step 2); Videography Services; New Affordable Home Construction Services for Villas de Fortuna; Biohazard Cleanup Services; and Privacy Fence Repair and Chain Link Fence Installation at Villa Tranchese.

Solicitations in Development: Procurement is currently working on a number of solicitations for advertisement. These include Lift Station Maintenance and Repair for Bella Claire Apartments, La Providencia Apartments Exterior Renovations and Site Improvements, Utility Submeter Billing Services for Beacon Communities, Purchase and Installation of Bathtub and Shower Inserts/Liners, Service for Bulk Waste Pickup, Apartment Marketing Services for Beacon Communities, Burning Tree Apartments Exterior Renovations, Pecan Hill Tree Removal and Sanitary Sewer Retrofit, Public Relations Consulting Services, Printing and Publication Services, Natural Gas Systems Operator Qualified Training, Roof Replacement at Parkview Apartments, Roof Replacement at Alazan Community Office Building, Demolition of House and Driveway at 1021 El Paso Street, Development Partner for Alazan Apache Courts, Demolition of House at 1071 Poinsettia, On Site Construction Security Cameras and Monitoring Services - Mirasol Neighborhoods, Development Partners for SAHA Projects - Pool, Retirement Plan Investment Advisory Services, Annual Emphasys Software Maintenance and Support Agreement, Technical Accounting and GASB Consulting Services, HUD Consulting and Guidance Services, Collection Services - Agency Wide, Vending Machine Concessions - Agency Wide, and Third Party Fleet Maintenance Services.

For the 1st calendar quarter ending March 31, 2019, SAHA contractors reported twenty-four of their forty-two new hires qualified as Section 3 individuals, which represented 57.1 percent of all new hires. The new hires were composed of eleven male and thirteen female individuals. The weighted average wage rate for these Section 3 individuals is \$13.91 per hour and the breakdown by category is as follows:

3 new Section 3 hires earned below \$10.00 per hour

SAN ANTONIO HOUSING AUTHORITY**August 1, 2019**

- 6 new Section 3 hires earned from \$10.00 to < \$12.00 per hour
- 6 new Section 3 hires earned from \$12.00 to < \$14.00 per hour
- 4 new Section 3 hires earned from \$14.00 to < \$16.00 per hour
- 5 new Section 3 hires earned from \$16.00 to < \$19.00 per hour

CHANGE ORDERS

Date	Contract	Contractor	Description
6/25/2019	G Suite Business	SADA Systems	Increase contract renewal amount \$12,927.60; Nationwide increase by Google
7/19/2019	Tree Trimming Services	A&S Landscaping Services	Increase contract value \$37,500.00; additional services required due to storms

VEHICLE PURCHASES

Description	Price	Dealer	SAHA User Department
2019 Ram 1500	\$22,155.00	Cowboy Chrysler, Dodge, Jeep	Villa Tranchese
2019 Ram 1500	\$22,250.00	Cowboy Chrysler, Dodge, Jeep	Francis Furey
2019 Ram 1500	\$22,250.00	Cowboy Chrysler, Dodge, Jeep	Frank Hornsby
2019 Ram 1500	\$22,250.00	Cowboy Chrysler, Dodge, Jeep	Kenwood North
2019 Ram 1500	\$22,250.00	Cowboy Chrysler, Dodge, Jeep	L.C. Rutledge
2019 Ram 1500	\$22,285.00	Cowboy Chrysler, Dodge, Jeep	Riverside

PROPOSED ACTION:

None at this time.

SAN ANTONIO HOUSING AUTHORITY

August 1, 2019

FINANCIAL IMPACT:

Amounts paid according to award provisions.

STRATEGIC OBJECTIVE:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENT:

Procurement Activity Report

Procurement Activity Report July 22, 2019

Solicitations Currently being Advertised				
SAHA Department	Type	Solicitation Name	Bidders Conference	Closes
Development Services	QQ	Demolition of House and Driveway at 1323 N Walters Street	N/A	7/25/2019
Beacon Communities	QQ	Exterior and Interior Repairs Pecan Hill Apartments #117 and #118	N/A	7/25/2019
Agency Wide	IFB	Removal and Replacement (R&R) of Bathtubs and Shower Pans SAHA Wide	7/24/2019	8/5/2019
Risk Management	RFP	Insurance Broker of Record Property Casualty Services	7/23/2019	8/9/2019
Construction Services	IFB	Cassiano Burn Units Rehabilitation	7/9/2019	8/14/2019
Solicitations Under Evaluation				
SAHA Department	Type	Solicitation Name	Date Closed	Status
Assisted Housing Programs	RFP	Rent Reasonableness Software for Federal Housing Programs	5/23/2019	Board Meeting August 1, 2019
Construction Services	IFB	Generator Maintenance and Repair Services	5/24/2019	
Public Housing	IFB	Tree Trimming, Pruning and Removal Services	5/29/2019	
Public Housing	RFP	Property Management Inspection Software	6/5/2019	
Innovative Technology	N/A	Renewal of J.D. Edwards Maintenance and Support Agreement	N/A	
Innovative Technology	DIR	Upgrade of G Suite Business to G Suite Enterprise	N/A	
Public Housing	IFB	Automatic Gate Maintenance, Repair, and Placement Agency Wide	6/7/2019	Negotiation Due Diligence Procurement Evaluation
Development Services	RFP	Master Developer for Victoria Commons Sites including Artisan Park Townhomes Phase IIB (Step 2)	6/13/2019	
Communications	QQ	Videography Services	7/8/2019	
Development Services	RFP	New Affordable Home Construction Services for Villas de Fortuna	7/9/2019	
Agency Wide	IFB	Biohazard Cleanup Services	7/12/2019	
Public Housing	QQ	Privacy Fence Repair and Chain Link Fence Installation at Villa Tranchese	7/19/2019	
Future Solicitations				
Beacon Communities		Lift Station Maintenance and Repair for Bella Claire Apartments	August 2019	
		La Providencia Apartments Exterior Renovations and Site Improvements	August 2019	
		Utility Submeter Billing Services for Beacon Communities	July 2019	
		Purchase and Installation of Bathtub and Shower Inserts/Liners	September 2019	
		Service for Bulk Waste Pickup	August 2019	
		Apartment Marketing Services for Beacon Communities	August 2019	
		Burning Tree Apartments - Exterior Renovations	September 2019	
		Pecan Hill Tree Removal and Sanitary Sewer Retrofit	September 2019	
Communications and Public Affairs		Public Relations Consulting Services	August 2019	
		Printing and Publication Services	August 2019	
Construction Services		Natural Gas Systems Operator Qualified Training	July 2019	
		Roof Replacement at Parkview Apartments	August 2019	
		Roof Replacement at Alazan Community Office Building	August 2019	
Development Services		Demolition of House and Driveway at 1021 El Paso Street	July 2019	
		Development Partner for Alazan Apache Courts	July 2019	
		Demolition of House at 1071 Poinsettia	August 2019	
		On Site Construction Security Cameras and Monitoring Services - Mirasol Neighborhoods	August 2019	
		Development Partners for SAHA Projects - Pool	September 2019	
Executive		Retirement Plan Investment Advisory Services	August 2019	
Innovative Technology		Annual Emphasys Software Maintenance and Support Agreement	July 2019	
Finance and Accounting		Technical Accounting and GASB Consulting Services	July 2019	
		HUD Consulting and Guidance Services	September 2019	
Public Housing		Collection Services - Agency Wide	August 2019	
		Vending Machine Concessions - Agency Wide	August 2019	
Procurement and General Services		Third Partv Fleet Maintenance Services	August 2019	

Informal Awards Up to \$50,000

SAHA Department	Solicitation Name	Vendor	Amount	Date
Public Housing	Security Systems	Knight Security Systems	\$50,000.00	4/22/2019
Public Housing	27 Dell Latitude 5490	Dell Marketing	\$41,260.86	5/17/2019
Development Services	Development Services Staff Augmentation	Greener Cities Consulting	\$50,000.00	5/17/2019
Asset Management	Laptop Setup	Dell Marketing	\$2,831.36	5/15/2019
Assisted Housing Programs	Stackable Chairs for Section 8	J.R., Inc.	\$12,601.76	6/4/2019
Community Development Initiatives	Rental Items for Father's Day Event 2019	KKH Rentals dba Illusions Rentals and Designs	\$6,125.74	6/6/2019
General Services	Refinish Tile Floor	Shaw Contract Flooring Services, Inc. dba Spectra Contract Flooring	\$2,750.00	6/12/2019
Public Housing	Golf Cart Repairs	River City Marketing, Inc. dba Golf Cars, Etc.	\$3,090.45	6/13/2019
Public Housing	Floor/Ceiling Repairs Cassiano Homes, 1659 Drought	R&J Muniz Remodeling	\$2,778.00	6/21/2019
Construction Services	Computer Stations	Dell Marketing	\$3,984.92	6/21/2019
Agency Wide	Towing Services	Zednanreh dba Parking Solutions of San Antonio	\$50,000.00	6/21/2019
Beacon Communities	Call Management Services	Gilson Software Solutions	\$50,000.00	6/24/2019
Beacon Communities	Emergency 911 Phone Equipment and Services	On Guard, Inc.	\$50,000.00	6/24/2019
Development Services	Greenhouses for Garcia Street Urban Farm	T Muth Enterprises, Inc. dba Greenhouses, etc.	\$10,770.00	6/25/2019
Public Housing	Roof/Ceiling Repairs 1513 San Carlos	Mendoza & Mendoza	\$2,975.00	6/27/2019
Development Services	Metal Signs for Garcia Street Urban Farm	Rachel G Fuentes, Inc. dba Signs By Tomorrow	\$1,978.50	6/27/2019
Public Housing	Equipment Upgrade for Public Wi-Fi	Netsync Network Solutions	\$33,024.68	7/1/2019
Development Services	Clearing and Grubbing Services for Garcia Street Urban Farm	A&S Landscaping Services	\$7,395.00	7/5/2019
Beacon Communities	Rain Damage Repairs 117 & 112 Sunshine Apartments	Mendoza & Mendoza	\$2,995.00	7/9/2019
General Services	Front Lobby Signs	Pinnacle Sign Team, Inc.	\$1,670.00	7/10/2019
Beacon Communities	Uniforms	CINTAS	\$6,916.66	7/10/2019
Innovative Technology	Wrike Project Management System	Softek International, Inc.	\$37,400.00	7/10/2019
Public Housing	Various Repairs 7446 Rimhurst, Scattered Site	MDC Painting	\$2,785.00	7/11/2019
Executive	Executive Recruitment Services for SAHA Chief Operating Officer	S. Renee Narloch & Associates	\$24,950.00	7/17/2019

PRESIDENT'S REPORT

August 1, 2019

NAHRO Awards

I am proud to announce that for the third year running (and four of the last five) SAHA has received the most awards in the country. SAHA was awarded eighteen Awards of Merit and Excellence garnered by the National Association of Housing and Redevelopment Officials, two of which include awards indicating the highest honor NAHRO bestows on an Agency. The awards were presented to SAHA representatives July 11, 2019, at the NAHRO Summer Conference held in Boston, MA.

All of this is not possible without great initiative, creativity, and hard work; attributes that SAHA exemplifies on a daily basis. I want to take this opportunity to thank all staff for their efforts and wisdom in making SAHA the best Agency in the country. I am proud to work with such a great team!



NAHRO AWARDS

Walking School Bus at Cassiano Homes
Community Development Initiatives

Wheatley Park Senior Living Project Design
Development Services & Neighborhood Revitalization

BiblioTech East
Development Services & Neighborhood Revitalization

Digital Ambassadors
Community Development Initiatives

Family Self Sufficiency Graduations
Community Development Initiatives

Parent Leadership Academy Partnership with Alamo Colleges, SAISD
Community Development Initiatives

OPPORTUNITY LIVES HERE
@HousingSAT

TEAMSS Project
Community Development Initiatives

Compliance Protocol
Beacon Communities

Maintenance Safety Program
Beacon Communities

MOU Creating Additional Affordable Housing Units Partnership with SAMMs
Beacon Communities

Mozilla Solar Mesh Win
Innovative Technology

"Being a Good Neighbor"
Community Collaboration
Federal Housing Programs

Operation Cooperation:
LEAPS, SAFFE, PRIDE, SWEAR
Security

SMARTI.SAHA.org Microsite
Communications and Public Affairs

Housing Policy Charrette Partnership with Mayor's Housing Summit
Policy and Planning

Comprehensive Re-Roofing at Various Properties
Construction Services & Sustainability

Dr. Charles Andrews Rehabilitation
Construction Services & Sustainability

Prospect Hill On-Site Recertifications
Federal Housing Programs



EIF “Par-Tee” Golf Tournament

The San Antonio Housing Authority is hosting the Education Investment Foundation’s Annual Par-Tee Golf Tournament on Friday, September 13, 2019, at the Silverhorn Golf Club, 1100 W. Bitters Rd. Staff is currently seeking sponsors and golfers for this event to support our goal to raise \$120,000 in scholarships for our students from families participating in affordable housing programs and are pursuing higher education.



— ANNUAL SCHOLARSHIP —
PAR-TEE
GOLF TOURNAMENT
SEPT. 13 \ \ SILVERHORN GOLF CLUB
More information: bit.ly/eifevents

 **SAHA** | SAN ANTONIO
HOUSING AUTHORITY
Opportunity Lives Here

 Education Investment
Foundation

Benefiting the Education Investment
Foundation and federal housing program
scholars pursuing higher education.

William “Bill” Sinkin Education Summit

The San Antonio Housing Authority’s Education Investment Foundation (EIF) will kick off back to school season with its annual William “Bill” Sinkin Education Summit on August 3, 2019. The event is open to all San Antonio Housing Authority clients and will host students and their families for a day of workshops and activities focused on helping youth reach their full educational potential. The event will also recognize exceptional students and adults will have an opportunity to walk the stage as they receive their certificates/diplomas. Since its creation in 1991, EIF has provided more than \$800,000 in scholarships.



WILLIAM “BILL” SINKIN EDUCATION SUMMIT

AUG. 3 • 8AM–3PM

San Antonio College
McAllister Auditorium
1300 San Pedro Ave.



Air Conditioning Installation Press Conference

San Antonio Mayor Ron Nirenberg hosted a press conference on July 12, 2019, at the Kenwood North Apartments to mark the near completion of the air conditioning initiative and to thank partners for supporting SAHA residents. SAHA Commissioner Jessica Weaver represented the agency at the event and guests included State Representative Diego Bernal, Mayor Ron Nirenberg and philanthropist, Gordon Hartman.



Alazan Lofts Nears 9 Percent Tax Credit Approval

The Texas Department of Housing and Community Affairs (TDHCA) approved 9 percent tax credit applications for several new housing developments in Texas to move forward in the approval process during Board Meetings on May 23 and June 27.

SAHA's proposed new developments, Alazan Lofts and Our Lady of Charity, were both considered for the highly sought-after tax credits. While the TDHCA Board approved Alazan Lofts to move forward in the process, the Board declined to support Our Lady of Charity on June 27, citing concerns with the size of the apartment units given the property's historic designation.

The Low Loss Ratio Award

I received a congratulatory notification from HAI Group (Housing Authority Insurance), that SAHA was the recipient of the Low Loss Ratio Award for the 2015-2017 HARRG policy years. The award is based upon three years of premium and loss data. Only members with an average loss ratio below 50% are recognized. SAHA's efforts at risk management are producing positive results.

Interlocal Data Sharing Agreement

As part of the City of San Antonio Smart City Initiatives, the City of San Antonio, Office of Innovation, convened the SmartCIO's from the San Antonio Housing Authority, City of San Antonio, Bexar County Appraisal District, CPS Energy, San Antonio River Authority (SARA), San Antonio Water Systems (SAWS) and VIA Metropolitan Transit Authority. The data sharing agreement will provide an instrument for all parties involved to enter into a mutual understanding of data sharing that will contribute to making more informed decisions for the benefit of our constituents. The agreement defines in detail the laws, processes, procedures and security protocols that prepare each agency to share data to meet objectives toward the City of San Antonio's Smart City Technology initiatives. Data sharing, data integration, and data gathering can bring powerful results toward helping us gain knowledge to empower and equip families to improve their quality of life with service and program improvements that contribute to the achievement of economic stability. As partners of this agreement, the possibilities to deliver more access to services will ultimately better serve the citizens of San Antonio; who are part of the SAHA client population.

Father's Day Fiesta

The 19th Annual Father's Day Fiesta was held Saturday, June 15, 2019, at the SAHA Park located at 818 S. Flores from 10:00 a.m. to 1:00 p.m. This marks the ninth year that the San Antonio Housing Authority Community Development Initiative's Department and the Fatherhood Campaign have collaborated. The event consisted of a resource fair with over thirty local agencies, businesses, and programs that provided useful community resources benefiting families. This year's event included lunch for all attendees, interactive activities and games for families to enjoy.



Take Your Dog to Work Day

SAHA fur babies enjoyed spending the day with their owners on June 21, 2019. Once again, SAHA participated in the Take Your Dog to Work Day, and dogs received a special certificate, along with some doggie treats to celebrate the great companions they make. The event encouraged employers to experience the joys of pets in the workplace for one day to support their local pet communities.

