



**SAN ANTONIO HOUSING FINANCE
CORPORATION MEETING
JAN. 23, 2020**



BOARD OF DIRECTORS

Jessica Weaver
Vice Chair

Charles Clack
Director

Dr. Ana "Cha" Guzmán
Director

Jo-Anne Kaplan
Director

Olga Kauffman
Director

Sofia A. Lopez
Director

Ruth Rodriguez
Director

SAN ANTONIO HOUSING FINANCE CORPORATION

*BOARD MEETING

818 S. Flores St., San Antonio, TX 78204
2:00 p.m., Thursday, January 23, 2020

MEETING CALLED TO ORDER

1. The Board of Directors 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 reserves the right to enter into closed meeting at any time, during the course of the meeting.

PUBLIC COMMENT

2. Public Comment - Citizens are provided three minutes each to speak to any agenda items.

OPERATIONS

3. Consideration and approval regarding Resolution 20FIN-02-06, (i) authorizing execution of a Contract for Ground Lease (Contract) between San Antonio Housing Facility Corporation (Facility Corporation) as Tenant and San Antonio Housing Finance Corporation (Finance Corporation) as Landlord, covering land owned by Finance Corporation at 7223 Snowden Road, San Antonio, Texas (Project Site), and all other documentation necessary to ground lease the Project Site to the Facility Corporation for the purpose of applying to the Texas Department of Housing and Community Affairs (TDHCA) for 9% housing tax credits to provide financing for the Project development; (ii) authorizing the Facility Corporation to execute the Contract as the proposed Tenant and to assign the Contract from the Facility Corporation to Snowden Apartments, LP, a to-be-formed limited partnership (Partnership) which will be controlled by an affiliate of the Facility Corporation; (iii) authorizing the Housing Authority of the City of San Antonio, Texas (SAHA), and/or the Facility Corporation to sponsor the submission of a tax credit application to the TDHCA for 9% housing tax credits to provide financing for the Project; (iv) authorizing the creation of Snowden Apartments GP, LLC, a to-be-formed Texas limited liability company, and the Partnership for the purpose of owning, developing, constructing and operating the Project; (v) authorizing the Facility Corporation to serve as the prime contractor for the Project; and (vi) authorizing other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

4. Adjournment

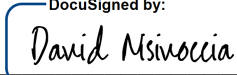
*Note: Whenever the Texas Open Meetings Act (Section 551.001 et seq. of the Texas Government Code) provides for a closed meeting in matters concerning legal advice, real estate, contracts, personnel matters, or security issues, the Board may find a closed meeting to be necessary. For the convenience 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."

SAN ANTONIO HOUSING FINANCE CORPORATION**JANUARY 23, 2020****BOARD OF DIRECTORS**

RESOLUTION 20FIN-02-06, AUTHORIZING THE SNOWDEN APARTMENTS TRANSACTION, INCLUDING: (I) AUTHORIZING EXECUTION OF A CONTRACT FOR GROUND LEASE (CONTRACT) BETWEEN SAN ANTONIO HOUSING FACILITY CORPORATION (FACILITY CORPORATION) AS TENANT AND SAN ANTONIO HOUSING FINANCE CORPORATION (FINANCE CORPORATION) AS LANDLORD, COVERING LAND OWNED BY FINANCE CORPORATION AT 7223 SNOWDEN ROAD, SAN ANTONIO, TEXAS (PROJECT SITE), AND ALL OTHER DOCUMENTATION NECESSARY TO GROUND LEASE THE PROJECT SITE TO FACILITY CORPORATION FOR THE PURPOSE OF APPLYING TO THE TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS (TDHCA) FOR 9% HOUSING TAX CREDITS TO PROVIDE FINANCING FOR THE PROJECT DEVELOPMENT; (II) AUTHORIZING FACILITY CORPORATION TO EXECUTE THE CONTRACT AS THE PROPOSED TENANT AND TO ASSIGN THE CONTRACT FROM FACILITY CORPORATION TO SNOWDEN APARTMENTS, LP, A TO-BE-FORMED LIMITED PARTNERSHIP (PARTNERSHIP) WHICH WILL BE CONTROLLED BY AN AFFILIATE OF FACILITY CORPORATION; (III) AUTHORIZING THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO, TEXAS (SAHA) AND/OR FACILITY CORPORATION TO SPONSOR THE SUBMISSION OF A TAX CREDIT APPLICATION TO THE TDHCA FOR 9% HOUSING TAX CREDITS TO PROVIDE FINANCING FOR THE PROJECT; (IV) AUTHORIZING THE CREATION OF SNOWDEN APARTMENTS GP, LLC, A TO-BE-FORMED TEXAS LIMITED LIABILITY COMPANY, AND THE PARTNERSHIP FOR THE PURPOSE OF OWNING, DEVELOPING, CONSTRUCTING AND OPERATING THE PROJECT; (V) AUTHORIZING THE FACILITY CORPORATION TO SERVE AS THE PRIME CONTRACTOR FOR THE PROJECT; AND (VI) AUTHORIZING OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

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David Nisivoccia
 President and CEO

DocuSigned by:

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Timothy E. Alcott
 Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 20FIN-02-06, authorizing the Snowden Apartments transaction, including: (I) authorizing execution of a Contract for Ground Lease (Contract) between San Antonio Housing Facility Corporation (Facility Corporation) as Tenant and San Antonio Housing Finance Corporation (Finance Corporation) as Landlord, covering land owned by Finance Corporation at 7223 Snowden Road, San Antonio, Texas (Project Site), and all other documentation necessary to ground lease the Project Site to the Facility Corporation for the purpose of applying to the Texas Department of Housing and Community Affairs (TDHCA) for 9% housing tax credits to provide financing for the Project development; (II) authorizing the Facility Corporation to execute the Contract as the proposed Tenant and to assign the Contract from the Facility Corporation to Snowden Apartments, LP, a to-be-formed limited partnership (Partnership) which will be controlled by an affiliate of the Facility Corporation; (III) authorizing the Housing Authority of the City of San Antonio, Texas (SAHA), and/or Facility Corporation to sponsor the submission of a tax credit application to the TDHCA for

SAN ANTONIO HOUSING FINANCE CORPORATION**JANUARY 23, 2020**

9% housing tax credits to provide financing for the Project; (IV) authorizing the creation of Snowden Apartments GP, LLC, a to-be-formed Texas limited liability company, and the Partnership for the purpose of owning, developing, constructing and operating the Project; (V) authorizing the Facility Corporation to serve as the prime contractor for the Project; and (VI) authorizing other matters in connection therewith.

FINANCIAL IMPACT:

The final deal terms will be presented to the Board of Directors once negotiated.

SUMMARY:

Snowden Apartments, LP is planned as an approximately 185-unit new construction apartment complex for families, proposed on an approximately 6.97 acres vacant tract of land located at 7223 Snowden Road, San Antonio, Bexar County, Texas. The new development will provide a mix of one-, two- and three-bedroom units with appropriate design considerations and amenities and is anticipated to be 100% affordable at 60% area median income or less.

The Facility Corporation initially plans to self-develop the apartment complex, although a private developer might be considered in the future to provide guarantees and long-term management capability. The Project will receive the benefit of the Finance Corporation's ad valorem tax exemption, as well as a sales tax exemption arising out of the Facility Corporation serving as the prime contractor. The Finance Corporation or its assignee will receive a purchase option and a right of first refusal from the Partnership. The agency will benefit by adding units to its affordable housing portfolio, enabling the agency to serve more residents and further its mission.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 20FIN-02-06

Map and Photo of Site Location

**San Antonio Housing Finance Corporation
Resolution 20FIN-02-06**

RESOLUTION 20FIN-02-06, AUTHORIZING THE SNOWDEN APARTMENTS TRANSACTION, INCLUDING: (I) AUTHORIZING EXECUTION OF A CONTRACT FOR GROUND LEASE (CONTRACT) BETWEEN SAN ANTONIO HOUSING FACILITY CORPORATION (FACILITY CORPORATION) AS TENANT AND SAN ANTONIO HOUSING FINANCE CORPORATION (FINANCE CORPORATION) AS LANDLORD, COVERING LAND OWNED BY FINANCE CORPORATION AT 7223 SNOWDEN ROAD, SAN ANTONIO, TEXAS (PROJECT SITE), AND ALL OTHER DOCUMENTATION NECESSARY TO GROUND LEASE THE PROJECT SITE TO FACILITY CORPORATION FOR THE PURPOSE OF APPLYING TO THE TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS (TDHCA) FOR 9% HOUSING TAX CREDITS TO PROVIDE FINANCING FOR THE PROJECT DEVELOPMENT; (II) AUTHORIZING FACILITY CORPORATION TO EXECUTE THE CONTRACT AS THE PROPOSED TENANT AND TO ASSIGN THE CONTRACT FROM FACILITY CORPORATION TO SNOWDEN APARTMENTS, LP, A TO-BE-FORMED LIMITED PARTNERSHIP (PARTNERSHIP) WHICH WILL BE CONTROLLED BY AN AFFILIATE OF FACILITY CORPORATION; (III) AUTHORIZING THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO, TEXAS (SAHA) AND/OR FACILITY CORPORATION TO SPONSOR THE SUBMISSION OF A 9% TAX CREDIT APPLICATION TO THE TDHCA FOR 9% HOUSING TAX CREDITS TO PROVIDE FINANCING FOR THE PROJECT; (IV) AUTHORIZING THE CREATION OF SNOWDEN APARTMENTS GP, LLC, A TO-BE-FORMED TEXAS LIMITED LIABILITY COMPANY, AND THE PARTNERSHIP FOR THE PURPOSE OF OWNING, DEVELOPING, CONSTRUCTING AND OPERATING THE PROJECT; (V) AUTHORIZING THE FACILITY CORPORATION TO SERVE AS THE PRIME CONTRACTOR FOR THE PROJECT; AND (VI) AUTHORIZING OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the San Antonio Housing Finance Corporation (Finance Corporation) owns approximately 6.97 acres of vacant land at 7223 Snowden Road, San Antonio, Bexar County, Texas which is described on Exhibit A (Land); and

WHEREAS, Snowden Apartments, LP, a Texas limited partnership (Partnership), whose sole General Partner is Snowden Apartments GP, LLC (General Partner), will be formed to provide for the acquisition and construction of an approximately 185-unit multi-family housing project for families on the Land (Project); and

WHEREAS, the San Antonio Housing Facility Corporation (Housing Facility Corporation) will sponsor the Partnership's application for 9% Housing Tax Credits from the Texas Department of Housing and Community Affairs (TDHCA) for the purpose of financing the Project in part; and

WHEREAS, the Partnership will seek financing for the construction of the Project, including equity raised from the sale of tax credits to an investor limited partner, and construction loan financing from a commercial lender or other financial institution or lender; and

WHEREAS, the sole member of the General Partner will be the Facility Corporation; and

WHEREAS, the Partnership has agreed to be the Ground Lease Tenant on the Land with the Finance Corporation as the landlord; and

WHEREAS, the Board of Directors of the Finance Corporation has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of the Finance Corporation, the General Partner and the Partnership; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Antonio Housing Finance Corporation hereby:

Section 1. The Project, the Contract for Ground Lease, the proposed 9% Housing Tax Credit Application to the TDHCA, the formation of the General Partner and the Partnership and the Facility Corporation's service as the Prime Contractor for the Project (Approved Activities) are hereby approved, and the President, Vice President, Secretary/Treasurer of the San Antonio Housing Finance Corporation is hereby authorized to execute any and all documentation required for the Approved Activities and any and all other documentation required to be executed by the Finance Corporation in order to effect such transactions.

Section 2. The President, Vice President, Secretary/Treasurer, or any of them, and, if required by the form of the document, the Secretary/Treasurer and any Assistant Secretary/Treasurer, or any of them, of the Finance Corporation are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Finance Corporation and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, Vice President, Secretary/Treasurer of the Corporation is authorized to negotiate and approve such changes in, or additions to, the terms any of the documents (prior to the execution and delivery thereof), including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to the Finance Corporation 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 3. 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 4. 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 5. 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 6. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 7. This Resolution shall be in force and effect from and after its passage on the date shown below.

Section 8. The officers of the San Antonio Housing Finance Corporation, 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.

<u>Name</u>	<u>Title</u>
David Nisivoccia	Secretary/Treasurer
Timothy Alcott	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Jessica Weaver	Vice Chair
Charles Clack	Director
Jo-Anne Kaplan	Director
Sofia A. Lopez	Director
Ana "Cha" Guzman	Director
Olga Kauffman	Director
Ruth Rodriguez	Director

Passed and approved the 6th day of February 2020.

Jessica Weaver
Vice Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

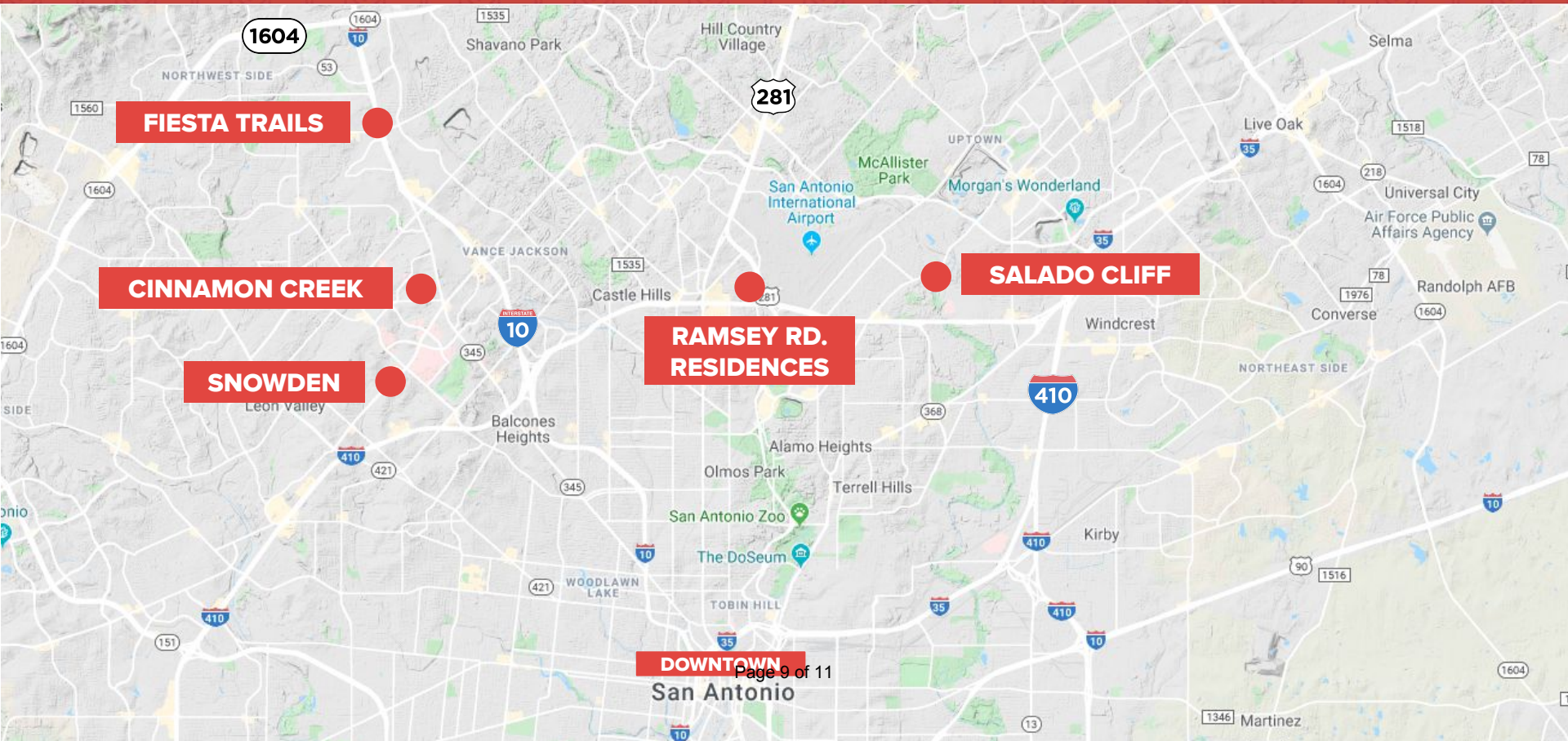
EXHIBIT A

PROPERTY DESCRIPTION

**Chapel Ridge
San Antonio, Texas**

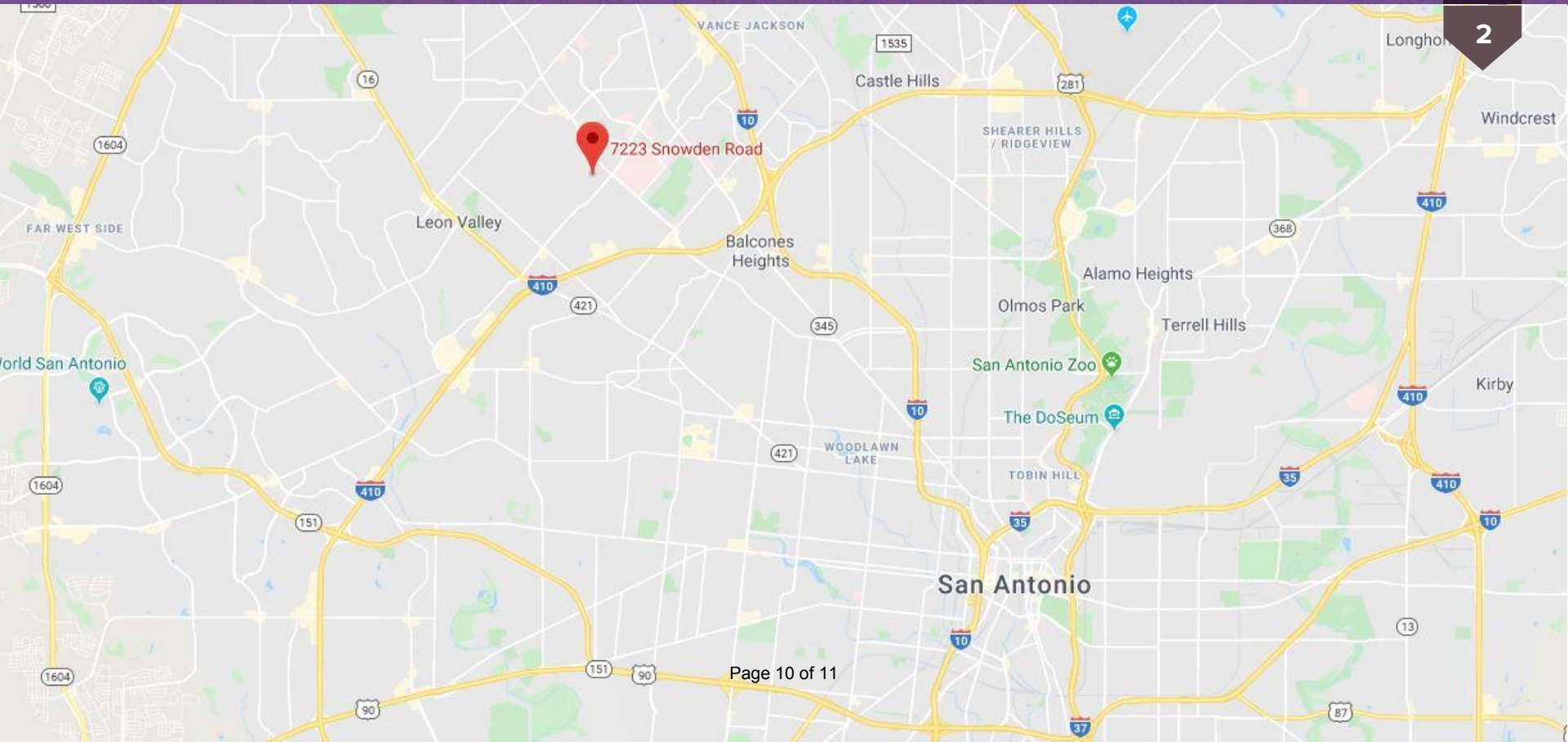
**Lot Thirty-Four (34), Block B, New City Block 11609, CHAPEL RIDGE SUBDIVISION, UNIT 3,
City of San Antonio, Bexar County, Texas, according to plat thereof recorded in Volume 9513,
Page 15, Deed and Plat Records of Bexar County, Texas.**

9% TAX CREDIT DEALS



SNOWDEN APARTMENTS MAP

2



SNOWDEN APARTMENTS SITE

3

7223 Snowden Rd