



**SAN ANTONIO HOUSING FINANCE
CORPORATION MEETING
FEB. 20, 2020**



BOARD OF DIRECTORS

Dr. Ana "Cha" Guzmán Chair	Jessica Weaver Vice Chair	Charles Clack Director	Jo-Anne Kaplan Director	Olga Kauffman Director	Sofia A. Lopez Director	Ruth Rodriguez Director
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SAN ANTONIO HOUSING FINANCE CORPORATION
***BOARD MEETING**

910 N. Mittman St., San Antonio, TX 78202
2:00 p.m., Thursday, February 20, 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.

MINUTES

3. Minutes
 - Approval of the January 23, 2020, San Antonio Housing Finance Corporation Meeting minutes

INDIVIDUAL ITEM FOR CONSIDERATION

4. Consideration and approval regarding Resolution 20FIN-02-20, authorizing the San Antonio Housing Finance Corporation to approve an inducement resolution for the proposed tax credit and tax exempt bond financing of the Kitty Hawk Flats Apartments project (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
5. 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."

MINUTES
SAN ANTONIO HOUSING FINANCE CORPORATION
January 23, 2020

SCHEDULED: 2:00 p.m. at the San Antonio Housing Authority, 818 S. Flores St., San Antonio, TX, 78204

DIRECTORS PRESENT:

Jessica Weaver, Vice Chair
Charles Clack, Director
Dr. Ana “Cha” Guzman, Director
Jo-Anne Kaplan, Director
Olga Kauffman, Director
Sofia A. Lopez, Director

DIRECTORS ABSENT:

Ruth Rodriguez

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

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
Richard Milk, Director of Policy and Planning

Steven Morando, Director of Procurement and
General Services
Brandee Perez, Director of Federal Housing
Programs
Michael Reyes, Director of Communications and
Public Affairs
Lorraine Robles, Director of Development
Services and Neighborhood Revitalization
Janie Rodriguez, Director of Human Resources

Item 1: Meeting called to order

Vice Chair Jessica Weaver, called the meeting to order at 5:55 p.m.

Item 2: Public Comment

There were no citizens who spoke to the agenda.

OPERATIONS

Item3: 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

Resolution 20FIN-02-06 corresponds with San Antonio Housing Authority Resolution 6008 and with San Antonio Housing Facility Corporation Resolution 20FAC-02-10.

Mr. Timothy E. Alcott, Real Estate and Legal Services Officer, reported that 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.

Motion: Dr. Guzman, Director, moved to approve Resolution 20FIN-02-06. Director Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Jessica Weaver, Vice Chair	X			
Charles Clack, Director	X			
Dr. Ana "Cha" Guzman, Director	X			
Jo-Anne Kaplan, Director	X			
Olga Kauffman, Director	X			
Sofia A. Lopez, Director	X			

Item 4: Adjournment.

With no objections, Vice Chair Weaver adjourned the meeting at 5:56 p.m.

ATTEST:

Jessica Weaver
Vice Chair, Board of Directors

Date

David Nisivoccia
Secretary/Treasurer

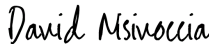
Date

SAN ANTONIO HOUSING FINANCE CORPORATION

February 20, 2020

BOARD OF DIRECTORS

RESOLUTION 20FIN-02-20, AUTHORIZING THE SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE AN INDUCEMENT RESOLUTION FOR THE PROPOSED TAX CREDIT AND TAX EXEMPT BOND FINANCING OF THE KITTY HAWK FLATS APARTMENTS PROJECT

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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 appropriate action regarding Resolution 20FIN-20-20, authorizing the San Antonio Housing Finance Corporation to approve an inducement resolution for the proposed tax credit and tax exempt bond financing of the Kitty Hawk Flats Apartments project.

FINANCIAL IMPACT:

None at this time. By authorizing SAHA staff to submit applications early for the aforementioned project, SAHA increases its chance to obtain the volume cap to complete the project and benefit from additional revenue.

SUMMARY:

In August 2019, the Las Varas Public Facility Corporation induced this project. Due to some anticipated delay in timing for construction permits, NRP will be unable to close under the current bond reservation deadline of 180 days and has requested to withdraw our current reservation and re-submit an application for allocation for this project under the San Antonio Housing Finance Corporation.

If we were to resubmit an application through the Las Varas Public Facility Corporation, we would be requesting volume cap from funds reserved for public facility corporations. Requests for those funds are currently oversubscribed by approximately \$300 million and additional projects are unlikely to receive volume cap; therefore, SAHA is requesting permission to realign by using a different issuer. By submitting an application through the San Antonio Housing Finance Corporation, the project will be allocated volume cap out of the funds reserved for housing finance corporations and not public facility corporation funds, and will have a better chance of receiving volume cap.

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; therefore, the applications must be submitted as soon as possible. SAHA will also have to apply for the tax credits to the Texas Department of Housing and Community Development. Accordingly, we are asking the Board to authorize these actions so that we may begin the process, but ***we are not asking the Board to specifically approve or be bound to this project. This is a non-binding Resolution.*** This will enable us to move forward, make applications for volume cap and tax credits and begin to

SAN ANTONIO HOUSING FINANCE CORPORATION

February 20, 2020

coordinate the financing together and negotiate the specific terms of the deal, which we will bring back for Board approval at a later time.

The project will consist of 240 multifamily units, all of which will be made available to families whose incomes average 60% of the area median income and will be rent-restricted per Texas Department of Housing and Community Affairs rents.

In this transaction, the San Antonio Housing Finance Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation or another SAHA-affiliated entity 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 the San Antonio Housing Finance Corporation to approve the inducement Resolution for the project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 20FIN-02-20

Map

**CERTIFICATE FOR RESOLUTION
KITTY HAWK FLATS APARTMENTS**

The undersigned officer of the San Antonio Housing Finance 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 March 5, 2020 (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 20FIN-02-20, AUTHORIZING THE SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE AN INDUCEMENT RESOLUTION FOR THE PROPOSED TAX CREDIT AND TAX EXEMPT BOND FINANCING OF THE KITTY HAWK FLATS APARTMENTS PROJECT

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 5th day of March 2020.

David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Authority
Resolution 20FIN-02-20**

RESOLUTION 20FIN-02-20, AUTHORIZING THE SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE AN INDUCEMENT RESOLUTION FOR THE PROPOSED TAX CREDIT AND TAX EXEMPT BOND FINANCING OF THE KITTY HAWK FLATS APARTMENTS PROJECT

WHEREAS, the City Council of the City of San Antonio, Texas (City), has, pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (Act), approved and created the San Antonio Housing Finance Corporation, a nonstock, nonprofit housing finance corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the City, 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., or a similar 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 on the tract shown on the attached map and known as the Kitty Hawk Flats Apartments (Project); and (ii) the Issuer file a 2020 and/or 2021 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 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 the San Antonio Housing Finance 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 \$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 (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 City (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 City, 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 City, 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 City, 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 City 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 City) 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 City Council.

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 2020 and/or 2021 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 5th day of March 2020.

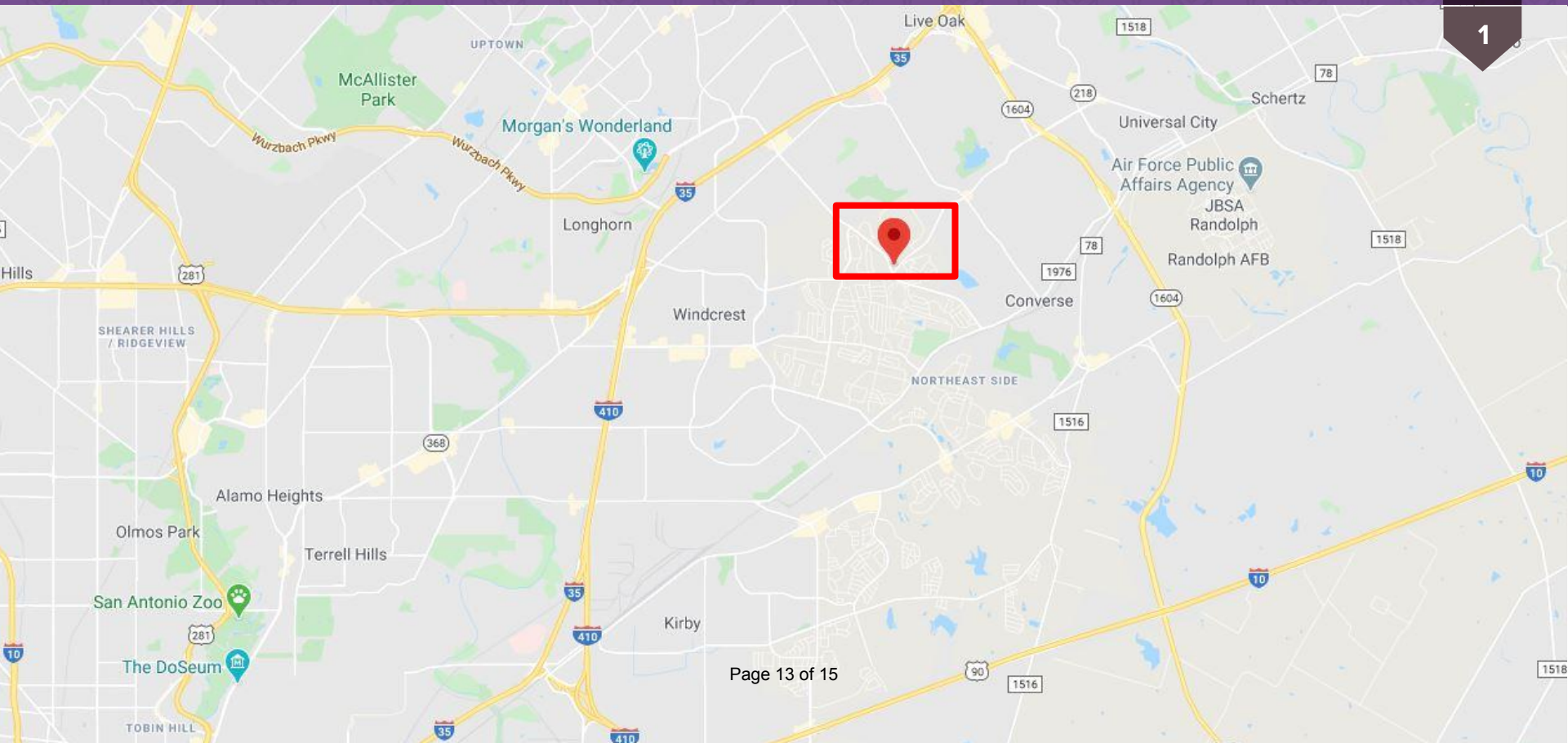
Dr. Ana "Cha" Guzman
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

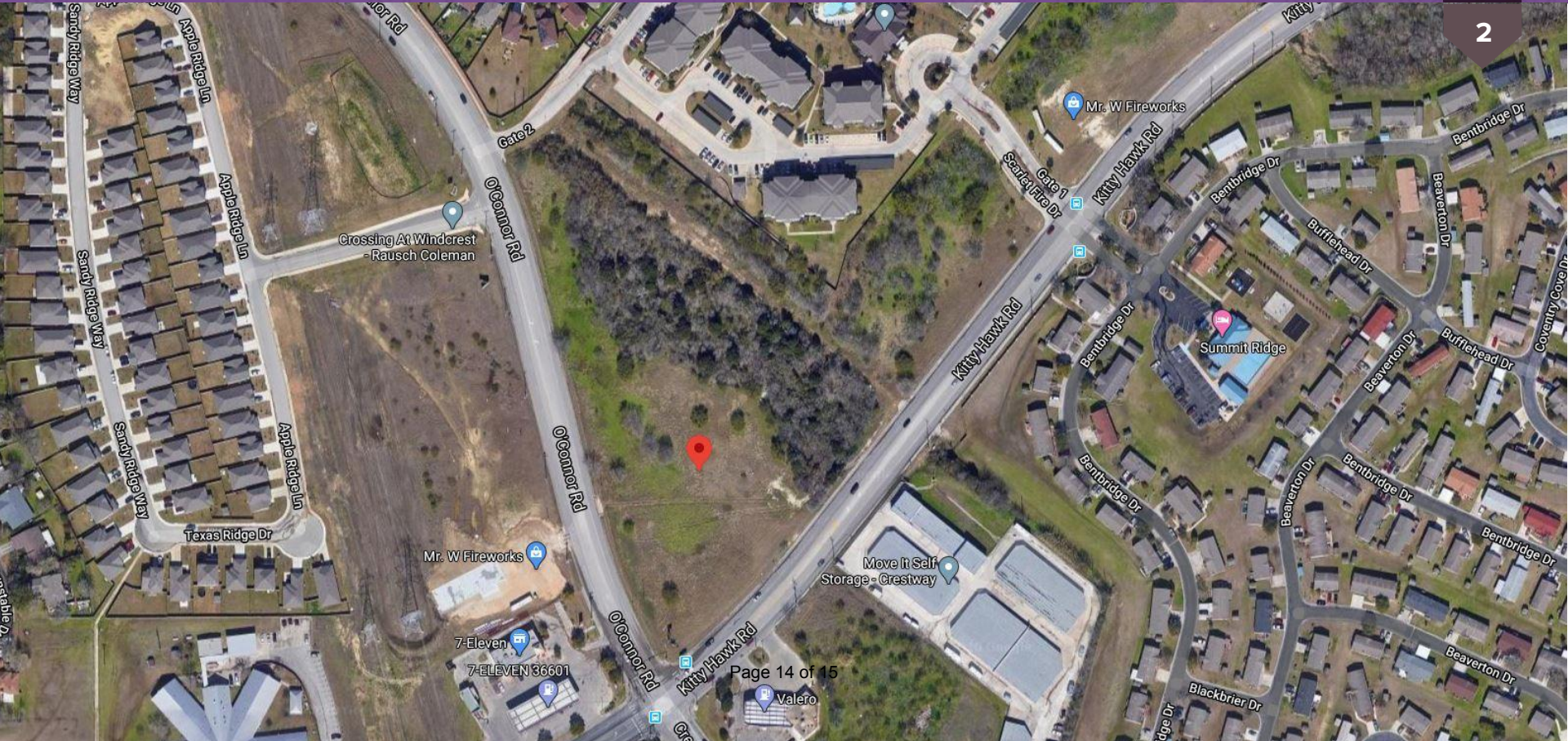
KITTY HAWK APARTMENTS MAP

1



KITTY HAWK APARTMENTS MAP

2



KITTY HAWK APARTMENTS SITE

3

