



OPERATIONS AND CHOICE NEIGHBORHOOD COMMITTEE MEETING MAY 21, 2020



BOARD OF COMMISSIONERS

Dr. Ana "Cha" Guzmán Chair	Jessica Weaver Vice Chair	Charles Clack Commissioner	Jo-Anne Kaplan Commissioner	Olga Kauffman Commissioner	Sofia A. Lopez Commissioner	Ruth Rodriguez Commissioner
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PRESIDENT & CEO

David Nisivoccia

**SAN ANTONIO HOUSING AUTHORITY
OPERATIONS AND CHOICE NEIGHBORHOOD COMMITTEE or
**SPECIAL BOARD MEETING
TELECONFERENCE**

Call In Phone Number: (502) 617-0132

PIN Number: 435365821#

2:00 p.m., Thursday, May 21, 2020

The Board of Commissioners will convene for a Committee, or Special Board meeting, by teleconference, for discussion on the following matters:

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.

PUBLIC COMMENT

2. Public Comment - Citizens are provided three minutes each to speak to any agenda items. Citizens requesting to speak to the agenda, should access Phone Number: **(502) 617-0132** and enter PIN Number: **435365821#**, prior to 2:00 p.m.

OPERATIONS

3. Consideration and appropriate action regarding Resolution 6033, 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 the Fiscal Year 2020-2021, for an estimated amount of \$3,985,405.00 (Ed Hinojosa, Chief Financial Officer; Diana Kollodziej Fiedler, Director of Finance and Accounting)
4. Consideration and appropriate action regarding Resolution 6037, authorizing the award of contracts for Purchase, Installation, Maintenance, and Repair of Residential HVAC Systems to Airstream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc. (DBE, ESBE, HABE, MBE, SBE, HUB, Section 3 Business), Premier Comfort Service Company, Inc. (DBE, ESBE, HABE, MBE, SBE, WBE, Section 3 Business), and TDIndustries, Inc. for an annual cumulative amount not to exceed \$1,200,000.00; for a period of one year with the option to renew up to four additional one-year terms (Brandee Perez, Chief Operating Officer; Steven Morando, Director of Procurement and General Services; Kristi Baird, Director of Beacon Communities)
5. Consideration and appropriate action regarding Resolution 6036, authorizing the award of a contract for Executive Recruiter Services to NP&S Management, Inc. dba S. Renee Narloch & Associates (WBE)

for an annual amount not to exceed \$44,500.00; for a period of one year with the option to renew up to four additional one-year terms (Muriel Rhoder, Chief Administrative Officer; Steven Morando, Director of Procurement and General Services)

6. Consideration and appropriate action regarding Resolution 6034, in support of the adoption of the Fifth Amendment to the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust, Restated effective January 1, 2013 (Muriel Rhoder, Chief Administrative Officer; Janie Rodriguez, Director of Human Resources)
7. Consideration and appropriate action regarding Resolution 6035, in support of the amendment and restatement of the Housing Authority of the City of San Antonio Employees' Deferred Compensation Plan 457(b) (Plan), to be effective January 1, 2020 (Muriel Rhoder, Chief Administrative Officer; Janie Rodriguez, Director of Human Resources)
8. Consideration and appropriate action regarding Resolution 6029, authorizing the Alazan Lofts transaction, including: (i) the execution of all documentation necessary to carry out the transaction; (ii) authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; (iii) the lease of the land for the transaction by the San Antonio Housing Authority (SAHA) to Alazan Lofts Ltd.; (iv) the acquisition of the membership interest by San Antonio Housing Facility Corporation (SAHFC) in Alazan Lofts GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) authorizing the financing for such transaction; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
9. Consideration and appropriate action regarding Resolution 6030, authorizing the 100 Labor Street transaction, including: (i) the execution of all documentation necessary to carry out the transaction; (ii) authorizing all filings and agreements with the United States Department of Housing and Urban Development in connection with applications for transfer of assistance; (iii) the lease of the land for the transaction by the San Antonio Housing Authority (SAHA) to SAHA 100 Labor Street, LLC; (iv) the acquisition of the membership interest by San Antonio Housing Facility Corporation (SAHFC) in SAHA 100 Labor Street, LLC; (v) authorizing SAHFC to serve as a joint venturer of the general contractor; (vi) authorizing the financing for such transaction; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
10. Consideration and appropriate action regarding Resolution 6027, authorizing the Las Varas Public Facility Corporation (LVPFC) to approve Resolutions authorizing bond issuances for, and authorizing the San Antonio Housing Facility Corporation (SAHFC) to approve resolutions authorizing the SAHFC's participation in the development partnerships for and approving the following tax credit and tax-exempt bond financing projects: 1604 Lofts Apartments, Trader Flats Apartments, Tampico Apartments and Mira Vista Apartments; and authorizing the San Antonio Housing Development Corporation to convey land to the San Antonio Housing Facility Corporation for the Mira Vista Apartments (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
11. Consideration and appropriate action regarding Resolution 6038, authorizing the Fifth Amendment to the Amended and Restated Moving To Work Agreement between the U.S. Department of Housing and Urban Development and the San Antonio Housing Authority (Richard Milk, Director of Policy and Planning)

REPORT PROVIDED

12. Procurement Activity Report

13. 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.

**Note: If a quorum of the Board of Commissioners attends the Committee Meeting, this meeting becomes a Special Meeting of the Board, but no Board action will be taken other than recommendations to the full Board, unless the full Board is present.

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6033, 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 2020-2021, FOR AN ESTIMATED AMOUNT OF \$3,985,405.00

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David Nisivoccia
President and CEO

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Diana Kollodziej Fiedler
Director of Finance and Accounting

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6033, 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 the Fiscal Year 2020-2021, for an estimated amount of \$3,985,405.00.

FINANCIAL IMPACT:

Insurance costs are funded through the FY 2020-2021 budget, as well as, any insurance escrow accounts.

SUMMARY:

The protection and preservation of SAHA's housing portfolio play a leading role in the stability and improvement of the quality of life of the residents that it serves.

The U.S. Department of Housing and Urban Development (HUD) requires Public Housing Authorities (PHAs) to maintain adequate insurance coverage on all properties. Similarly, lenders and additional interests have these requirements for Beacon and other non-profit properties. This activity is aligned with SAHA's priority to preserve its existing affordable housing assets.

On October 19, 2019, the Board of Commissioners approved awarding a contract to McGriff, Seibels, and Williams of Texas (MSW) as SAHA's Broker of Record (BOR). The BOR serves as a consultant for insurance products in the market and presents SAHA with the best options for consideration.

Annual efforts include cost and coverage comparisons in the market for SAHA's affordable housing portfolio and operations insurance needs; selections are recommended based on the best cost and fit for SAHA. In addition, policy adjustments occur throughout the fiscal year. The FY 2019-2020 Board approved request was \$3,520,000.00; the projected costs for FY 2020-2021 are estimated at \$3,985,405.00. The policy period covered will be July 1, 2020,

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

through June 30, 2021. Premium increases are projected based upon early preliminary indications by the incumbent carrier and market conditions projections on operational policies.

The total projected increase requested is \$465,405.00 or approximately thirteen percent; however, this increase includes a \$100,379.00 premium on a newly added Beacon property, Highland Park. Cost increases are typically attributable to variable market conditions, claims loss history, policy limits of liability adjustments, filling coverage gaps, and catastrophic events. What is unknown at this time is the impact that COVID-19 may have on the insurance industry. SAHA staff believes these projected costs are the worst-case scenario. Historically, SAHA has been unable to obtain competitive pricing in the open market largely attributable to being classified in a high risk insured industry. The BOR is restricted from securing full indications until May 1, 2020, through June 30, 2020, as per industry standards.

In order to secure the best possible products and pricing, SAHA staff seeks Board authorization to bind policies by or before June 30, 2020. Staff will prepare a follow-up Board agenda item to inform the Board of Commissioners of actual placement and a more relevant cost projection in August 2020.

Approximately fifteen percent of the \$3,985,405.00 is specifically for policy additions, premium increases, policy adjustments, coverage gaps, or to insure special events as they occur throughout the year.

Renewal Process - Industry-standard and best practices:

March 2020	Review/complete renewal applications
April 2020	Gather and submit related data to BOR – loss runs, review market trends and pricing, discuss placement, negotiation or alternative strategies with CFO
May 2020	Recommend and request Board of Commissioners (BOC) authorization Seek competitive premium indications in the open market and discuss recommendations with CFO
June 2020	Receive and review quotes on the entire portfolio, bind coverage
July 2020	Policies renewed or placed
August 2020	Return to update BOC of placement and more accurate projected costs

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENT:

Resolution 6033

**San Antonio Housing Authority
Resolution 6033**

RESOLUTION 6033, 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 2020-2021, FOR AN ESTIMATED AMOUNT OF \$3,985,405.00

WHEREAS, the Housing Authority of the City of San Antonio, Texas, (SAHA) must maintain adequate insurance for its properties, its real estate assets, and the properties of its affiliates to protect itself, its residents, and its employees; and

WHEREAS, the renewal or placement of insurance is necessary to comply with U.S. Department of Housing and Urban Development (HUD) requirements, lenders and additional interests' requirements, and is necessary to protect SAHA's properties, residents, and staff; and

WHEREAS, SAHA's Broker of Record, McGriff, Seibels, and Williams of Texas, Inc., provides SAHA recommendations of the best available products and pricing; and

WHEREAS, staff recommends authorization to proceed with insurance policy renewals or placements in an amount estimated at \$3,985,405.00; and

WHEREAS, staff requests that the Board of Commissioners authorize the President and CEO, or designee, to execute all documents and transactions necessary to renew or place all insurance policies for the San Antonio Housing Authority and its affiliated entities.

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

- 1) Approves Resolution 6033, 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 2020-2021, for an estimated amount of \$3,985,405.00; and
- 2) Authorizes the President and CEO, or designee, to execute all documents, extensions, and annual premium remuneration necessary to renew or place all insurance policies for the San Antonio Housing Authority and its affiliated entities.

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

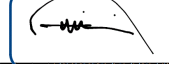
David Nisivoccia
President and CEO

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6037, AUTHORIZING THE AWARD OF CONTRACTS FOR PURCHASE, INSTALLATION, MAINTENANCE, AND REPAIR OF RESIDENTIAL HVAC SYSTEMS TO AIRSTREAM GENERAL CONSTRUCTION CO., INC., DBA AIR STREAM HEATING & A/C CO., INC. (DBE, ESBE, HABE, MBE, SBE, HUB, SECTION 3 BUSINESS), PREMIER COMFORT SERVICE COMPANY, INC. (DBE, ESBE, HABE, MBE, SBE, WBE, SECTION 3 BUSINESS), AND TDINDUSTRIES, INC. FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,200,000.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE YEAR TERMS

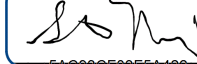
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David Nisivoccia
President and CEO

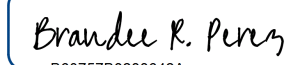
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Steven Morando
Director of Procurement and
General Services

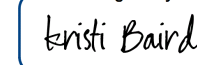
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Brandee Perez
Chief Operating Officer

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Kristi Baird
Director of Beacon Communities

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6037, authorizing the award of contracts for Purchase, Installation, Maintenance, and Repair of Residential HVAC Systems to Airstream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc. (DBE, ESBE, HABE, MBE, SBE, HUB, Section 3 Business), Premier Comfort Service Company, Inc. (DBE, ESBE, HABE, MBE, SBE, WBE, Section 3 Business), and TDIndustries, Inc. for an annual cumulative amount not to exceed \$1,200,000.00; 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 the purchase, installation, maintenance, and repair of residential HVAC systems is not expected to exceed an annual cumulative amount of \$1,200,000.00 and will be funded by the properties operating budgets or available reserves.

SUMMARY:

SAHA has a variety of makes and models of residential HVAC and Mini Split systems ranging from 1-1/2 to 5 tons and requires the services of vendors for the purchase, installation, routine maintenance, and repair of these systems agency-wide. These systems range in age from new to exceeding twenty years. SAHA reserves the right to request the Contractor to provide a quote on major repairs and/or replacements. If SAHA determines that the quote is or may be excessive or not acceptable, the Agency may obtain other quotes for the repair or replacement from alternate providers.

On March 17, 2020, SAHA issued an Request For Proposals #2002-910-36-5004 for Purchase,

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

Installation, Maintenance, and Repair of Residential HVAC Systems that closed on April 6, 2020. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and directly solicited to fifty-three contractors. A total of five proposals were received in response to this solicitation: Air Stream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc. (DBE, ESBE, HABE, MBE, BE, HUB, Section 3 Business), Jesse Tobar dba AAA Affordable Plumbing, Heating & Air Conditioning (HBE), Premier Comfort Service Company, Inc. (DBE, EBE, HABE, MBE, SBE, WBE, Section 3 Business), TDIndustries, Inc., and TempTex Air Conditioning, Heating, EMS Controls, LLC (HABE, Section 3 Business). All proposals were evaluated on the following criteria: experience, capacity and support, strength of supply network, price, and strength of the vendor's Section 3 and SWMBE utilization plans. Additionally, Best and Final Offers were requested from the three highest rated proposers.

Based on the above, we are recommending contract awards to Airstream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc., Premier Comfort Service Company, Inc., and TDIndustries, Inc. They are the highest rated responsive and responsible proposers.

Air Stream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc. was established in 1974, and is headquartered in San Antonio, Texas. This vendor has been certified as a DBE, ESBE, HABE, MBE, and SBE by South Central Texas Regional Certification Agency, a HUB by the State of Texas, and a Section 3 Business by SAHA. They provide HVAC maintenance and repair services to their commercial and residential clients in San Antonio and the surrounding areas. Air Stream has received a prior award from SAHA for HVAC maintenance and repair services and performed satisfactorily under the agreement. Their client list includes, but is not limited to, Brooks City Base, Kelly Air Force Base, Lackland Air Force Base, City of San Antonio, CPS Energy, Floresville ISD, South West ISD, San Antonio Water System, and Texas Workforce Commission. Their Section 3 utilization plan includes a 30% goal for Section 3 new hires.

Premier Comfort Service Company, Inc. was established in 2014, and is headquartered in San Antonio, Texas. This vendor has been certified as a DBE, ESBE, HABE, MBE, SBE, and WBE by South Central Texas Regional Certification Agency and a Section 3 Business by SAHA. They provide Air Conditioning, Heating, Plumbing, Refrigeration and Ventilation services for their residential and commercial clients in San Antonio and the surrounding areas. They also service air ducts, central vacuums, commercial vent hoods and wine cellars. They are currently under contract with SAHA to provide HVAC maintenance and repair services and have performed satisfactorily under this Agreement. Their client includes, but is not limited to, Bexar County Housing Authority, City of San Antonio, Mission Vet Specialty and Emergency, Smokey Mo's BBQ, Texas Parks and Wildlife, and Via Metropolitan Transit. Premier Comfort's Section 3 Utilization Plan includes a 30% goal for Section 3 new hires.

TDIndustries is an employee-owned mechanical and plumbing services and construction company that was established in 1946. They are headquartered in Dallas, Texas, with field office locations in Amarillo, Austin, Dallas, Fort Worth, Houston, Lubbock, Midland, Richardson, and San Antonio, Texas; Denver, Colorado; and Phoenix and Tucson, Arizona. TDI provides services to include, but not limited to, air conditioning, heating, plumbing, ventilation, mechanical, design build engineering, construction and warranty, emergency repair, and planned maintenance services. They service industries to include commercial, data centers, educational, healthcare, industrial and institutional buildings, mission critical, and public entities. This vendor has received

SAN ANTONIO HOUSING AUTHORITY

May 21, 2020

no prior awards from SAHA. Their client list includes HEB headquarters and critical facilities; Education Service Center, Region 20; Security Service Federal Credit Union; Beeville ISD; Fort Stockton ISD; Judson ISD; and Texas A&M Brownsville and Kingsville. This contractor has a 30% goal for Section 3 new hires.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Brandee Perez, Chief Operating Officer, and by Kristi Baird, Director of Beacon Communities, who will monitor the vendor's adherence to contract requirements and performance.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENT:

Resolution 6037

Scoring Matrix

Advertisement List

**San Antonio Housing Authority
Resolution 6037**

RESOLUTION 6037, AUTHORIZING THE AWARD OF CONTRACTS FOR PURCHASE, INSTALLATION, MAINTENANCE, AND REPAIR OF RESIDENTIAL HVAC SYSTEMS TO AIRSTREAM GENERAL CONSTRUCTION CO., INC., DBA AIR STREAM HEATING & A/C CO., INC. (DBE, ESBE, HABE, MBE, SBE, HUB, SECTION 3 BUSINESS), PREMIER COMFORT SERVICE COMPANY, INC. (DBE, ESBE, HABE, MBE, SBE, WBE, SECTION 3 BUSINESS), AND TDINDUSTRIES, INC. FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,200,000.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE YEAR TERMS

WHEREAS, on March 17, 2020, SAHA issued a Request For Proposals #2002-910-36-5004 for Purchase, Installation, Maintenance, and Repair of Residential HVAC Systems that closed on April 6, 2020; and

WHEREAS, a total of five proposals were received in response to this solicitation. Best and Final Offers were requested from the three highest rated proposers; and

WHEREAS, we are recommending contract awards to Airstream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc., Premier Comfort Service Company, Inc., and TDIndustries, Inc. They are the highest rated responsive and responsible proposers; and

WHEREAS, the current award recommendation for the purchase, installation, maintenance, and repair of residential HVAC systems is not expected to exceed an annual cumulative amount of \$1,200,000.00 and will be funded by the properties operating budgets or available 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 6037, authorizing the award of contracts for Purchase, Installation, Maintenance, and Repair of Residential HVAC Systems to Airstream General Construction Co., Inc. dba Air Stream Heating & A/C Co., Inc. (DBE, ESBE, HABE, MBE, SBE, HUB, Section 3 Business), Premier Comfort Service Company, Inc. (DBE, ESBE, HABE, MBE, SBE, WBE, Section 3 Business), and TDIndustries, Inc. for an annual cumulative amount not to exceed \$1,200,000.00; 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 4th day of June 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivoccia
President and CEO**

Scoring Matrix						
2002-910-36-5004 Purchase Installation Maintenance & Repair of Residential HVAC Systems						
Criterion Description	Max Points Weight	Air Stream Heating and AC Co., Inc	AAA Affordable Plumbing Heating & AC	Premier Comfort Service Company	TDIndustries, Inc	TempTex Air Conditioning Heating EMS Controls
<u>Experience:</u>	1-5 25%					
Rater 1 Armando		4.00	3.00	4.00	4.00	3.00
Rater 2 Roy		4.00	3.00	4.00	4.00	2.00
Rater 3 Mark		4.00	3.00	4.00	5.00	4.00
Total Score		12.00	9.00	12.00	13.00	9.00
Average Score		4.00	3.00	4.00	4.33	3.00
Weighted Score		1.00	0.75	1.00	1.08	0.75
<u>Capacity and Support:</u>	1-5 20%					
Rater 1 Armando		4.00	3.00	4.00	4.00	2.00
Rater 2 Roy		4.00	2.00	4.00	4.00	1.00
Rater 3 Mark		4.00	3.00	4.00	5.00	4.00
Total Score		12.00	8.00	12.00	13.00	7.00
Average Score		4.00	2.67	4.00	4.33	2.33
Weighted Score		0.80	0.53	0.80	0.87	0.47
<u>Strength of Supply Network:</u>	1-5 15%					
Rater 1 Armando		3.00	3.00	4.00	4.00	3.00
Rater 2 Roy		4.00	3.00	4.00	4.00	3.00
Rater 3 Mark		4.00	3.00	4.00	5.00	4.00
Total Score		11.00	9.00	12.00	13.00	10.00
Average Score		3.67	3.00	4.00	4.33	3.33
Weighted Score		0.55	0.45	0.60	0.65	0.50
<u>Fees/Cost:</u>	1-5 30%					
Total Score		4.84	4.33	4.09	3.43	3.45
Weighted Score		1.45	1.30	1.23	1.03	1.04
<u>Strength of Section 3 plan:</u>	1-5 5%					
Rater 1 Armando		3.00	3.00	4.00	3.00	3.00
Rater 2 Roy		4.00	3.00	4.00	4.00	4.00
Rater 3 Mark		4.00	1.00	4.00	1.00	4.00
Total Score		11.00	7.00	12.00	8.00	11.00
Average Score		3.67	2.33	4.00	2.67	3.67
Weighted Score		0.18	0.12	0.20	0.13	0.18
<u>Strength of the SWMBEplan:</u>	1-5 5%					
Rater 1 Armando		3.00	3.00	4.00	3.00	3.00
Rater 2 Roy		4.00	3.00	4.00	4.00	4.00
Rater 3 Mark		3.00	2.00	2.00	2.00	4.00
Total Score		10.00	8.00	10.00	9.00	11.00
Average Score		3.33	2.67	3.33	3.00	3.67
Weighted Score		0.17	0.13	0.17	0.15	0.18
to an additional 5 points.						
Priority 1: As detailed in Attachment D	5 (.25)					
Priority II: As detailed in Attachment D	4 (.2)					
Priority III: As detailed in Attachment D	3 (.15)					
Priority IV: As detailed in Attachment D	2 (.1)	0.10		0.10		0.10
Total Weighted Score		4.25	3.28	4.09	3.91	3.22

Scoring Matrix - BAFO 2002-910-36-5004 Purchase Installation Maintenance & Repair of Residential HVAC Systems				
Criterion Description	Max Points Weight	Air Stream Heating and AC Co., Inc	Premier Comfort Service Company	TDIndustries, Inc
Experience:	1-5 25%			
Rater 1		4.00	4.00	4.00
Rater 2		4.00	4.00	4.00
Rater 3		4.00	4.00	5.00
Total Score		12.00	12.00	13.00
Average Score		4.00	4.00	4.33
Weighted Score		1.00	1.00	1.08
Capacity and Support:	1-5 20%			
Rater 1		4.00	4.00	4.00
Rater 2		4.00	4.00	4.00
Rater 3		4.00	4.00	5.00
Total Score		12.00	12.00	13.00
Average Score		4.00	4.00	4.33
Weighted Score		0.80	0.80	0.87
Strength of Supply Network:	1-5 15%			
Rater 1		3.00	4.00	4.00
Rater 2		4.00	4.00	4.00
Rater 3		4.00	4.00	5.00
Total Score		11.00	12.00	13.00
Average Score		3.67	4.00	4.33
Weighted Score		0.55	0.60	0.65
Fees/Cost:	1-5 30%			
Total Score		4.94	4.17	3.72
Weighted Score		1.48	1.25	1.12
Strength of Section 3 plan:	1-5 5%			
Rater 1		3.00	4.00	3.00
Rater 2		4.00	4.00	4.00
Rater 3		4.00	4.00	1.00
Total Score		11.00	12.00	8.00
Average Score		3.67	4.00	2.67
Weighted Score		0.18	0.20	0.13
Strength of the SWMBEplan:	1-5 5%			
Rater 1		3.00	4.00	3.00
Rater 2		4.00	4.00	4.00
Rater 3		3.00	2.00	2.00
Total Score		10.00	10.00	9.00
Average Score		3.33	3.33	3.00
Weighted Score		0.17	0.17	0.15
Section 3 Preference: A firm may qualify for Section 3 status for				
Priority 1: As detailed in Attachment D	5 (.25)			
Priority II: As detailed in Attachment D	4 (.2)			
Priority III: As detailed in Attachment D	3 (.15)			
Priority IV: As detailed in Attachment D	2 (.1)	0.10	0.10	
Total Weighted Score		4.28	4.12	4.00

Advertisement List
Solicitation # 2002-910-36-5004
Purchase Installation Maintenance and Repair of Residential HVAC Systems

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 7/17/2019			
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@aiasa.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		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
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	

Advertisement List
Solicitation # 2002-910-36-5004

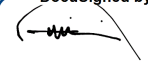
Purchase Installation Maintenance and Repair of Residential HVAC Systems

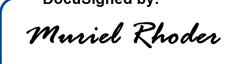
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
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 gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@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 NAHRO	Avery Smith Web Site	bids@wbea-texas.org 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	
Direct Solicits as of 03/11/20			
	HUBS on CMBL		
1i Group, Llc	Easton Ketchin	sales@1igroup.com	
Accu-Aire Mechanical Llc	Monica Harris	accuaire000@accuaireonline.com	
Air Mechanical Services	Victoria Sanchez	sairmechanical@satx.rr.com	
Air Stream General Const	Rebecca Flores	bflores@air-streamservices.com	
Alamo Xtreme A/C & Heating	Jose Martinez Jr.	alamoxtreme@gmail.com	
Alderom, Llc	Leticia Cisneros	alderomllc@yahoo.com	


SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6036, AUTHORIZING THE AWARD OF A CONTRACT FOR EXECUTIVE RECRUITER SERVICES TO NP&S MANAGEMENT, INC. DBA S. RENEE NARLOCH & ASSOCIATES (WBE) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$44,500.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:

 5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:

 558B3CF0A21E47D...
Muriel Rhoder
Chief Administrative Officer

DocuSigned by:

 5AC93CF83F5A422...
Steven Morando
Director of Procurement and General Services

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6036, authorizing the award of a contract for Executive Recruiter Services to NP&S Management, Inc. dba S. Renee Narloch & Associates (WBE) for an annual amount not to exceed \$44,500.00; 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 executive recruitment services is not expected to exceed an annual amount of \$44,500.00 and will be funded by the approved operating budgets or available reserves. The cost for each recruitment effort will be \$22,250.00. We have allowed for two recruitments each year during the five year term of the Agreement.

SUMMARY:

SAHA requires the services of a firm to provide executive recruitment services, on an as needed basis for categories to include director/senior level, executive/officer level, and President and CEO. The services to be provided will include, but are not limited to, developing the candidate profile and a recruitment brochure; conducting a nationwide advertising campaign; screening candidates and conducting preliminary interviews; providing SAHA with a written report detailing the strengths, weaknesses and accomplishments of the top candidates; background, public record and reference checks; scheduling interviews; and, assisting with offer negotiations.

On February 13, 2020, SAHA issued an Request For Proposals #2002-961-30-5001 for Executive Recruitment Services that closed on March 27, 2020. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and directly solicited to forty-nine firms. A total of twelve proposals were received in response to this solicitation: Alamo HR, LLC (DBE, ESBE, HABE, MBE, SBE, WBE), Baker Tilly Virchow Krause, LLP, Cooperative Personnel Services dba CPS HR Consulting, David Gomez Partners (HABE), Gans, Gans & Associates (AABE, WBE), Harris-Jones Staffing & Recruiting, LLC dba HJ Staffing (AABE, WBE), St. Vincent DePaul Rehabilitation Services dba Peak Performers, Pedigo Staffing Services, LLC (ESBE, SBE, WBE), Ralph Andersen & Associates, Reliable Staffing Corporation (HABE), NP&S Management, Inc. dba S. Renee Narloch & Associates (WBE), and the

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020****Organizational Leadership Edge.**

All proposals that were received were initially reviewed to determine the extent of the proposers experience recruiting senior level positions with the focus placed on their prior experience with housing authorities. A short list was identified with the remaining proposals being evaluated on the following criteria: experience/background, technical approach, sample recruiting plan and advertisements, and price. Based on the above, we are recommending a contract award to NP&S Management, Inc. dba S. Renee Narloch & Associates. They are the highest rated and lowest priced firm.

NP&S Management, Inc. dba S. Renee Narloch & Associates is headquartered in Tallahassee, Florida, with a field office in Georgetown, Texas. They have over twenty-five years experience recruiting for senior management positions for both the public and private sectors. Their core experience is in executive searches, assessments, and outplacement services. They have particular experience in the areas of county management, economic development, engineering, finance/budget, growth management, housing, human resources, human services, legal, non profits/associations, public safety, public works, technology, transportation, and water/wastewater. This firm has received prior awards from SAHA for executive recruitment services for Chief Operating Officer, Development Services and Neighborhood Revitalization Officer, Director of Human Resources and Employee Development, Director of Community Development Initiatives, Director of Innovative Technology, and Director of Public Affairs and performed satisfactorily under all awards. They have also worked with housing authorities to include, but not limited to, the Housing Authority of the City of Austin, Housing Authority of the City of Brownsville, Housing Authority of the City of El Paso, Fort Worth Housing Authority, Houston Housing Authority, Louisiana Housing Corporation, Miami-Dade Public Housing and Community Development, Florida, Housing Authority of the City of Tulsa, Oklahoma, and Portsmouth Redevelopment and Housing Authority, Virginia.

STRATEGIC GOAL:

Invest in our greatest resource – our employees – and establish a track record for integrity, accountability, collaboration and strong customer service.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Muriel Rhoder, Chief Administrative Officer, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to provide annual contract performance evaluation survey to end users, and assist the department in the contract renewal or new solicitation process.

ATTACHMENTS:

Resolution 6036
Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 6036**

RESOLUTION 6036, AUTHORIZING THE AWARD OF A CONTRACT FOR EXECUTIVE RECRUITMENT SERVICES TO NP&S MANAGEMENT, INC. DBA S. RENEE NARLOCH & ASSOCIATES (WBE) FOR AN ANNUAL AMOUNT NOT TO EXCEED \$44,500.00; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, on February 13, 2020, SAHA issued a Request For Proposals #2002-961-30-5001 for Executive Recruiter Services that closed on March 27, 2020; and

WHEREAS, a total of twelve proposals were received in response to this solicitation; and

WHEREAS, we are recommending a contract award to NP&S Management, Inc. dba S. Renee Narloch & Associates. They are the highest rated and lowest priced responsive and responsible firm; and

WHEREAS, the current award recommendation for executive recruitment services is not expected to exceed an annual amount of \$44,500.00 and will be funded by the approved operating budgets or available reserves. The cost for each recruitment effort will be \$22,250.00. We have allowed for two recruitments each year during the five year term of the Agreement; 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 6036, authorizing the award of a contract for Executive Recruitment Services to NP&S Management, Inc. dba S. Renee Narloch & Associates (WBE) for an annual amount not to exceed \$44,500.00; 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 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

Scoring Matrix 2002-961-30-5001 Executive Recruiter Services						
Criterion Description	Max Points Weight	NP&S Management, Inc. dba S. Renee Narloch & Associates	Ralph Anderson & Associates	Gans, Gans & Associates	CPS Consulting	David Gomez Partners
Experience:	1-5 30%					
Rater 1		5.00	5.00	4.00	4.00	4.00
Rater 2		4.50	4.00	4.00	4.00	4.00
Rater 3		5.00	5.00	3.00	4.00	4.00
Rater 4		4.50	3.50	4.00	4.00	4.00
Rater 5		5.00	5.00	4.00	3.00	4.00
Total Score		24.00	22.50	19.00	19.00	20.00
Average Score		4.80	4.50	3.80	3.80	4.00
Weighted Score		1.44	1.35	1.14	1.14	1.20
Technical Approach:	1-5 20%					
Rater 1		5.00	5.00	4.00	4.00	4.00
Rater 2		4.50	4.00	4.00	4.00	4.00
Rater 3		5.00	5.00	4.00	4.00	4.00
Rater 4		3.50	3.00	3.00	3.00	3.00
Rater 5		5.00	4.00	4.00	4.00	2.00
Total Score		23.00	21.00	19.00	19.00	17.00
Average Score		4.60	4.20	3.80	3.80	3.40
Weighted Score		0.92	0.84	0.76	0.76	0.68
Sample Recruiting Plan and Advertisements:	1-5 25%					
Rater 1		5.00	5.00	4.00	4.00	4.00
Rater 2		4.00	4.00	4.00	4.00	4.00
Rater 3		5.00	5.00	4.00	4.00	5.00
Rater 4		4.00	4.00	4.00	4.00	4.00
Rater 5		4.00	5.00	4.00	4.00	4.00
Total Score		22.00	23.00	20.00	20.00	21.00
Average Score		4.40	4.60	4.00	4.00	4.20
Weighted Score		1.10	1.15	1.00	1.00	1.05
Fees/Cost:	1-5 25%					
Total Score		5.00	2.81	4.50	4.07	2.42
Weighted Score		1.25	0.70	1.13	1.02	0.61
Total Weighted Score		4.71	4.04	4.03	3.92	3.54

Advertisement List
Solicitation # 2002-961-30-5001
Executive Recruiter Services

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 7/22/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Genaline Escalante-Valdez	info@alamo-aacc.org	
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		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Angelique de Oliveira	adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
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	

Advertisement List
Solicitation # 2002-961-30-5001
Executive Recruiter Services

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 General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
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 gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@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	
Direct Solicits as of 2/15/20			
	HUBS on CMBL		
Decisive Services & Technologies LLC	Laura Broome	Laura.broome@decisive-llc.com	
Donald L. Mooney Enterprises, LLC	Jennifer Larios Eddy	jlarios@nursesetc.net	
Hawkins Personnel Group	Elizabeth Hawkins	liz@hawkinspersonnel.com	
Ivy Consulting	Jackie L. Gorman	jackie.gorman@ivyconsultingservices.com	
LABOR ON DEMAND INC	Richard Tovar	Rtovar@lodresourcegroup.com	

Advertisement List
Solicitation # 2002-961-30-5001
Executive Recruiter Services

Pedigo Staffing Services, LLC	Debbie Pedigo	debbiep@pedigostaffing.com	
Primacore Solutions, LLC	Donald Mooney	donmooney@nursesetc.net	
Trinity Staffing Services, Inc	Kathleen Sue Jones	suejones@trinitystaffing.com	
Triquest Business Services	Janel Garcia	janel@triquestbusiness.com	
Dependable Business Solutions, LLC	Rafael Martinez	rafael@gotodbs.net	
	Section 3 Bidders		
Labor On Demand	Richard Tovar	rtovar@laborondemand247.com	
Native Vision Group, Inc.	Jerry Edler	jerry@nvgus.com	
Alamo HR, LLC.	Sandra Morales	sandy@alamohr.com	
Labor Finders Inc.	Johnny Gonzalez	johnny.gonzalez@laborfinders.com nicole.ekstrom@laborfinders.com	
	Direct Solicits		
A-1 Personnel Of Houston,	Uma Khemka	uma@a1personnelinc.com	
Abaco Limited Partners, Lp	Marie Guillot	marie.guillot@transearch.com	
All - N - One Services, L.L.C.	E. Ann Gulix	anngulix@all-n1.com	
Alltex Staffing & Consulting	Jennifer Amerson	accounting@abbastaffing.com	
Altatalent, LLC	Kathryn Kossack	kate@altatalent.com	
Amsys Innovative Solutions,	Brandi Esquivel	besquivel@amsysis.com	
Bravo-Drewy Enterprises, LLC	Ana Bravo	ana.bravo@bselectservices.com	
Bridgework Partners, LLC	Samantha Jacoby	sales@bridgeworkpartners.com	
Building Team Solutions Of Dallas	Britanie Olvera	BRIT@BTSJOBS.COM	
Building Team Solutions, Inc.	Britanie Olvera	brit@btsjobs.com	
Chasesource Lp	Anthony Chase	ssawyer@chasesource.com	
Diverse Recruiting Experts LLC	Cody Horton	cody@diverserecruitingexperts.com	
DSF Advanced Staffing, Inc.	Debbie Frazier	Debbie@Advancedstaffinginc.com	
Express Employment Professionals	Mark Conrad	mark.conrad@expresspros.com	
Fidelis Companies, LLC	Karen Richards	KRichards@Fideliscompanies.com	
Harris-Jones Staffing &	Constance Jones	cjones@hjhrconsulting.com	
Innovative Texas Strategies,	Jose Medrano	itx@itxstrategies.com	
Integrated Human Capital	Rosa Santana	rosa.santana@ihcus.com	
Keystaff, Inc.	Amy Stanley	amy@keystaffinc.com	
L. K. Jordan, Corpus Christi,	Leslie Jordan	william.hibbs@lkjordan.com	
Partners Two Inc.	Don DeCotis	don.decotis@adeconna.com don@ptifamily.com	
Gans, Gans & Associates	Simone Gans Barfield	simone@gansgans.com	
S. Renee Narloch & Associates	Renee Narloch	reeneen@srnsearch.com infotx@srnsearch.com tisha.mcglathlin@srnsearch.com	
Ralph Andersen & Associates	Robert Burg	robert@ralphandersen.com Teresa@ralphandersen.com info@ralphandersen.com	
David Gomez & Associates, Inc.	Chris Gomez David Gomez	cgomez@dgai.com dgomez@dgai.com	
Bob Murray & Associates	Sarah K	sarahk@bobmurrayassoc.com	

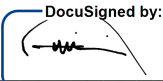
Advertisement List
Solicitation # 2002-961-30-5001
Executive Recruiter Services


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SAN ANTONIO HOUSING AUTHORITY**May 21, 2021**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6034, IN SUPPORT OF THE ADOPTION OF THE FIFTH AMENDMENT TO THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO EMPLOYEES' MONEY PURCHASE PENSION PLAN AND TRUST, RESTATED EFFECTIVE JANUARY 1, 2013

DocuSigned by:

 5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:

 558B3CF0A21E47D...
Muriel Rhoder
Chief Administrative Officer

DocuSigned by:

 D16B12A8ABB14AB...
Janie Rodriguez
Director of Human Resources

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6034, in support of the adoption of the Fifth Amendment to the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust, Restated effective January 1, 2013.

FINANCIAL IMPACT:

The proposed amendment will align with the President/Chief Executive Officer's employment contract.

SUMMARY:

The San Antonio Housing Authority previously adopted the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust (Plan), which it continues to maintain for the benefit of its eligible employees and their beneficiaries.

The San Antonio Housing Authority retains power to amend the Plan, provided that any amendment which affects the rights, duties or responsibilities of the Trustee of the Plan may be made only with the Trustee's written consent. It has most recently amended and restated the Plan generally effective January 1, 2013, and has since amended the Plan four times. SAHA now desires to further amend the Plan in order to incorporate the terms of certain provisions contained in the President/Chief Executive Officer's employment contract, which amendment does not affect the rights, duties, or responsibilities of the Trustee of the Plan.

STRATEGIC GOAL:

Invest in our greatest resource - our employees - and establish a track record for integrity, accountability, collaboration and strong customer service.

ATTACHMENTS:

Resolution 6034
 Fifth Amendment

**San Antonio Housing Authority
Resolution 6034**

RESOLUTION 6034, IN SUPPORT OF THE FIFTH AMENDMENT TO THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO EMPLOYEES' MONEY PURCHASE PENSION PLAN AND TRUST, RESTATED EFFECTIVE JANUARY 1, 2013

WHEREAS, the San Antonio Housing Authority previously adopted the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust (the "Plan), which it continues to maintain for the benefit of its eligible employees and their beneficiaries; and

WHEREAS, the Board of Commissioners of the San Antonio Housing Authority most recently amended and restated the Plan, generally effective January 1, 2013; and

WHEREAS, pursuant to Section 9.1.a. of the 2013 Restatement of the Plan, the San Antonio Housing Authority retained the power to amend the Plan at any time, provided that any amendment which affects the rights, duties, or responsibilities of the Trustee of the Plan may be made only with the Trustee's written consent, and it has adopted four subsequent amendments to the 2013 Restatement of the Plan; and

WHEREAS, the San Antonio Housing Authority now desires to further amend the Plan in order to incorporate the terms of certain provisions contained in the President/Chief Executive Officer's employment contract, which amendment does not affect the rights, duties, or responsibilities of the Trustee of the Plan.

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

- 1) Approves Resolution 6034, in support of the adoption of the Fifth Amendment to the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust, Restated effective January 1, 2013.
- 2) Amends the Plan, in accordance with the provisions of the Plan pertaining to amendments thereof, by adoption of the form presented to and considered by the Board of Commissioners as the "Fifth Amendment to the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust, Restated Effective January 1, 2013," which is attached hereto as Exhibit A, effective as of the date set forth therein.
- 3) Direct that the President and CEO, and/or his delegate, take any and all actions that may be necessary or appropriate to accomplish the intent of the foregoing resolution, including (without limitation) the execution of "Fifth Amendment to the Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust, Restated Effective January 1, 2013."

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

**HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO
EMPLOYEES' MONEY PURCHASE PENSION PLAN AND TRUST
Restated, Effective January 1, 2013**

FIFTH AMENDMENT

WHEREAS, on February 28, 2013, the Board of Commissioners (the "Commissioners") approved the restatement of the *Housing Authority of the City of San Antonio Employees' Money Purchase Pension Plan and Trust* (the "Plan"), generally effective January 1, 2013;

WHEREAS, Section 9.1.a. of the Plan provides that the Plan may be amended by the Housing Authority at any time, provided that any amendment which affects the rights, duties, or responsibilities of the Trustee of the Plan may be made only with the Trustee's written consent;

WHEREAS, the restated Plan has been amended four times;

WHEREAS, the Commissioners desire to amend the Plan's provisions regarding contributions to be made on behalf of the Housing Authority's President/Chief Executive Officer, which amendment does not affect the rights, duties, or responsibilities of the Trustee of the Plan; and

WHEREAS, on _____, the Commissioners adopted Resolution No. _____, amending and restating Plan Section 5.1.a as set out below.

NOW, THEREFORE, the Housing Authority of the City of San Antonio, in accordance with the provisions of the Plan pertaining to amendments thereof, hereby amends the Plan, effective December 13, 2016, to provide as follows:

Plan Section 5.1.a is amended by adding a new subparagraph 7 to the end thereof, to read in its entirety as follows:

"5.1.a.7 Effective December 13, 2016, in lieu of the requirements imposed by Subparagraph 5.1.a above, the Employer shall make contributions on behalf of President/Chief Executive Officer David Nisivoccia in the amount of five percent (5%) of such Employee's Compensation, and the Employee shall be relieved of the obligations of Subparagraph 5.1.a. Such Employer contributions shall be deposited to the Employee's Mandatory Contribution Account at the same time or times that the Employer deposits Mandatory Employee Contributions to the Plan, shall be fully Vested at all times, and shall be subject to all other provisions of the Plan that apply to Mandatory Employee Contributions, excepting only the provisions of Subparagraph 5.1.a.5. The provisions of this subparagraph shall not affect the Employee's entitlement to additional Employer contributions made under Section 5.1.b below."

Except as hereby amended, the Housing Authority of City of San Antonio Employees' Money Purchase Pension Plan and Trust as Restated effective January 1, 2013, and subsequently amended, is hereby ratified and confirmed.

[execution page follows]

EXECUTED this _____ day of _____, 2020.

EMPLOYER

HOUSING AUTHORITY OF THE
CITY OF SAN ANTONIO

By:

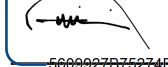
David Nisivoccia
President/Chief Executive Officer

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6035, IN SUPPORT OF THE AMENDMENT AND RESTATEMENT OF THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO EMPLOYEES' DEFERRED COMPENSATION PLAN 457(B)(PLAN), TO BE EFFECTIVE JANUARY 1, 2020

DocuSigned by:



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David Nisivoccia
President and CEO

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Muriel Rhoder
Chief Administrative Officer

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Janie Rodriguez
Director of Human Resources

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6035, in support of the amendment and restatement of the Housing Authority of the City of San Antonio Employees' Deferred Compensation Plan 457(b) (Plan), to be effective January 1, 2020.

FINANCIAL IMPACT:

Employees voluntarily contribute to the Plan. The minimum payroll deduction is \$10.00 per paycheck, and the maximum deduction is established by the Internal Revenue Service on a periodic basis.

SUMMARY:

The San Antonio Housing Authority originally adopted the Plan effective July 1, 1980, and continues to maintain the Plan for the benefit of its eligible employees and their beneficiaries.

The San Antonio Housing Authority retains the authority to amend the Plan, and has done so on multiple occasions. SAHA now desires to amend and restate the plan in order to incorporate prior amendments into a single document, as well as, to make legally required changes; update various IRS dollar limits applicable to the Plan; clarify the Plan's current administrative practices; and to amend provisions concerning employer contributions to the Plan.

STRATEGIC GOAL:

Invest in our greatest resource - our employees - and establish a track record for integrity, accountability, collaboration and strong customer service.

ATTACHMENTS:

Resolution 6035
 SAHA Deferred Compensation Plan

**San Antonio Housing Authority
Resolution 6035**

RESOLUTION 6035, IN SUPPORT OF THE AMENDMENT AND RESTATEMENT OF THE HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO EMPLOYEES' DEFERRED COMPENSATION PLAN 457(B)(PLAN), TO BE EFFECTIVE JANUARY 1, 2020

WHEREAS, the Housing Authority of the City of San Antonio (SAHA) established the Plan (Plan), known as the Housing Authority of the City of San Antonio Deferred Compensation Plan, effective July 1, 1980, for the benefit of its eligible employees and their beneficiaries, and continues to maintain the Plan; and

WHEREAS, SAHA retained the power to amend the Plan, and has done so on multiple occasions; and

WHEREAS, SAHA now desires to amend and restate the Plan in order to incorporate prior amendments into a single document, as well as, to incorporate legally required changes, update various IRS dollar limits applicable to the Plan, clarify the Plan's current administrative practices, and amend provisions concerning employer contributions to the Plan.

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

- 1) Approves Resolution 6035, in support of the amendment and restatement of the Housing Authority of the City of San Antonio Employees' Deferred Compensation Plan 457(b) (Plan), to be effective January 1, 2020.
- 2) Amends and restates the Plan, by adoption of the form presented to and considered by the Board of Commissioners as the Housing Authority of the City of San Antonio Deferred Compensation Plan, which is attached hereto as Exhibit A, effective as of the date set forth therein.
- 3) Direct the President and CEO, and/or his delegate, take any and all actions that may be necessary or appropriate to accomplish the intent of the foregoing resolution, including (without limitation) the execution and attestation of the Housing Authority of the City of San Antonio Deferred Compensation Plan.

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO

DEFERRED COMPENSATION PLAN

Restated Effective
January 1, 2020

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HOUSING AUTHORITY OF THE CITY OF SAN ANTONIO

DEFERRED COMPENSATION PLAN

Restated Effective January 1, 2020

PREAMBLE

This Plan (hereinafter referred to as the “Plan” and known as “The Housing Authority of the City of San Antonio Deferred Compensation Plan”) is amended and restated effective January 1, 2020, by The Housing Authority of the City of San Antonio (hereinafter referred to as “SAHA”).

WHEREAS, SAHA established this Plan effective July 1, 1980, under the name of “The Housing Authority City of San Antonio Deferred Compensation Salary Reduction Plan,” previously restated the Plan effective July 1, 1991, under the name “Housing Authority of the City of San Antonio Deferred Compensation Plan,” and again restated the Plan effective January 1, 1997, and again January 1, 2002, and has amended the most recent restatement two times;

WHEREAS, in compliance with the Small Business Job Protection Act of 1996, SAHA also adopted, effective in 1998, a Housing Authority of the City of San Antonio Deferred Compensation Trust and named a Trustee thereunder;

WHEREAS, the Plan was established for Employees of SAHA in order to enable Employees to enhance their retirement security by permitting them to enter into agreements with SAHA to defer compensation and to receive benefits at Retirement, Death, Severance from Employment, and for Financial Hardships, due to Unforeseeable Emergencies;

WHEREAS, SAHA desires to amend and restate the Plan in order to incorporate the previous two amendments, incorporate legally required changes, update various IRS dollar limits applicable to the Plan, clarify the Plan’s current administrative practices, and to amend provisions concerning employer contributions to the Plan; and

WHEREAS, the Plan shall be maintained for the exclusive benefit of covered Employees, and is intended to comply with the eligible deferred compensation plan requirements of Section 457 of the Internal Revenue Code of 1986, as now in effect or as hereafter amended, and the Regulations promulgated thereunder, and other applicable law, all as they apply to an “eligible employer” which is a political subdivision of a state or an agency or instrumentality of a state or political subdivision of a state;

NOW, THEREFORE, effective January 1, 2020, except where another date is specifically provided, SAHA does hereby amend and restate the Plan as set forth herein.

I.

Definitions

The following terms when used herein shall have the following meaning, unless a different meaning is clearly required by the context.

A. Administrator: “Administrator” means SAHA, unless another person or entity has been designated by SAHA, pursuant to Article VII, to administer the Plan on its behalf. References to the Administrator herein are intended to include a person or entity to whom the Administrator has delegated administrative duties under the Plan.

B. Beneficiary: “Beneficiary” means the person or persons or the estate or other entity entitled to receive benefits under this Plan after the death of a Participant, as provided in Article VI.

C. Code: “Code” means the Internal Revenue Code of 1986, as amended and including all regulations promulgated pursuant thereto.

D. Compensation: “Compensation” means the total remuneration earned by an Employee for personal services rendered to the Employer for the calendar year, including amounts deferred under this Plan and any other deferred compensation plan.

E. Deferral: “Deferral” means the annual amount of Compensation that a Participant elects to defer receipt of pursuant to a properly executed Voluntary Salary Deferral Agreement.

F. Effective Date: “Effective Date” of the Plan means July 1, 1980.

G. Eligible Employee: “Eligible Employee” means any person who performs service for the Employer as a common-law employee.

H. Eligible Deferred Compensation Plan or Eligible Plan: “Eligible Deferred Compensation Plan” or “Eligible Plan” means any Plan defined in Section 457(b) of the Code and includes this Plan, among others.

I. Employer: “Employer” means SAHA and any non-profit corporations which are subsidiaries of SAHA.

J. Includible Compensation: “Includible Compensation” has the meaning given the term “participant’s compensation” under Section 415(c)(3) of the Code. A Participant’s Includible Compensation for a taxable year shall be determined without regard to any community property laws.

K. Normal Retirement Age: “Normal Retirement Age” means age 60, as more fully set out in Section III.B.2.

L. Participant: “Participant” means an Employee or former Employee who is or has been enrolled in the Plan and who retains the right to benefits under the Plan.

M. Plan: “Plan” means this Housing Authority of the City of San Antonio Deferred Compensation Plan either in its previous or present form or as amended from time to time.

N. Plan Year: “Plan Year” means the twelve-month period beginning January 1 and ending December 31, from and after the Effective Date.

O. SAHA: “SAHA” means Housing Authority of the City of San Antonio, Texas, a municipal housing authority created under Chapter 392 of the Texas Local Government Code.

P. Voluntary Salary Deferral Agreement: “Voluntary Salary Deferral Agreement” means the written agreement between a Participant and the Employer to defer receipt by the Participant of Compensation not yet earned. Compensation will be deferred for any calendar month only if a Voluntary Salary Deferral Agreement providing for such deferral has been entered into before the beginning of such month. Accordingly, no deferral of vacation or sick leave pay accrued in a prior month shall be permitted.

II. Participation

A. Eligibility for Participation: Each Eligible Employee may become a Participant in this Plan on the first day of the calendar month next following commencement of employment as an Eligible Employee and completion of enrollment pursuant to Section B below.

B. Enrollment: Eligible Employees may enroll in the Plan by completing a Voluntary Salary Deferral Agreement and submitting it in a form and manner acceptable to the Administrator. Such Agreement shall state the Deferral Amount to be withheld from a Participant’s paycheck and shall become effective no earlier than the first day of any month after it is executed by the Participant and accepted by the Administrator or its delegate, except that Compensation may be deferred for the month in which a Participant is first employed, if the Participant’s Voluntary Salary Deferral Agreement is entered on or before the Participant’s first day of employment.

III. Deferral of Compensation

A. Deferral Procedure: Pursuant to a Voluntary Salary Deferral Agreement, each Participant’s Deferral Amount (expressed as an annual dollar amount or percentage of Compensation) shall be deducted from his or her paychecks in approximately equal increments throughout the year or in other increments as permitted by the Administrator.

The Deferral Amount shall not be included as gross income on a Participant's federal income tax withholding statement (Form W-2).

B. Maximum Deferral:

1. Primary Limitation: A Participant's Deferral Amount for any Taxable Year, when combined with the amount of any Discretionary Employer Contribution made by the Employer under Section III.F below with respect to such Taxable Year, may not exceed the lesser of:

a. The "Applicable Dollar Amount," as defined below, adjusted on a calendar year basis after December 31, 2020, to reflect increases in the cost of living in accordance with Sections 457(e)(15)(B) and 415(d) of the Code, or

b. 100% of the Participant's Includible Compensation. In order to give effect to other required and elected salary reduction amounts, the Administrator shall have the authority to reduce below this percentage limit the amount Participants are permitted to defer under this Plan.

The "Applicable Dollar Amount" shall be \$19,000 in 2019 and \$19,500 in 2020 and thereafter, subject to the indexing provision above.

The amount described in this paragraph 1 is referred to as the "Primary Limitation" amount.

2. Catch-Up Limitation: A Participant may use the Catch-Up Limitation in one or more of his or her last 3 taxable years ending before the year in which the Participant reaches Normal Retirement Age. Furthermore, a Participant who intends to work or continues to work for the Employer past age 60 may designate his or her Normal Retirement Age for this purpose if such designated Normal Retirement Age is no later than the date or age at which the Participant severs from employment with the Employer. The maximum Deferral Amount for each of a Participant's last 3 taxable years ending before the year in which he or she attains Normal Retirement Age is the lesser of:

a. Twice the Applicable Dollar Amount in effect for the year, or

b. The Primary Limitation Amount determined under Paragraph 1 above for the current year, plus so much of the Primary Limitation amount that was not utilized in prior taxable years. A Participant may use a prior year only if (i) it began after

December 31, 1978, (ii) the Employee was eligible to participate in the Plan during at least a portion of the year, and (iii) the Deferrals under the plan in existence during that year were subject to the Maximum Deferral Amount described in Treasury Regulations Section 1.457-2(e) (1982). A prior taxable year includes a taxable year in which the Participant was eligible to participate in an Eligible Deferred Compensation Plan sponsored by another “eligible employer,” as defined in Section 457(e) of the Code, provided that such other employer is located within the State of Texas.

The Catch-Up Limitation is available to a Participant during one 3-year period only. If a Participant uses the Catch-Up Limitation and then postpones Normal Retirement Age or returns to work after retiring, the Catch-Up Limitation shall not be available again.

3. Over-Fifty Catch-Up Contributions: Any Participant who is projected to reach age 50 before the close of a particular Plan Year shall be eligible to make Over-Fifty Catch-Up Contributions during such Plan Year in accordance with, and subject to the limitations of, Section 414(v) of the Code. Such Participants shall be deemed to be age 50 as of January 1 of the Plan Year for this purpose, and eligibility to make Over-Fifty Catch-Up Contributions shall not be affected by the Participant’s subsequent death or termination of employment during any such year, even if such event occurs before the Participant’s 50th birthday. Over-Fifty Catch-Up Contributions shall not be subject to or taken into account for purposes of the Primary Limitation described in paragraph 1 above, and the Plan shall not be treated as failing to satisfy the requirements of Section 457(b) of the Code by reason of the making or acceptance of such Over-Fifty Catch-Up Contributions.

A Participant’s Over-Fifty Catch-Up Contributions in any Plan Year may not exceed the lesser of:

- a. The “Applicable Dollar Amount,” as defined below, adjusted on a calendar year basis after December 31, 2020 to reflect increases in the cost of living in accordance with Sections 414(v)(2)(C) and 415(d) of the Code, or
- b. The excess, if any, of the Participant’s Compensation (as defined in Section 415(c)(3) of the Code) over any other Deferral Amounts of the Participant for such Plan Year which are made without regard to this paragraph 3.

The “Applicable Dollar Amount” shall be \$6,000 in 2019 and \$6,500 in 2020 and thereafter, subject to the indexing provision above.

In addition, the Over-Fifty Catch-Up Contribution shall not be available to an otherwise eligible Participant in any year in which the Catch-Up Limitation of paragraph 2 above applies.

4. Coordination of Catch-Up Limitation and Over-Fifty Catch-Up Contributions: Notwithstanding the provision of paragraphs 2 and 3 above, the Maximum Deferral for a Participant who is eligible under both Paragraphs 2 and 3 for a particular Plan Year shall be the greater of:

a. The Primary Limitation Amount determined under Paragraph 1 above for the current year, plus the “Application Dollar Amount” defined in Paragraph 3 below, or

b. The maximum Deferral Amount determined under Section III.B.2. above, Catch-Up Limitation.

5. Multiple Plans: If a Participant participates in more than one Eligible Deferred Compensation Plan, the total deferral under all Plans shall be subject to the maximum limitations specified in this Article. It shall be the Participant’s sole responsibility to monitor and apply the limitation described in this Paragraph to his or her Deferrals under this and any other plan.

C. Minimum Deferral: A Participant must comply with any minimum monthly deferral requirements which may be established by the Administrator from time to time on a nondiscriminatory basis.

D. Changing Deferrals: A Participant may change (or cancel) Deferrals with respect to Compensation not yet earned by executing a new Voluntary Salary Deferral Agreement or a written notice of cancellation. The change (or cancellation) shall be effective on the first day of the month next following the completion of a new Agreement and its acceptance by the Administrator or its designated representative.

E. Suspension of Deferrals:

1. Voluntary: A participant may suspend Deferrals by delivering to the Administrator written notice of suspension. Following suspension, a Participant may reinstate Deferrals by executing a new Voluntary Salary Deferral Agreement and delivering it in a form and manner acceptable to the Administrator. Reinstatement shall be effective on the first day of the calendar month next following completion of the

new Agreement and its acceptance by the Administrator or its designated representative.

2. Automatic: Deferrals shall automatically be suspended for any month in which there are insufficient monies available to make the entire deduction agreed upon, and shall automatically be reinstated in the next month that Compensation is sufficient to make the agreed-upon Deferral.

F. Employer Contribution: The Employer may elect, in its sole discretion, to make Discretionary Employer Contributions to the Plan, in an amount to be determined by the Employer, subject to the limits on contributions set forth in Section III.B above. A Participant will vest in any Discretionary Employer Contributions credited to the Plan on the Participant's behalf on the same schedule as established in the Housing Authority of the City of San Antonio Employees' Money Purchase Plan, as it may be amended, the terms of which are incorporated herein by reference. Any Discretionary Employer Contributions will be credited to the account of each applicable Participant at such time or times as the Employer may designate, in its sole discretion.

G. Rights of Veterans: Notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit with respect to qualified military service will be provided in accordance with Section 414(u) of the Code. In particular, if an Eligible Employee is entitled to the benefits of Chapter 43, Title 38, United States Code (the Uniformed Services Employment and Reemployment Rights Act of 1994, or "USERRA"), then, notwithstanding the limitations of Plan Section III.B above, the Eligible Employee shall be permitted to make up the maximum amount of Deferrals the Employee would have been permitted to make during his or her period of qualified military service in accordance with the limitations of Section III.B. above if the eligible Employee had continued to be employed by the Employer during such period and received Compensation as determined under Section 414(u)(7) of the Code. The period during which such make-up contributions may be made shall begin on the Eligible Employee's date of qualifying reemployment with the Employer and shall end on the earlier of the 5th anniversary of such reemployment date or the expiration of 3 times the Eligible Employee's period of qualified military service.

IV.

Payment of Benefits

A Participant's benefits under the Plan shall consist of the total balance of the Participant's Account from time to time as described in Section VII.E below

A. Eligibility for Payment: Payments from the Plan may be made upon "Severance from Employment" or upon an approved "Financial Hardship" that results from an "Unforeseeable Emergency."

1. Severance from Employment: “Severance from Employment” means the severance of a Participant’s employment with the Employer, whether by voluntary or involuntary termination of employment, retirement, or death. A “Severance from Employment” occurs when a Participant ceases to be employed by an employer that maintains or contributes to the Plan.

2. Financial Hardship Withdrawal: A Participant may request a withdrawal for Financial Hardship by submitting a “Written Request for Withdrawal for Unforeseeable Emergency” to the Administrator, accompanied by evidence that his or her financial condition warrants an advance release of funds and results from an “Unforeseeable Emergency” which is beyond the Participant’s control. The Administrator shall review the request and shall determine whether payment of any amount is justified. If payment is justified, the amount shall be limited to an amount reasonably needed to satisfy the emergency need. The Administrator shall determine the amount and the form of payment. Any money remaining in the account after Financial Hardship Withdrawal shall be distributed in accordance with the provisions of this Plan.

3. “Unforeseeable Emergency” Defined: “Unforeseeable Emergency” means a severe financial hardship to the Participant resulting from a sudden and unexpected illness or accident of the Participant or a dependent (as defined in Section 152(a) of the Code) of the Participant, loss of the Participant’s property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the Participant’s control. Whether circumstances constitute an Unforeseeable Emergency depends upon the facts of each case, but, in any case, payment may not be made to the extent that such hardship is or may be relieved:

- a. Through reimbursement or compensation by insurance or otherwise;
- b. By liquidation of the Participant’s assets, to the extent that liquidation itself would not cause severe financial hardship, or
- c. For distributions made prior to January 1, 2020, by a cessation of Deferrals under the Plan.

Unforeseeable Emergencies shall not include the need to send a Participant’s child to college or the desire to purchase a home.

4. Hardship Withdrawals After Benefit Commencement: Once regular installment payments to a Participant have commenced

under the Plan, the Participant may request payment acceleration if the Participant suffers a Financial Hardship as defined above. The Administrator may then permit accelerated payments; however, the amount of an accelerated payment shall not exceed the amount needed to meet the "Unforeseeable Emergency." Any amount remaining in the account after such accelerated payment shall be distributed in accordance with the provisions of this Plan.

B. Distribution Rules: Notwithstanding any provision of this Plan to the contrary, the following Distribution Rules shall apply:

1. Benefit Commencement Date: In general, a Participant's benefit payments shall commence no earlier than the earliest of the following:

- a. The calendar year in which the Participant attains age 70½;
- b. The date on which the Participant incurs a Severance from Employment; or
- c. The date on which the Participant is faced with an Unforeseeable Emergency.

2. Involuntary Cashouts: The Administrator may, however, adopt a policy of distributing a Participant's entire benefit to the Participant (or Beneficiary) without the consent of the distributee if all of the following conditions are met at the time of the distribution:

- a. The value of the benefit at time of distribution does not exceed \$5,000 (or the dollar amount limit under section 411(a)(11)(A) of the Code) or, effective January 1, 2006, \$1,000 in the case of Participants (but not Beneficiaries);
- b. The Participant has not made a Deferral under the Plan during the two-year period ending on the date of distribution; and
- c. The Plan has made no prior distribution to the Participant.

Such an Involuntary Cashout may be made without regard to whether the Participant has severed from employment with the Employer.

3. Minimum Distribution Requirements: The distribution of a Participant's benefits hereunder, whether through the purchase of an

annuity contract or otherwise, shall be made in accordance with Code Section 401(a)(9) and the Regulations thereunder.

C. Vesting: All Deferrals and earnings thereon, as determined under Section VII.E below, shall be fully vested and nonforfeitable at all times.

D. Loans to Participants. Notwithstanding the foregoing distribution provisions, the Plan Administrator, in the Plan Administrator's sole discretion, may make loans to Participants provided that the following requirements are met:

1. Loans must be made available to all Participants on a reasonably equivalent basis.

2. Loans must bear a reasonable rate of interest.

3. Loans must be adequately secured, and will automatically be secured by 100% of the Participant's account balance.

4. Loans made pursuant to this Section shall be limited to the lesser of the following:

a. \$50,000 (reduced by the excess (if any) of the highest outstanding balance of the aggregated loans to the Participant within the one-year period ending on the day before the date on which the loan is made over the outstanding balance of aggregated loans from the Plan to the Participant on the date the loan is made); or

b. $\frac{1}{2}$ of the present value of the Participant's vested interest in this Plan which is invested with the Qualified Vendor processing the loan.

5. Loans shall be repaid in equal monthly installments over a period not to exceed 5 years. Participants who are active employees shall repay their loans through a series of bi-weekly deductions from the employee's payroll checks. Former employees will be required to pay the Trustee or the Trustee's designee by monthly check. Failure to pay timely will result in a distribution for tax purposes and issuance of appropriate tax statements. If a Participant's employment with the Employer terminates and monthly payments are not made with respect to the loan, the Administrator shall reduce the Participant's vested account balance by the amount of the principal and interest then due and owing on the loan secured by such account balance.

6. Any loan shall be evidenced by a legally enforceable agreement signed by the Participant; such agreement shall specify the

amount of the loan, the interest rate, the term of the loan, the repayment schedule, and events of default.

E. Qualified Domestic Relations Orders: The Administrator shall apply the terms of any Qualified Domestic Relations Order to a Participant's benefits under the Plan. For purposes of approving any domestic relations order submitted to the Plan as a "Qualified Domestic Relations Order," the following definitions and rules shall apply:

1. Alternate Payee: "Alternate Payee" means the spouse, former spouse, child, or other dependent of a Participant identified as such in any Qualified Domestic Relations Order.

2. Qualified Domestic Relations Order: "Qualified Domestic Relations Order" means any judgement, decree, or order (including approval of a property settlement agreement) which (1) relates to the provision of child support, alimony payments, or marital property rights to a spouse, former spouse, child, or other dependent of a Participant; (2) is made pursuant to a state domestic relations law (including a community property law); and (3) which creates or recognizes the existence of an Alternate Payee's right to, or assigns to an Alternate Payee the right to, receive all or a portion of the benefits payable with respect to a Participant under the Plan.

The Administrator has exclusive authority to determine whether a domestic relations order submitted to the Plan is qualified, and its decision shall be final and binding on all parties. The Administrator shall establish requirements and standards to be met by such orders, in addition to those set forth in this Section, and furthermore shall establish procedures for the review, acceptance or rejection, and implementation of orders submitted to the Plan. A summary of such procedures shall be provided to each Participant and each Alternate Payee with respect to whom an order is received by the Plan. Such standards and procedures may be, but are not required to be, similar to the standards and procedures required in connection with any other plan of the Employer.

The Employer and the Administrator shall not be liable to any person for making payment of any benefits in accordance with the terms of a domestic relations order in a cause in which the Participant was a party or for making payments in accordance with this Section.

V.

Form of Benefit Payment

A. Election: A Participant or Beneficiary may elect the form of payment of benefits, and may revoke that election (with or without a new election) at any time before 30 days prior to the Benefit Commencement Date described in Section IV.B.1 above, by

notifying the Administrator of such election in writing. The election shall be subject to the Administrator's approval.

B. Forms of Payment: A Participant or Beneficiary may elect payment in one of the following forms:

1. Lump Sum: A single payment of the entire balance in a Participant's account.

2. Annuity: Periodic payments payable over and contingent upon the life expectancy of the Participant or Beneficiary, or payable over such life expectancy with a minimum guaranteed period of time.

3. Installments: Periodic payments over a specified period of time.

C. Failure to Elect: If a Participant or Beneficiary fails to elect a form of payment before the date which is 30 days prior to the Benefit Commencement Date, the benefit shall be paid in a lump sum.

VI. Beneficiaries

A. Designation: A Participant shall have the right to designate a Beneficiary, and to amend or revoke such designation at any time, provided that such designation, amendment or revocation is in writing. Such designation, amendment or revocation shall be effective upon receipt by the Administrator. Notwithstanding the foregoing, a Participant who elects a joint and survivor annuity form of payment may not elect a nonspouse joint annuitant, and may not change his or her joint annuitant after payments commence.

B. Failure of All Beneficiaries to Survive: If fewer than all Beneficiaries of the same priority survive the Participant, benefits shall be paid to all surviving Beneficiaries of that class, unless otherwise provided in the Beneficiary designation.

C. Failure to Designate a Beneficiary: If no designated Beneficiary survives the Participant and benefits are payable following the Participant's death, the Administrator may direct that the benefits be made payable to the following persons and in the order of priority set out below:

1. The Participant's spouse; then
2. The Participant's descendants, per stirpes; then
3. The Participant's parents; then

4. The Participant's brothers and sisters; and then
5. The Participant's estate.

VII.

Plan Administration, Transfers, and Rollovers

A. Plan Administrator: SAHA shall be the Administrator of the Plan, unless SAHA elects otherwise. SAHA may appoint any person or persons, including, but not limited to, employees of the Employer, a committee of individuals, or a third party service provider, to perform the duties of the Administrator. Upon the resignation or removal of any individual or entity performing the duties of the Administrator, SAHA may designate a successor. An Administrator who has been appointed by SAHA may resign by delivering a resignation in writing (or such other form as acceptable to both parties) to SAHA or be removed by SAHA by delivery of notice of removal (in writing or such other form as acceptable to both parties), to take effect at a date specified therein, or upon delivery to the Administrator by SAHA with respect to a removal notice, if no date is specified.

The operation of the Plan shall be under the supervision and oversight of the Administrator. The Administrator shall have full power and discretion to administer and interpret the Plan and to determine all questions arising in connection with the administration, interpretation, and application of the Plan and the amount, manner, and time of payment of any benefits hereunder. The Administrator may establish procedures, correct any defect, supply any information, or reconcile any inconsistency in such manner and to such extent as it determines in its discretion is necessary or advisable to carry out the purpose and intent of the Plan, subject to applicable law.

B. Exclusive Benefit of Participants and Beneficiaries: Notwithstanding any contrary provision of the Plan, including any annuity contract issued under the Plan, in accordance with Section 457(g) of the Code as amended by the Small Business Job Protection Act of 1996, all amounts of Compensation deferred pursuant to the Plan, all property rights purchased with such amounts, and all income attributable to such amounts, property, or rights shall be held in one or more trusts, including annuity contracts as defined in Section 401(g) of such Code and issued by an insurance company qualified to do business in the state where the contract was issued, for the exclusive benefit of Participants and Beneficiaries under the Plan. For this purpose, the term "annuity contract" does not include a life, health or accident, property, casualty, or liability insurance contract.

All amounts of Compensation deferred under the Plan shall be transferred to a trust or to an annuity contract described in Section 401(f) of the Code within a period that is not longer than is reasonable for the proper administration of the accounts of Participants. To comply with this requirement, all amounts of Compensation deferred under the Plan shall be transferred to a trust or to a contract described in Section 401(f) of

such Code not later than 15 business days after the end of the month in which the compensation would otherwise have been paid to the Eligible Employee.

C. Plan-to-Plan Transfers:

1. Transfers to Other Plans: Notwithstanding any other Plan provision, distribution of amounts deferred by a former Participant of this Plan shall be transferred to another Eligible Deferred Compensation Plan for which the former Participant has become eligible, if:

- a. The Plan receiving such amounts provides for their acceptance, and
- b. The former Participant of this Plan elects the transfer.

Such transfer elections may be implemented without regard to whether the electing Participant has incurred a Severance from Employment with the Employer (including any affiliated employer).

In addition, if the Employer transfers the employment of a Participant to another employer eligible to adopt an Eligible Deferred Compensation Plan and determines that no Severance from Employment with the Employer has occurred, the Administrator may, with the consent of the committee or other administrator of the new employer's Eligible Deferred Compensation Plan, direct the transfer of the Participant's account in this Plan to the new employer's Eligible Deferred Compensation Plan.

2. Transfers from Other Plans: Subject to such requirements as may be imposed by the Administrator and in accordance with Section 457(e)(10) of the Code, this Plan and the Employer will accept a transfer of assets and liabilities attributable to amounts deferred under another Eligible Deferred Compensation Plan by a person who is an Eligible Employee under this Plan. Such transfers may be elected by the Participant or may be directed by the sponsor of the transferring Eligible Deferred Compensation Plan, and may be accepted without regard to any Severance from Employment of the Participant's former employer.

D. Direct Rollovers:

1. Outbound Rollovers: Notwithstanding any other provision of the Plan, the recipient of any eligible rollover distribution may elect to have any portion of such eligible rollover distribution paid in the form of a direct rollover to an eligible retirement plan. Before such a transfer is made, the recipient shall provide the Administrator with information that is sufficient, as determined by the Administrator, to establish that the

transferee plan is an eligible retirement plan. Further, prior to making an eligible rollover distribution, the Administrator shall, within the period specified in Treasury Regulations, provide a written explanation to the recipient which advises the recipient that he or she may elect to receive such distribution in the form of a direct rollover to an eligible retirement plan. The written explanation shall comply with the requirements of Section 402(f) of the Code and Regulations thereunder. Furthermore, the Administrator shall be required to withhold income tax from such distribution to the extent that the recipient does not elect to receive such distribution in a direct rollover. The Administrator shall have the discretion to adopt any minimum amount for which direct rollovers will be provided, if such minimum amount is authorized by Treasury Regulations, and may offer distributees the opportunity to waive the 30-day notice requirement to the extent authorized in Regulations.

a. Eligible Rollover Distribution. An “eligible rollover distribution” is any distribution of all or any portion of the account of the distributee, except for (i) any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the distributee or the joint lives (or joint life expectancies) of the distributee and the distributee’s designated beneficiary, or for a specified period of 10 years or more; (ii) any distribution to the extent such distribution is required under Section 401(a)(9) of the Code; and (iii) any payment made because of a “Financial Hardship” that results from an “Unforeseeable Emergency.”

b. Eligible Retirement Plan: An “eligible retirement plan” is any of the following that accepts the distributee’s eligible rollover distribution: an eligible plan under Section 457(b) of the Code which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state; an individual retirement account described in Section 408(a) of the Code; an individual retirement annuity described in Section 408(b) of the Code; an annuity plan described in Section 403(a) of the Code; an annuity contract described in Section 403(b) of the Code; or a qualified trust described in Section 401(a) of the Code. This definition of “eligible retirement plan” shall also apply in the case of a distribution to a surviving spouse, or to a spouse or former spouse who is the alternate payee under a qualified domestic relations order, as defined in Section 414(p) of the Code.

c. Distributee. A distributee includes an employee or former employee. In addition, the Employee’s or former

Employee's surviving spouse and the Employee's or former Employee's spouse or former spouse who is the alternate payee under a qualified domestic relations order, as defined in Section 414(p) of the Code, are distributees with regard to the interest of the spouse or former spouse.

2. Inbound Rollovers: A Participant may request acceptance by the Plan of an eligible rollover distribution, as defined above, from an eligible plan under Section 457(b) of the Code which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state. Before such a rollover is accepted, the Participant shall provide the Administrator with information that is sufficient, as determined by the Administrator, to establish that the transferee plan is an eligible plan of a governmental entity under Section 457(b) and Section 457(e)(1)(A) of the Code.

E. Accounts and Expenses: The Administrator shall establish and maintain accounts on behalf of each Participant. Accounts shall be valued at least once each Plan Year and each Participant shall receive written notice of the value of his or her account balance following such valuation. Account balances shall reflect the Participant's Deferral Amount and any earnings attributable to such amounts, and shall be reduced by administrative, investment and other fees in such amounts and at such times as the Administrator deems necessary for the maintenance of this Plan.

F. Investments: A Participant or Beneficiary may request that Deferrals be allocated among available investment options established by the Administrator. The initial allocation request may be made at the time of enrollment. Investment allocation requests shall remain effective with regard to all subsequent Deferrals, until changed in accordance with the provisions of this Section. A Participant or Beneficiary may change his or her allocation request by notifying the Administrator in writing. Such changes shall become effective as soon as administratively feasible. While the Employer intends to invest Deferrals according to the Participant requests, it reserves the right to invest Deferrals without regard to such requests, and neither the Employer nor the Administrator (nor any of their delegates) shall be responsible for any failure to implement or delay in implementing a Participant's or Beneficiary's investment requests. Furthermore, the Participant or Beneficiary shall be responsible for monitoring the financial status of any vendor in whose investment products his or her Deferrals are invested, market conditions, and the amount of his or her Deferrals that is invested in a vendor's investment product or products.

VIII.

Amendment and Termination

A. Amendment: SAHA shall have the right to amend this Plan, at any time and from time to time, in whole or in part. SAHA shall notify each Participant in writing of any Plan amendment.

B. Termination: Although SAHA has established this Plan with a bona fide intention and expectation to maintain the Plan indefinitely, SAHA may terminate, freeze or discontinue the Plan in whole or in part at any time without any liability for such termination or discontinuance. Upon Plan termination, all Deferrals shall cease. The Trustee of the Housing Authority of the City of San Antonio Deferred Compensation Trust shall retain all Deferrals until each Participant Severs from Employment or incurs an Unforeseeable Emergency and benefits commence as provided herein.

IX.

Miscellaneous

A. Limitation of Rights; Employment Relationship: Neither the establishment of this Plan nor any modification thereof, nor the creation of any fund or account, nor the payment of any benefits, shall be construed as giving a Participant or other person any legal or equitable right against the Employer except as provided in the Plan. In no event shall the terms of employment of any Employee be modified or in any way be affected by the Plan.

B. Limitation on Assignment: Benefits under this Plan may not be assigned, sold, transferred, or encumbered by a Participant, and any attempt to do so shall be void. A Participant's or Beneficiary's interest in benefits under this Plan shall not be subject to debts or liabilities of any kind of such Participant or Beneficiary and shall not be subject to attachment, garnishment or other legal process with respect to such Participant or Beneficiary.

C. Representation: The Employer does not represent or guarantee that any particular federal or state income, payroll, personal property or other tax consequence will result from participation in this Plan. A Participant should consult with his or her own professional tax advisors to determine the tax consequences of his or her participation. Furthermore, the Employer does not represent or guarantee the successful investment of Deferrals, and shall not be required to repay any loss which may result from such investment or lack of investment.

D. Severability: If a court of competent jurisdiction holds any provisions of this Plan to be invalid or unenforceable, the remaining provisions of the Plan shall continue to be fully effective.

E. Applicable Law: This Plan shall be construed in accordance with applicable federal law and the laws of the State of Texas.

This Housing Authority of the City of San Antonio Deferred Compensation Plan is amended and restated to be effective January 1, 2020.

IN WITNESS WHEREOF, SAHA has caused this Plan to be executed by its duly authorized representative this _____ day of _____, 2020.

WITNESS:

HOUSING AUTHORITY OF THE CITY
OF SAN ANTONIO

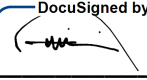
BY:

BY: David Nisivoccia
President/CEO

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6029, AUTHORIZING THE ALAZAN LOFTS TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO ALAZAN LOFTS LTD.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN ALAZAN LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND 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 6029, authorizing the Alazan Lofts transaction, including: (i) the execution of all documentation necessary to carry out the transaction; (ii) authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; (iii) the lease of the land for the transaction by the San Antonio Housing Authority (SAHA) to Alazan Lofts Ltd.; (iv) the acquisition of the membership interest by San Antonio Housing Facility Corporation (SAHFC) in Alazan Lofts GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) authorizing the financing for such transaction; and other matters in connection therewith.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$19,000,000.00 or \$216,000.00 per unit. The developer is NRP Group LLC (NRP). NRP will give all required guarantees. At any time before or after the end of the tax credit compliance period, SAHA or its affiliate will have an option to buy the property for a price equal to the greater of fair market value or by assuming the outstanding debt and paying any exit taxes. After the end of the compliance period, SAHA or its affiliate will have a right of first refusal (ROFR) at a price equal to the outstanding indebtedness secured by the project plus any exit taxes.

SUMMARY:

SAHA is requesting authority to enter into a development agreement with NRP Group LLC (NRP) or its affiliate, as well as, authorize the construction and permanent debt financing and equity financing for the project. The project will consist of 88 family units, 80 of which will be low income housing tax credit units serving families whose incomes average 60% AMI or less. Forty of the low income housing tax credit units will also be Public Housing

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

units and eight units will be available for market rate tenants. The project will be located at El Paso St. and S. Colorado St. in San Antonio, Texas, on land already owned by SAHA, which will be ground leased to the Partnership. Construction is projected to begin in Summer 2020, with completion in Fall of 2021. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

The land is currently owned by SAHA, which will lease it to Alazan Lofts Ltd., who will pay SAHA an upfront lease payment sufficient of \$1,035,000.00. SAHA will then lend these funds to the Partnership on a subordinate secured basis. Commercial construction financing will be provided by JPMorgan Chase Bank, N.A. in an amount not to exceed \$13,000,000.00, which will be reduced to permanent financing not to exceed \$3,000,000.00. The City of San Antonio will provide a HOME loan to the Partnership in the amount of \$1,319,000.00. Equity contributions from an affiliate of Hudson Housing Capital, LLC (Hudson) as an investor limited partner, will be used to finance the construction and long-term operations. Hudson has issued a commitment to purchase the project's tax credits at an equity price of .928 cents per credit dollar, for a total projected equity contribution of approximately \$13,911,109.00.

SAHA is targeting a closing date in June 2020, subject to HUD's approval of the mixed-finance proposal.

STRATEGIC GOALS:

Strategically expand the supply of affordable housing.

ATTACHMENT:

Resolution 6029

Resolution 20FAC-05-23

Map

**CERTIFICATE FOR RESOLUTION 6029
ALAZAN LOFTS APARTMENTS**

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 June 4, 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 6029, AUTHORIZING THE ALAZAN LOFTS TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO ALAZAN LOFTS LTD.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN ALAZAN LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; 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 SAHA.

SIGNED AND SEALED this 4th day of June 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6029**

RESOLUTION 6029, AUTHORIZING THE ALAZAN LOFTS TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO ALAZAN LOFTS LTD.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN ALAZAN LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Alazan Lofts Ltd., a Texas limited partnership (Partnership), and Alazan Lofts GP LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct an 88-unit multifamily housing facility (Housing Facility) to be located at El Paso St. and S. Colorado St., San Antonio, Texas (Land), together with the Housing Facility (Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) 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) facilitate the lease of the Land to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as the general contractor for the Project; and

WHEREAS, the Partnership will obtain a loan from JPMorgan Chase Bank, N.A., in an aggregate amount not to exceed \$13,000,000.00 and which will convert to a permanent loan in an amount not to exceed \$3,000,000.00 (Chase Financing) for the purpose of developing and constructing the improvements and further funding the Project; and

WHEREAS, in connection with the Chase Financing, the Partnership, the General Partner and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Credit Support and Funding Agreement; a Promissory Note; a Multifamily Construction and Permanent Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing; a Guaranty with Guaranty of Completion; an Operating Reserve and Security Agreement; a Replacement Reserve and Security Agreement; various Intercreditor and Subordination Agreements; a Lease Estoppel Certificate; an Assignment of Management Agreement; and a Publicity Agreement (Chase Documents); and

WHEREAS, the Partnership will obtain a loan from SAHA equal to the proceeds of a Leasing Consideration Payment made to SAHA pursuant to the Ground Lease in the amount of \$1,035,000.00 to fund the costs of construction of the Project (SAHA Financing); and

WHEREAS, in connection with the SAHA 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 Real Estate Lien Note; a Subordinate Leasehold Deed of Trust, and appropriate Subordination Agreements (SAHA Documents); and

WHEREAS, the Partnership will obtain a loan from the City of San Antonio, a Texas municipal corporation, of HOME Funds in an aggregate amount not to exceed \$1,319,000.00 (HOME Financing) to fund the eligible costs of construction of the Project; and

WHEREAS, in connection with the HOME Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a HOME Loan Agreement; a Real Estate Lien Note; a HOME Program Agreement; a Subordinate Leasehold Deed of Trust; a Declaration of Restrictive Covenants of Affordability; a Commitment Letter; and an Assignment of Leases and Rentals (HOME Documents); and

WHEREAS, the Chase Financing, the SAHA Financing and the HOME financing are collectively hereafter called the "Construction/Permanent Financing;" and

WHEREAS, the Project will contain Public Housing and the Partnership and General Partner will enter into certain agreements required by the United States Department of Housing and Urban Development and SAHA, including, but not limited to, a Mixed Finance Amendment to Annual Contributions Contract, Mixed Finance Development Proposal, Declaration of Restrictive Covenants and Regulatory and Operating Agreement (HUD Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$15,000,000.00 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 \$13,911,109.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to Hudson Housing Capital LLC, or its affiliates (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 Agreement, a Development Services Agreement, Property Management Fee Agreement, a Right of First Refusal 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 members of the Board of Commissioners of SAHA (Board) and their respective offices and the officers of SAHA are as follows:

<u>Name</u>	<u>Title</u>
Dr. Ana M. "Cha" Guzman	Chair
Jessica Weaver	Vice Chair
Charles Clack	Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Olga Kauffman	Commissioner
Ruth Rodriguez	Commissioner
David Nisivoccia	President and CEO
Brandee Perez	Chief Operating Officer
Timothy E. Alcott	Real Estate and Legal Services Officer
Muriel Rhoder	Chief Administrative Officer
Ed Hinojosa	Chief Financial Officer

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 of Commissioners has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Construction/Permanent Financing and the Equity Financing, and the terms of the Ground Lease, the Chase Documents, the SAHA Documents, the HOME Documents, the HUD Documents, the TDHCA Documents, the Equity Documents, and the Construction Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Ground Lease, the Chase Documents, the SAHA Documents, the HOME Documents, the HUD Documents, the TDHCA Documents, the Equity Documents, the Construction Documents, and all other documents relating to the Construction/Permanent Financing and the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The lease of the Land by SAHA, the acquisition of membership interest in the General Partner by SAHFC, 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 any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, 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, the Executive Director, 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 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, including the execution of the Ground Lease, or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 6. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

Section 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.

Section 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

CERTIFICATE FOR RESOLUTION ALAZAN LOFTS

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 (the "Board") held a meeting on June 4, 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 20FAC-05-23, AUTHORIZING THE ALAZAN LOFTS TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO ALAZAN LOFTS LTD.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN ALAZAN LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-05-23**

RESOLUTION 20FAC-05-23, AUTHORIZING THE ALAZAN LOFTS TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO ALAZAN LOFTS LTD.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN ALAZAN LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Alazan Lofts Ltd., a Texas limited partnership (Partnership), and Alazan Lofts GP LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 88-unit multifamily housing facility (Housing Facility) to be located at El Paso and S. Colorado St., San Antonio, Texas (Land), together with the Housing Facility (Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) 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) facilitate the lease of the Land to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as the general contractor for the Project; and

WHEREAS, the Partnership will obtain a loan from JPMorgan Chase Bank, N.A., in an aggregate amount not to exceed \$13,000,000.00 and which will convert to a permanent loan in an amount not to exceed \$3,000,000.00 (Chase Financing) for the purpose of developing and constructing the improvements and further funding the Project; and

WHEREAS, in connection with the Chase Financing, the Partnership, the General Partner and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Credit Support and Funding Agreement; a Promissory Note; a Multifamily Construction and Permanent Leasehold Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing; a Guaranty with Guaranty of Completion; an Operating Reserve and Security Agreement; a Replacement Reserve and Security Agreement; various Intercreditor and Subordination Agreements; a Lease Estoppel Certificate; an Assignment of Management Agreement; and a Publicity Agreement (Chase Documents); and

WHEREAS, the Partnership will obtain a loan from SAHA equal to the proceeds of a Leasing Consideration Payment made to SAHA pursuant to the Ground Lease in the amount of \$1,035,000.00 to fund the costs of construction of the Project (SAHA Financing); and

WHEREAS, in connection with the SAHA 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 Real Estate Lien Note; a Subordinate Leasehold Deed of Trust, and appropriate Subordination Agreements (SAHA Documents); and

WHEREAS, the Partnership will obtain a loan from the City of San Antonio, a Texas municipal corporation, of HOME Funds in an aggregate amount not to exceed \$1,319,000.00 (HOME Financing) to fund the eligible costs of construction of the Project; and

WHEREAS, in connection with the HOME Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a HOME Loan Agreement; a Real Estate Lien Note; a HOME Program Agreement; a Subordinate Leasehold Deed of Trust; a Declaration of Restrictive Covenants of Affordability; a Commitment Letter; and an Assignment of Leases and Rentals (HOME Documents); and

WHEREAS, the Chase Financing, the SAHA Financing and the HOME financing are collectively hereafter called the "Construction/Permanent Financing;" and

WHEREAS, the Project will contain Public Housing and the Partnership and General Partner will enter into certain agreements required by the United States Department of Housing and Urban Development and SAHA, including, but not limited to, a Mixed Finance Amendment to Annual Contributions Contract, Mixed Finance Development Proposal, Declaration of Restrictive Covenants and Regulatory and Operating Agreement (HUD Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$15,000,000.00 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 \$13,911,109.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to Hudson Housing Capital LLC, or its affiliates (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 Agreement, a Development Services Agreement, Property Management Fee Agreement, a Right of First Refusal 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 members of the Board of Directors of SAHFC (Board) and their respective offices and the officers of SAHFC are as follows:

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

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 of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Construction/Permanent Financing and the Equity Financing, and the terms of the Ground Lease, the Chase Documents, the SAHA Documents, the HOME Documents, the HUD Documents, the TDHCA Documents, the Equity Documents, and the Construction Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Ground Lease, the Chase Documents, the SAHA Documents, the HOME Documents, the HUD Documents, the TDHCA Documents, the Equity Documents, and the Construction Documents, and all other documents relating to the Construction/Permanent Financing and the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The lease of the Land, by SAHA the acquisition of membership interest in the General Partner by SAHFC, 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 any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, 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, the Executive Director, 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 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.

Section 6. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

Section 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.

Section 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

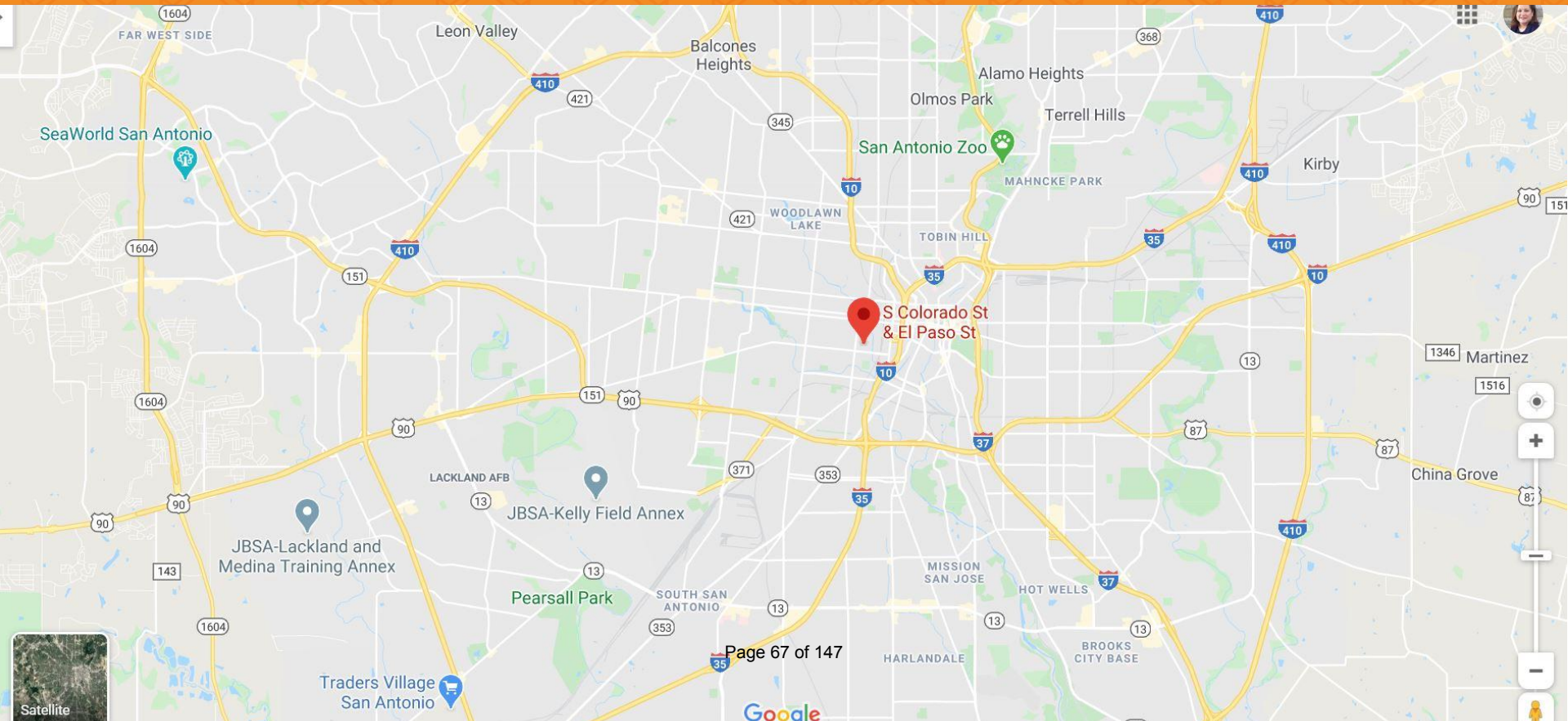
Passed and approved the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

ALAZAN LOFTS MAP



ALAZAN LOFTS



Torreon St.

El Paso St.

S. Brazos St.

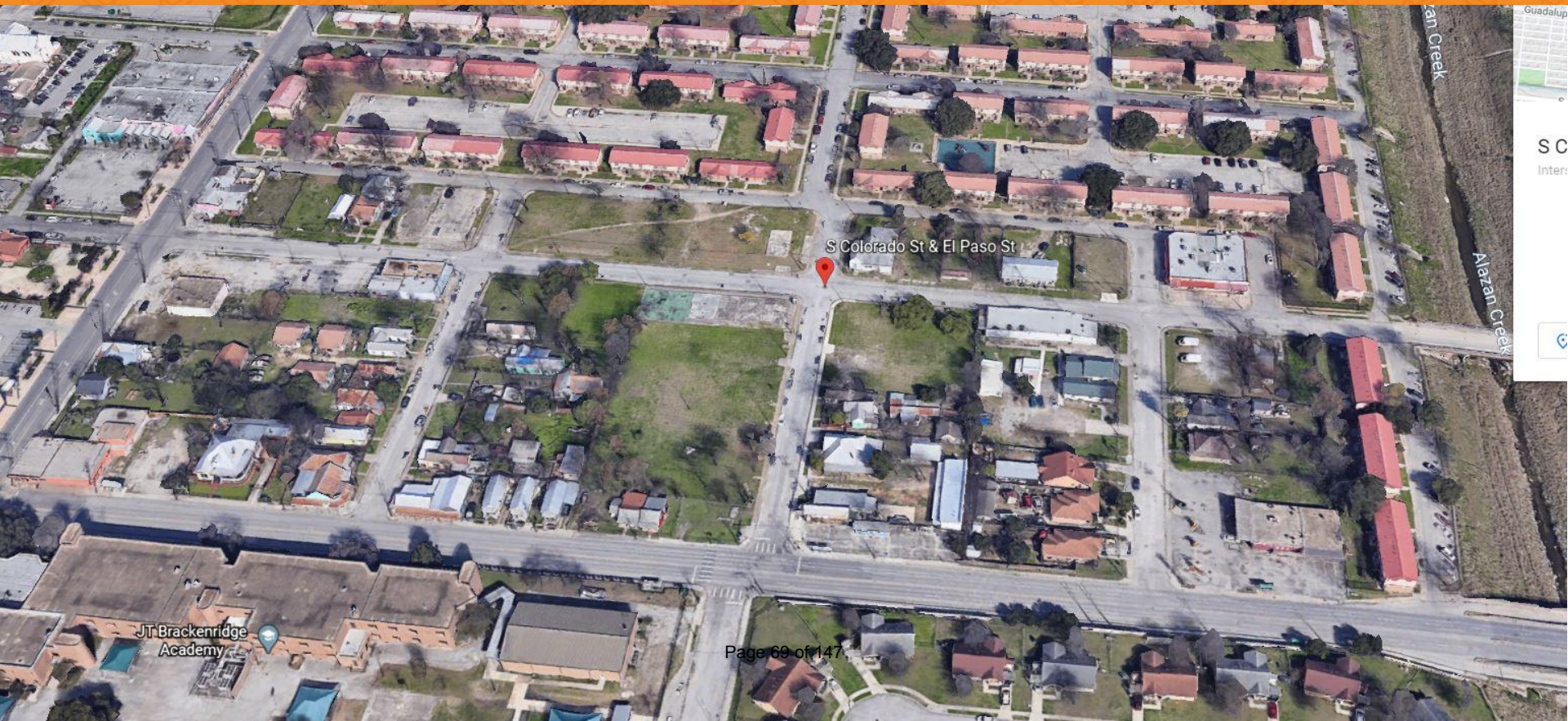
S. Smith St.

S. Colorado St.

S. Richter St.

Guadalupe St.






ALAZAN LOFTS NEIGHBORHOOD MAP



ALAZAN LOFTS STREET VIEW



LEGEND

-  **BUILDING A (4-STORY) - 48 DWELLING UNITS**
-  **BUILDING A (3-STORY) - 16 DWELLING UNITS**
-  **BUILDING B1 (2-STORY) - 12 DWELLING UNITS**
-  **BUILDING B2 (2-STORY) - 12 DWELLING UNITS**
-  **COMMUNITY CENTER (1ST FLOOR)**


SITE PLAN



SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6030, AUTHORIZING THE 100 LABOR STREET TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT IN CONNECTION WITH APPLICATIONS FOR TRANSFER OF ASSISTANCE; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO SAHA 100 LABOR STREET, LLC; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN SAHA 100 LABOR STREET, LLC; (V) AUTHORIZING SAHFC TO SERVE AS A JOINT VENTURER OF THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

 3609927573274DC...
David Nisivoccia
President and CEO

DocuSigned by:

 B75AC7309C6B466...
Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6030, authorizing the 100 Labor Street transaction, including: (i) the execution of all documentation necessary to carry out the transaction; (ii) authorizing all filings and agreements with the United States Department of Housing and Urban Development in connection with applications for transfer of assistance; (iii) the lease of the land for the transaction by the San Antonio Housing Authority (SAHA) to SAHA 100 Labor Street, LLC; (iv) the acquisition of the membership interest by San Antonio Housing Facility Corporation (SAHFC) in SAHA 100 Labor Street, LLC; (v) authorizing SAHFC to serve as a joint venturer of the general contractor; (vi) authorizing the financing for such transaction; and other matters in connection therewith.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$52,600,000.00 or \$247,000.00 per unit. The developer is Franklin Development Company (Franklin). Franklin will give all required guarantees. Although Franklin is not in the ownership structure, Franklin's involvement with the project will end seven years from the closing of the project financing. At any time, SAHA or its affiliate will have an option to buy the property for a price equal to the greater of fair market value or by assuming the outstanding debt.

SUMMARY:

The purpose of this request is to authorize the transaction for 100 Labor Street for the development of a new mixed income project and to request authority to enter a development agreement with Franklin Development Company or its affiliate, as well as authorize the construction and permanent debt financing for the project. The project will consist of 213 family units, 44 of which will be subsidized with project-based assistance pursuant to a Housing Assistance Payments Contract serving families whose incomes average is 80% AMI or less. The rest of the units will be available for market rate tenants. The project will be located at 110 and 111 Labor St. in San Antonio on land owned by SAHA, which will be ground leased to SAHA 100

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

Labor Street, LLC (Company). Construction is projected to begin Summer 2020, with completion in Summer of 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

The land is currently owned by SAHA, which will lease it to SAHA 100 Labor Street, LLC, who will pay SAHA an upfront lease payment of \$5,325,000.00. SAHA will then lend these funds to the Company on a subordinate secured basis. HUD-insured construction and permanent financing will be provided by ORIX Real Estate Capital, LLC (placed through Red Mortgage Capital, LLC) in an amount not to exceed \$42,000,000.00. The City of San Antonio and the Inner City Tax Increment Reinvestment Zone will provide \$1,500,000.00 in TIRZ funds to SAHA for the Project, and SAHA will cause SAHFC to loan the Tax Increment Reinvestment Zone (TIRZ) funds to the Company on a subordinate secured basis. SAHFC will loan Moving to Work Grant Program funds or other SAHA funds in the amount of \$4,881,657.00 to the Company on a subordinate secured basis.

SAHA is targeting a closing date in June 2020, subject to HUD's approval of the 221 (d)(4) loan and subject to HUD's preliminary approval of the request for the reduction and transfer of 74 units of project based assistance subsidy from Villas de Valencia to 44 units in the 100 Labor Street development upon completion of construction.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENT:

Resolution 6030

Resolution 20FAC-05-26

Map

**CERTIFICATE FOR RESOLUTION
100 LABOR STREET**

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 June 4, 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 6030, AUTHORIZING THE 100 LABOR STREET TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT IN CONNECTION WITH APPLICATIONS FOR TRANSFER OF ASSISTANCE; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO SAHA 100 LABOR STREET, LLC; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN SAHA 100 LABOR STREET, LLC; (V) AUTHORIZING SAHFC TO SERVE AS A JOINT VENTURER OF THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; 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 SAHA.

SIGNED AND SEALED this 4th day of June 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6030**

RESOLUTION 6030, AUTHORIZING THE 100 LABOR STREET TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT IN CONNECTION WITH APPLICATIONS FOR TRANSFER OF ASSISTANCE; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO SAHA 100 LABOR STREET, LLC; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN SAHA 100 LABOR STREET, LLC; (V) AUTHORIZING SAHFC TO SERVE AS A JOINT VENTURER OF THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, SAHA 100 Labor Street, LLC, a Texas limited liability company (Company), has been formed to acquire and construct a 213-unit multifamily housing facility (Housing Facility) to be located at 110 and 111 Labor St., San Antonio, Texas (Land) together with the Housing Facility collectively, the (Project); and

WHEREAS, at the request of the Company, San Antonio Housing Facility Corporation (SAHFC) has agreed to (i) serve as the sole member of the Company in connection with the financing of the Project, (ii) facilitate the lease of the Land to the Company pursuant to a Ground Lease (Ground Lease), and (iii) serve as a joint venturer of the general contractor for the Project; and

WHEREAS, the Company will obtain a construction and permanent loan from ORIX Real Estate Capital, LLC (placed through Red Mortgage Capital, LLC) (HUD Lender), in an aggregate amount not to exceed \$42,000,000.00 (FHA Financing) to be insured by the United States Department of Housing and Urban Development (HUD) under Section 221(d)(4) program pursuant to a commitment for insurance of advances issued to HUD Lender, as amended (HUD Project No. 115-35854), for the purpose of developing and constructing the improvements and further funding the Project; and

WHEREAS, in connection with the FHA Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Building Loan Agreement, a Note, a first lien Deed of Trust on the Project, a Regulatory Agreement for Multifamily Projects, and any other documents evidencing, securing, or necessary or convenient in connection with the FHA Financing (FHA Loan Documents); and

WHEREAS, the Company will obtain a loan from SAHA equal to the proceeds of a Leasing Consideration Payment made to SAHA pursuant to the Ground Lease in the approximate amount of \$5,325,000.00 to fund the costs of construction of the Project (SAHA Financing); and

WHEREAS, in connection with the SAHA Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Subordinate Promissory Note, a Subordinate Leasehold Deed of Trust Security Agreement—Financing Statement, and appropriate Subordination Agreements (SAHA Documents); and

WHEREAS, SAHA has obtained a commitment for Tax Increment Reinvestment Zones (TIRZ) funding from the City of San Antonio, Texas, and the Inner City Tax Increment Reinvestment Zone with respect to the Project pursuant to a Development Agreement in an amount equal to \$1,500,000.00, and SAHA desires for SAHFC to loan the TIRZ funds to the Company (TIRZ Financing) to fund the eligible costs of construction of the Project; and

WHEREAS, in connection with the TIRZ Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Subordinate Promissory Note, a Subordinate Leasehold Deed of Trust Security Agreement—Financing Statement, and appropriate Subordination Agreements (TIRZ Documents); and

WHEREAS, SAHA will utilize Moving to Work Grant Funds (MTW) or other SAHA funds as additional financing for the Project, and pending HUD approval will transfer project-based assistance subsidy (PBA) from a different development to the Project; and

WHEREAS, the Company will obtain a construction to permanent loan from SAHFC of MTW funds or other SAHA funds in the approximate amount equal to \$4,881,657.00 (MTW Financing) to fund eligible costs of construction of the Project; and

WHEREAS, in connection with the MTW Financing, the Company and or SAHFC will be required to enter into certain agreements, including, but not limited to, a MTW Loan Agreement, a Promissory Note, a Leasehold Deed of Trust, Security Agreement and Assignment of Rents and Leases, and appropriate Subordination Agreements (MTW Documents); and

WHEREAS, the FHA Financing, the SAHA Financing, the TIRZ Financing and the MTW financing are collectively hereafter called the “Construction/Permanent Financing;” and

WHEREAS, upon completion of construction of the Project, the PBA will be transferred to the Project, and the Company and/or SAHFC will enter into certain agreements required by HUD and SAHA, including, but not limited to, one or more Housing Assistance Payment Contracts (HUD Documents); and

WHEREAS, in connection with the development and operation of the Project, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Company Agreement of the Company, a Development Agreement, a Property Management Agreement, a Fee Sharing Agreement, any necessary easements and closing certificates (Development Documents); and

WHEREAS, to reduce the cost of the Project by eliminating sales tax on the construction of the Project, SAHFC will serve as a member of 100 Labor GC Joint Venture, a joint venture formed with Franklin Construction, Ltd. (JV Contractor), and the JV Contractor will enter into any required construction contracts and ancillary documents (Construction Documents); and

WHEREAS, the members of the Board of Commissioners of SAHA (Board) and their respective offices and the officers of SAHA are as follows:

<u>Name</u>	<u>Title</u>
Dr. Ana M. "Cha" Guzman	Chair
Jessica Weaver	Vice Chair
Charles Clack	Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Olga Kauffman	Commissioner
Ruth Rodriguez	Commissioner
David Nisivoccia	President and CEO
Brandee Perez	Chief Operating Officer
Timothy E. Alcott	Real Estate and Legal Services Officer
Muriel Rhoder	Chief Administrative Officer
Ed Hinojosa	Chief Financial Officer

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 Company 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.

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

Section 1. The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Construction/Permanent Financing, and the terms of the Ground Lease, the FHA Loan Documents, the SAHA Documents, the TIRZ Documents, the MTW Documents, the HUD Documents, the Development Documents, and the Construction Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Ground Lease, the FHA Loan Documents, the SAHA Documents, the TIRZ Documents, the MTW Documents, the HUD Documents, the Development Documents, and the Construction Documents, and all other documents relating to the Construction/Permanent Financing to which the Company and/or SAHFC is a party.

Section 3. The lease of the Land by SAHA, the acquisition of membership interest in the Company by SAHFC, and the role of SAHFC as a member of the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, 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.

Section 4. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, 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, the Executive Director, 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 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, including the execution of the Ground Lease, or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 6. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the Company and SAHFC for this transaction.

Section 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.

Section 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

**CERTIFICATE FOR RESOLUTION
100 LABOR STREET**

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 June 4, 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 20FAC-05-26, AUTHORIZING THE 100 LABOR STREET TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT IN CONNECTION WITH APPLICATIONS FOR TRANSFER OF ASSISTANCE; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO SAHA 100 LABOR STREET, LLC; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN SAHA 100 LABOR STREET, LLC; (V) AUTHORIZING SAHFC TO SERVE AS A JOINT VENTURER OF THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Facility Corporation
Resolution 20FAC-05-26**

RESOLUTION 20FAC-05-26, AUTHORIZING THE 100 LABOR STREET TRANSACTION, INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE UNITED STATES DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT IN CONNECTION WITH APPLICATIONS FOR TRANSFER OF ASSISTANCE; (III) THE LEASE OF THE LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING AUTHORITY (SAHA) TO SAHA 100 LABOR STREET, LLC; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) IN SAHA 100 LABOR STREET, LLC; (V) AUTHORIZING SAHFC TO SERVE AS A JOINT VENTURER OF THE GENERAL CONTRACTOR; (VI) AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, SAHA 100 Labor Street, LLC, a Texas limited liability company (Company), has been formed to acquire and construct a 213-unit multifamily housing facility (Housing Facility) to be located at 110 and 111 Labor St., San Antonio, Texas (Project); and

WHEREAS, at the request of the Company, San Antonio Housing Facility Corporation (SAHFC) has agreed to (i) serve as the sole member of the Company in connection with the financing of the Project, (ii) facilitate the lease of the Land to the Company pursuant to a Ground Lease (Ground Lease), and (iii) serve as a joint venturer of the general contractor for the Project; and

WHEREAS, the Company will obtain a construction and permanent loan from ORIX Real Estate Capital, LLC (placed through Red Mortgage Capital, LLC) (HUD Lender) in an aggregate amount not to exceed \$42,000,000.00 (FHA Financing) to be insured by the United States Department of Housing and Urban Development (HUD) under Section 221(d)(4) program pursuant to a commitment for insurance of advances issued to HUD Lender, as amended (HUD Project No. 115-35854), for the purpose of developing and constructing the improvements and further funding the Project; and

WHEREAS, in connection with the FHA Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Building Loan Agreement, a Note, a first lien Deed of Trust on the Project, a Regulatory Agreement for Multifamily Projects, and any other documents evidencing, securing, or necessary or convenient in connection with the FHA Financing (FHA Loan Documents); and

WHEREAS, the Company will obtain a loan from SAHA equal to the proceeds of a Leasing Consideration Payment made to SAHA pursuant to the Ground Lease in the amount of \$5,325,000.00 to fund the costs of construction of the Project (SAHA Financing); and

WHEREAS, in connection with the SAHA Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Subordinate Promissory Note, a

Subordinate Leasehold Deed of Trust Security Agreement—Financing Statement, and appropriate Subordination Agreements (SAHA Documents); and

WHEREAS, SAHA has obtained a commitment for Tax Increment Reinvestment Zone (TIRZ) funding from the City of San Antonio, Texas, and the Inner City Tax Increment Reinvestment Zone with respect to the Project pursuant to a Development Agreement in an amount equal to \$1,500,000.00, and SAHA desires for SAHFC to loan the TIRZ funds to the Company (TIRZ Financing) to fund the eligible costs of construction of the Project; and

WHEREAS, in connection with the TIRZ Financing, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Subordinate Promissory Note, a Subordinate Leasehold Deed of Trust Security Agreement—Financing Statement, and appropriate Subordination Agreements (TIRZ Documents); and

WHEREAS, SAHA has requested or will request written approval from HUD to utilize Moving to Work Grant Funds (MTW) as additional financing for the Project, and to transfer project-based assistance subsidy (PBA) from a different development to the Project; and

WHEREAS, the Company will obtain a construction to permanent loan from SAHFC of MTW funds in the approximate amount equal to \$4,881,657.00 (MTW Financing) to fund eligible costs of construction of the Project; and

WHEREAS, in connection with the MTW Financing, the Company and or SAHFC will be required to enter into certain agreements, including, but not limited to, a MTW Loan Agreement, a Promissory Note, a Leasehold Deed of Trust, Security Agreement and Assignment of Rents and Leases, and appropriate Subordination Agreements (MTW Documents); and

WHEREAS, the FHA Financing, the SAHA Financing, the TIRZ Financing and the MTW financing are collectively hereafter called the “Construction/Permanent Financing;” and

WHEREAS, upon completion of construction of the Project, the PBA will be transferred to the Project, and the Company and/or SAHFC will enter into certain agreements required by HUD and SAHA, including, but not limited to, one or more Housing Assistance Payment Contracts (HUD Documents); and

WHEREAS, in connection with the development and operation of the Project, the Company and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Company Agreement of the Company, a Development Agreement, a Property Management Agreement, a Fee Sharing Agreement, any necessary easements and closing certificates (Development Documents); and

WHEREAS, to reduce the cost of the Project by eliminating sales tax on the construction of the Project, SAHFC will serve as a member of 100 Labor GC Joint Venture, a joint venture formed with Franklin Construction, Ltd. (JV Contractor), and the JV Contractor will enter into any required construction contracts and ancillary documents (Construction Documents); and

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

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

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 Company may construct the Project; and

WHEREAS, this Board of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Construction/Permanent Financing, and the terms of the Ground Lease, the FHA Loan Documents, the SAHA Documents, the TIRZ Documents, the MTW Documents, the HUD Documents, the Development Documents, and the Construction Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Ground Lease, the FHA Loan Documents, the SAHA Documents, the TIRZ Documents, the MTW Documents, the HUD Documents, the Development Documents, the Construction Documents, and all other documents relating to the Construction/Permanent Financing to which the Company and/or SAHFC is a party.

Section 3. The lease of the Land by SAHA, the acquisition of membership interest in the Company by SAHFC, and the role of SAHFC as a member of the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, 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.

Section 4. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, 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, the Executive Director, 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 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.

Section 6. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the Company and SAHFC for this transaction.

Section 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.

Section 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

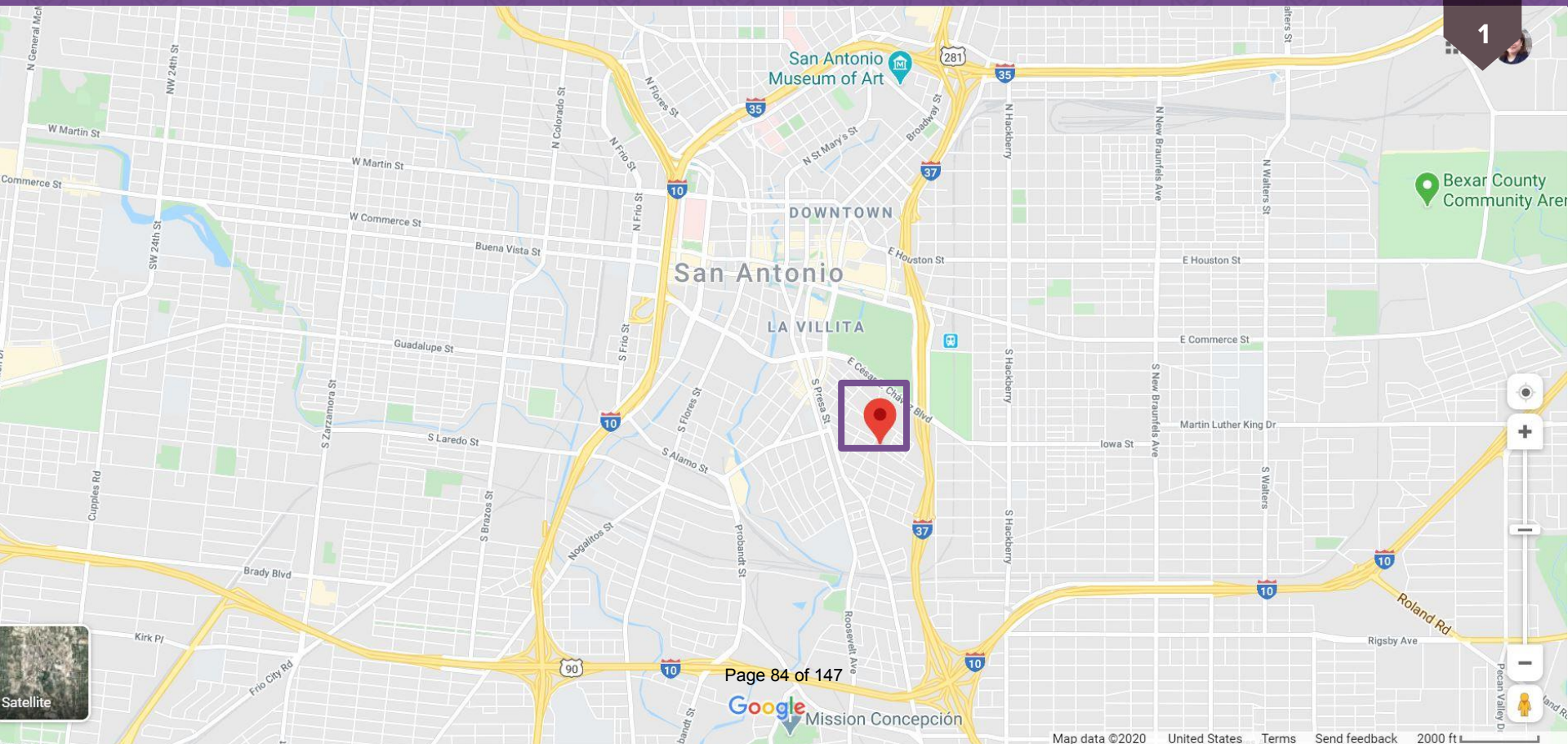
Passed and approved on the 4th day of June, 2020.

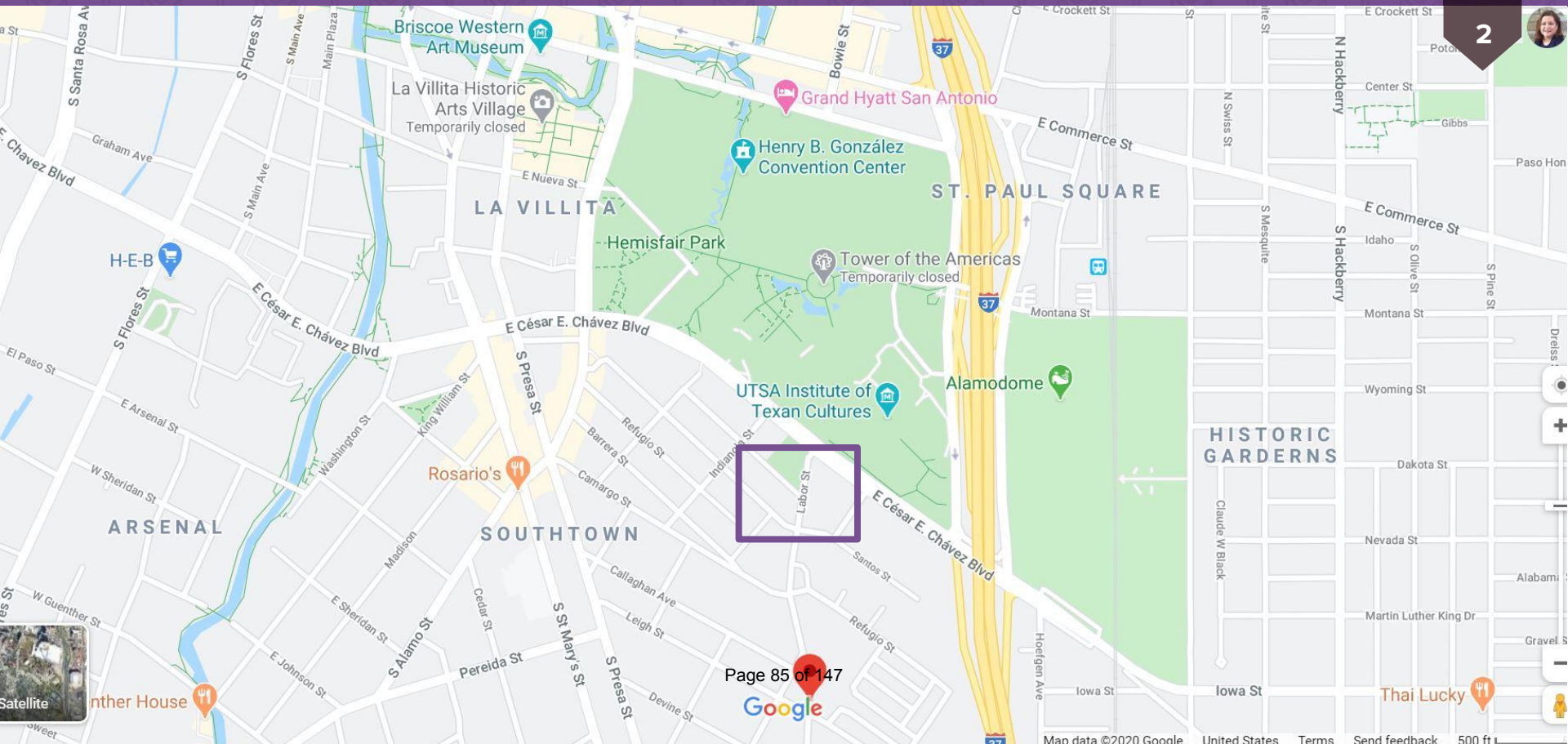
Ana M. "Cha" Guzman
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

100 LABOR STREET MAP





100 LABOR STREET



100 LABOR STREET

Labor St San Antonio, Texas

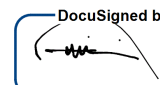
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SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee

RESOLUTION 6027, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION (LVPFC) TO APPROVE RESOLUTIONS AUTHORIZING BOND ISSUANCES FOR AND AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE RESOLUTIONS AUTHORIZING THE SAHFC'S PARTICIPATION IN THE DEVELOPMENT PARTNERSHIPS FOR AND APPROVING THE FOLLOWING TAX CREDIT AND TAX-EXEMPT BOND FINANCING PROJECTS: 1604 LOFTS APARTMENTS, TRADER FLATS APARTMENTS, TAMPICO APARTMENTS, AND MIRA VISTA APARTMENTS; AND AUTHORIZING THE SAN ANTONIO HOUSING DEVELOPMENT CORPORATION TO CONVEY LAND TO THE SAN ANTONIO HOUSING FACILITY CORPORATION FOR THE MIRA VISTA APARTMENTS

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 approval regarding Resolution 6027, authorizing the Las Varas Public Facility Corporation (LVPFC) to approve Resolutions authorizing bond issuances for, and authorizing the San Antonio Housing Facility Corporation (SAHFC) to approve resolutions authorizing the SAHFC's participation in the development partnerships for and approving the following tax credit and tax-exempt bond financing projects: 1604 Lofts Apartments, Trader Flats Apartments, Tampico Apartments and Mira Vista Apartments; and authorizing the San Antonio Housing Development Corporation to convey land to the San Antonio Housing Facility Corporation for the Mira Vista Apartments.

FINANCIAL IMPACT:

The developer for 1604 and Trader Flats is NRP Group LLC (NRP), the developer for Tampico is Mission Development Group (Mission), and the developer for Mira Vista is Homespring Realty Partners/Hogan Real Estate (Homespring). Each developer will give all required guarantees for the respective project it is developing in partnership with SAHA.

The individual Board memos for each project contained in the San Antonio Housing Facility Corporation Board packet will provide more detail on the financial impact of each project.

SUMMARY:

To authorize the transactions for the following development projects:

1. **1604 Lofts** - for the development of a new tax credit project. To request authority to enter into a development agreement with NRP Group LLC (NRP) as well as authorize the issuance of bonds and secure other debt financing for the project. The project will consist of 324 family units, all of which will be low income housing tax credit units serving families whose incomes average 60% AMI, located on the east side of San Antonio. Construction is projected to begin June of 2020, with completion in April of 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

2. **Trader Flats** - for the development of a new tax credit project. To request authority to enter into a development agreement with NRP Group LLC (NRP), as well as authorize the issuance of bonds and secure other debt financing for the project. The project will consist of 324 family units, all of which will be low income housing tax credit units serving families whose incomes average 60% AMI, located on the southwest side of San Antonio. Construction is projected to begin June of 2020, with completion in April of 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

3. **Tampico Apartments** - for the development of a new tax credit project. To request authority to enter into a development agreement with Mission Development Group, as well as authorize the issuance of bonds and secure other debt financing for the project. The project will consist of 200 family units, 134 of which will be low income housing tax credit units serving families whose incomes average 60% AMI and 64 market rate units, located on the near west side of San Antonio on land currently owned by SAHA, which will be sold to SAHFC for a purchase price of \$1,227,000.00 of which \$600,000.00 will be paid at closing and delivery of a promissory note in the amount of \$627,000.00. Construction is projected to begin in July of 2020, with completion by January of 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

4. **Mira Vista Apartments** - for the development of a new tax credit project. To request authority to enter into a development agreement with Homespring Realty Partners, as well as authorize the issuance of bonds and secure other debt financing for the project. The project will consist of 312 family units, all of which will be low income housing tax credit units serving families with incomes at or below 60% AMI, located on the west side of San Antonio on land currently owned by San Antonio Housing Development Corporation, which will be conveyed to SAHFC so that it may be leased to the tax credit partnership. Construction is projected to begin in July of 2020, with completion by January of 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

The land for each of the development deals will be purchased by, or otherwise conveyed to SAHFC, which will lease it to the respective development partnership for each project, each of which will pay SAHFC an upfront lease payment sufficient to acquire the land. Tax-exempt and, in the case of 1604 Lofts, Trader Flats and Mira Vista projects, taxable bonds will be issued by LVPFC and purchased by the respective bond purchasers for each project, and equity contributions from each respective investor partner identified for each project will be made according to the respective agreements for each project.

We are targeting closing dates ranging from June 5 to June 25, as funding for the projects must close by July (depending on the date each project received its respective volume cap), or such project will lose its respective allocated volume cap from the Texas Bond Review Board.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

SAN ANTONIO HOUSING AUTHORITY

May 21, 2020

ATTACHMENTS:

Resolution 6027

Las Varas Public Facility Corporation Resolutions: 20LVPFC-05-21, 20LVPFC-05-22, 20LVPFC-05-24; 20LVPFC-05-25

San Antonio Housing Facility Corporation Resolutions: 20FAC-05-21, 20FAC-05-22, 20FAC-05-24, 20FAC-05-25

San Antonio Housing Development Resolution: 20DEV-05-21

CERTIFICATE FOR RESOLUTION

1604 Lofts Apartments
Trader Flats Apartments
Tampico Apartments
Mira Vista Apartments

The undersigned officer of the Housing Authority of the City of San Antonio, Texas, a 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 June 4, 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 6027, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION (LVPFC) TO APPROVE RESOLUTIONS AUTHORIZING BOND ISSUANCES FOR AND AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE RESOLUTIONS AUTHORIZING THE SAHFC'S PARTICIPATION IN THE DEVELOPMENT PARTNERSHIPS FOR AND APPROVING THE FOLLOWING TAX CREDIT AND TAX-EXEMPT BOND FINANCING PROJECTS: 1604 LOFTS APARTMENTS, TRADER FLATS APARTMENTS, TAMPICO APARTMENTS, AND MIRA VISTA APARTMENTS; AND AUTHORIZING THE SAN ANTONIO HOUSING DEVELOPMENT CORPORATION TO CONVEY LAND TO THE SAN ANTONIO HOUSING FACILITY CORPORATION FOR THE MIRA VISTA APARTMENTS

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 4th day of June 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6027**

RESOLUTION 6027, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION (LVPFC) TO APPROVE RESOLUTIONS AUTHORIZING BOND ISSUANCES FOR AND AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE RESOLUTIONS AUTHORIZING THE SAHFC'S PARTICIPATION IN THE DEVELOPMENT PARTNERSHIPS FOR AND APPROVING THE FOLLOWING TAX CREDIT AND TAX-EXEMPT BOND FINANCING PROJECTS: 1604 LOFTS APARTMENTS, TRADER FLATS APARTMENTS, TAMPICO APARTMENTS, AND MIRA VISTA APARTMENTS; AND AUTHORIZING THE SAN ANTONIO HOUSING DEVELOPMENT CORPORATION TO CONVEY LAND TO THE SAN ANTONIO HOUSING FACILITY CORPORATION FOR THE MIRA VISTA APARTMENTS

WHEREAS, one of the strategic goals of Housing Authority of the City of San Antonio, Texas (SAHA), 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, the SAHA Staff has previously proposed, and the SAHA Board of Commissioners has previously approved the inducement of the following projects (Projects) by both the Las Varas Public Facility Corporation (LVPFC) and the San Antonio Housing Facility Corporation (SAHFC):

1. 1604 Lofts, an approximately 324-unit multifamily project near the intersection of IH-10 and Loop 1604 on the east side of San Antonio, which received tax-exempt bond allocation in the amount of \$38,000,000.00.
2. Trader Flats, an approximately 324-unit multifamily project near the intersection of 8671 S.W. 410, which received tax-exempt bond allocation in the amount of \$38,000,000.00.
3. Tampico Apartments, an approximately 200-unit multifamily project located at 210 Tampico Street, which received tax-exempt bond allocation in the amount of \$23,000,000.00.
4. Mira Vista Apartments, an approximately 312-unit multifamily project located at 1226 Mira Vista Drive, which received tax-exempt bond allocation in the amount of \$28,000,000.00.

WHEREAS, pursuant to 303.071 of the Texas Local Government Code, the SAHA Board of Commissioners must approve and authorize the issuance of the tax-exempt bonds by LVPFC in each of the Projects; and

WHEREAS, pursuant to 303.042 of the Texas Local Government Code, the SAHA Board of Commissioners must approve and authorize the transactions for each of the respective Projects and the participation by San Antonio Housing Development Corporation (SAHDC), SAHFC or an affiliate thereof in each of the Projects; and

WHEREAS, pursuant to section 303.042(d) of the Texas Local Government Code, as amended, SAHA conducted a public hearing on June 4, 2020 (Hearing), with respect to the Projects; 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 Partnership may construct the Projects; 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.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The SAHA Board of Commissioners hereby approves Resolutions 20LVPFC-05-21, 20LVPFC-05-22, 20LVPFC-05-24, and 20LVPFC-05-25, and authorizes the bonds to be issued in connection with each of the respective Projects.

Section 2. The SAHA Board of Commissioners hereby approves resolutions 20FAC-05-21, 20FAC-05-22, 20FAC-05-24, and 20FAC-05-25, authorizing the transactions for each of the respective Projects and the participation of SAHFC or an affiliate thereof in each of the Projects.

Section 3. The SAHA Board of Commissioners hereby approves Resolution 20DEV-05-21, regarding the land for the Mira Vista Apartments.

Section 4. The SAHA Board of Commissioners hereby approves each of the Projects.

Section 5. The officers of SAHA, the Issuer and LVPFC, 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 6. 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 7. 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 8. 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 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
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 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 June 4, 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 20LVPFC-05-21, AUTHORIZING THE 1604 LOFTS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO 1604 LOFTS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (1604 LOFTS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-05-21**

RESOLUTION 20LVPFC-05-21, AUTHORIZING THE 1604 LOFTS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO 1604 LOFTS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (1604 LOFTS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds; and

WHEREAS, the Issuer has been requested to issue its (i) "Multifamily Housing Revenue Bonds (1604 Lofts Apartments), Series 2020A" in the aggregate principal amount not to exceed \$38,000,000.00 (Tax-Exempt Bonds), and (ii) "Multifamily Housing Revenue Bonds (1604 Lofts Apartments), Taxable Series 2020B" in the aggregate principal amount not to exceed \$11,000,000.00 (Bonds), the proceeds of which will be used to finance the cost of acquiring, constructing, and equipping a proposed 324-unit multifamily apartment facility to be known as 1604 Lofts Flats Apartments, to be located at 4611 E. 1604 N, in San Antonio, Texas, San Antonio, Bexar County, Texas (Project) for 1604 Lofts Apartments, Ltd., a Texas limited partnership (Borrower); and

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (Trust Indenture) among the Issuer and corporate trustee, and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Loan Agreement (Loan Agreement) between the Issuer and the Borrower, all subject to the terms of a Regulatory Agreement and Declaration of Restrictive Covenants (Regulatory Agreement) among the Issuer and the Borrower; and

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (Note), and assignments of the Note (Assignments) from the Issuer in favor of the trustee; and

WHEREAS, the Issuer will be presented with a Bond Purchase Agreement (Purchase Agreement), setting forth certain terms and conditions upon which the Bond purchaser will purchase the Bonds and the Issuer will sell the Bonds to the Bond purchaser; and

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended; and

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable.

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

Section 1. The terms of the Loan Agreement, the Trust Indenture, the Note, the Regulatory Agreement, the Assignment, the Official Statement and the Purchase Agreement, are hereby authorized and approved when such documents are approved by the Executive Director.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Loan Agreement, the Trust Indenture, the Regulatory Agreement, the Note, the Assignment, the Purchase Agreement, the Official Statement and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The (a) Tax-Exempt Bonds, in the aggregate principal amount of not to exceed \$38,000,000.00 with an interest rate (not including applicable premium) not to exceed 6.0% as set forth in the Loan Agreement, and with a maturity date not to exceed September 1, 2066, and (b) Taxable Bonds, in the aggregate principal amount of not to exceed \$11,000,000.00 with an interest rate (not including applicable premium) not to exceed 6.0% as set forth in the Loan Agreement, and with a maturity date not to exceed September 1, 2024, in substantially the form and substance set forth in the Loan Agreement, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Loan Agreement as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to

exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Loan Agreement, and the execution and delivery of the Purchase Agreement by the President, the Vice President, the Secretary, the Treasurer, each Assistant Secretary, or any of them, shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Loan Agreement and the Trust Indenture.

Section 4. The trustee shall be BOKF, NA.

Section 5. Bond Counsel, is hereby appointed as the hearing officer for purposes of the public TEFRA hearing regarding the Project.

Section 6. The President, the Vice President, the Secretary, the Treasurer, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver to the trustee the written request of the Issuer for the authentication and delivery of the Bonds by the trustee in accordance with the Loan Agreement and the Trust Indenture.

Section 7. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. 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 instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 8. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes in the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 9. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Loan Agreement to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer. No bonds may be issued unless the San Antonio Housing Facility Corporation controls the general partner of the Borrower.

Section 10. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 11. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Loan Agreement.

Section 12. 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. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 13. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

Passed and approved the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
TAMPICO 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 June 4, 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 20LVPFC-05-22, AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS), SERIES 2020; 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 4th day of June 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-05-22**

RESOLUTION 20LVPFC-05-22, AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS), SERIES 2020; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds; and

WHEREAS, the Issuer has been requested to issue its “Multifamily Housing Governmental Note (Tampico Apartments), Series 2020” in the aggregate principal amount not to exceed \$23,000,000.00 of Series A Tax-Exempt Bonds and up to \$4,000,000.00 of Series B Taxable Bonds (Bonds), the proceeds of which will be used to finance the cost of acquiring, constructing, and equipping a proposed 200-unit multifamily apartment facility to be known as Tampico Apartments, to be located at 210 Tampico, San Antonio, Bexar County, Texas 78207 (Project) for Tampico Apartments, LP, a Texas limited partnership (Borrower); and

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Funding Loan Agreement (Funding Loan Agreement) among the Issuer and corporate fiscal agent, and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Project Loan Agreement (Project Loan Agreement) between the Issuer and the Borrower, all subject to the terms of a Regulatory Agreement and Declaration of Restrictive Covenants (Regulatory Agreement) among the Issuer and the Borrower; and

WHEREAS, the loan will be evidenced by a Note issued under the Project Loan Agreement (Note), and assignments of the Note (Assignments) from the Issuer in favor of the fiscal agent; and

WHEREAS, the Bonds will be initially acquired by International Bank of Commerce during the construction period and then acquired by the Federal Home Loan Mortgage Corporation who may require the execution of additional documents by the Issuer in the future with regard to the Bonds (Bank Documents); and

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended; and

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the

dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable.

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

Section 1. The terms of the Project Loan Agreement, the Funding Loan Agreement, the Note, the Regulatory Agreement and the Assignment, are hereby authorized and approved when such documents are approved by the Executive Director.

Section 2. The President, any Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Project Loan Agreement, the Funding Loan Agreement, the Regulatory Agreement, the Note, the Assignment, and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein or in any of the Bank Documents or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of or amendment to each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Bonds, in the aggregate principal amount of not to exceed \$23,000,000.00 for the tax-exempt bonds, \$4,000,000.00 for the taxable bonds, with an interest rate (not including applicable premium) not to exceed 5% for the tax-exempt bonds and 6.5% for the taxable bonds as set forth in the Project Loan Agreement, and with a maturity date not to exceed December 31, 2055, in substantially the form and substance set forth in the Project Loan Agreement, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Project Loan Agreement as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Funding Loan Agreement, and the execution and delivery of the Funding Loan Agreement by the President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Project Loan Agreement and the Funding Loan Agreement.

Section 4. The fiscal agent shall be Wilmington Trust, National Association.

Section 5. Bond Counsel, is hereby appointed as the hearing officer for purposes of the public TEFRA hearing regarding the Project.

Section 6. The President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver to the fiscal agent the written request of the Issuer for the authentication and delivery of the Bonds by the fiscal agent in accordance with the Project Loan Agreement and the Funding Loan Agreement.

Section 7. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. 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 instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 8. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes in the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 9. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Project Loan Agreement to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer. No bonds may be issued unless the San Antonio Housing Facility Corporation controls the general partner of the Borrower.

Section 10. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 11. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Project Loan Agreement.

Section 12. 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. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in

violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 13. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
TRADER FLATS**

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 June 4, 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 20LVPFC-05-24, AUTHORIZING THE TRADER FLATS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO TRADER FLATS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (TRADER FLATS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-05-24**

RESOLUTION 20LVPFC-05-24, AUTHORIZING THE TRADER FLATS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO TRADER FLATS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (TRADER FLATS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds; and

WHEREAS, the Issuer has been requested to issue its (i) "Multifamily Housing Revenue Bonds (Trader Flats Apartments), Series 2020A" in the aggregate principal amount not to exceed \$38,000,000.00 (Tax-Exempt Bonds), and (ii) "Multifamily Housing Revenue Bonds (Trader Flats Apartments), Taxable Series 2020B" in the aggregate principal amount not to exceed \$11,000,000.00 (Bonds), the proceeds of which will be used to finance the cost of acquiring, constructing, and equipping a proposed 324-unit multifamily apartment facility to be known as Trader Flats Apartments, to be located at 8671 SW Loop 410, San Antonio, Bexar County, Texas 78242 (Project) for Trader Flats Ltd., a Texas limited partnership (Borrower); and

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (Trust Indenture) among the Issuer and corporate trustee, and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Loan Agreement (Loan Agreement) between the Issuer and the Borrower, all subject to the terms of a Regulatory Agreement and Declaration of Restrictive Covenants (Regulatory Agreement) among the Issuer and the Borrower; and

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (Note), and assignments of the Note (Assignments) from the Issuer in favor of the trustee; and

WHEREAS, the Issuer will be presented with a Bond Purchase Agreement (Purchase Agreement), setting forth certain terms and conditions upon which the Bond purchaser will purchase the Bonds and the Issuer will sell the Bonds to the Bond purchaser; and

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended; and

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable.

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

Section 1. The terms of the Loan Agreement, the Trust Indenture, the Note, the Regulatory Agreement, the Assignment, and the Purchase Agreement, are hereby authorized and approved when such documents are approved by the Executive Director.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Loan Agreement, the Trust Indenture, the Regulatory Agreement, the Note, the Assignment, the Purchase Agreement, and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The (a) Tax-Exempt Bonds, in the aggregate principal amount of not to exceed \$38,000,000.00 with an interest rate (not including applicable premium) not to exceed 6.0% as set forth in the Loan Agreement, and with a maturity date not to exceed September 1, 2066 and (b) Taxable Bonds, in the aggregate principal amount of not to exceed \$11,000,000.00 with an interest rate (not including applicable premium) not to exceed 6.0% as set forth in the Loan Agreement, and with a maturity date not to exceed September 1, 2024, in substantially the form and substance set forth in the Loan Agreement, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Loan Agreement as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Loan Agreement, and the execution and delivery of the Purchase Agreement by the President, the Vice President, the

Secretary, the Treasurer, each Assistant Secretary, or any of them, shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Loan Agreement and the Trust Indenture.

Section 4. The trustee shall be BOKF, NA.

Section 5. Bond Counsel, is hereby appointed as the hearing officer for purposes of the public TEFRA hearing regarding the Project.

Section 6. The President, the Vice President, the Secretary, the Treasurer, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver to the trustee the written request of the Issuer for the authentication and delivery of the Bonds by the trustee in accordance with the Loan Agreement and the Trust Indenture.

Section 7. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. 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 instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 8. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes in the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 9. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Loan Agreement to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer. No bonds may be issued unless the San Antonio Housing Facility Corporation controls the general partner of the Borrower.

Section 10. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 11. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Loan Agreement.

Section 12. 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. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 13. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

Passed and approved on the 4th day of June 2020.

Ana M. "Cha" Guzman
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 June 4, 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 20LVPFC-05-25, AUTHORIZING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (MIRA VISTA APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.

David Nisivoccia,
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-05-25**

RESOLUTION 20LVPFC-05-25, AUTHORIZING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (MIRA VISTA APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds; and

WHEREAS, the Issuer has been requested to issue its (i) "Multifamily Housing Revenue Bonds (Mira Vista Apartments), Series 2020A" in the aggregate principal amount not to exceed \$28,000,000.00 (Tax-Exempt Bonds), and (ii) "Multifamily Housing Revenue Bonds (Mira Vista Apartments) Taxable Series 2020B" in the aggregate principal amount not to exceed \$2,000,000.00 (Bonds), the proceeds of which will be used to finance the cost of acquiring, constructing, and equipping a proposed 312-unit multifamily apartment facility to be known as Mira Vista Apartments, to be located at 1226 Mira Vista, San Antonio, Bexar County, Texas 78228 (Project) for Mira Vista SA Apartments LP, a Texas limited partnership (Borrower); and

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (Trust Indenture) among the Issuer and corporate trustee, and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Loan Agreement (Loan Agreement) between the Issuer and the Borrower, all subject to the terms of a Regulatory Agreement and Declaration of Restrictive Covenants (Regulatory Agreement) among the Issuer and the Borrower; and

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (Note), and assignments of the Note (Assignments) from the Issuer in favor of the trustee; and

WHEREAS, the Issuer will be presented with a Bond Purchase Agreement (Purchase Agreement), setting forth certain terms and conditions upon which the Bond purchaser will purchase the Bonds and the Issuer will sell the Bonds to the Bond purchaser; and

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended; and

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable.

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

Section 1. The terms of the Loan Agreement, the Trust Indenture, the Note, the Regulatory Agreement, the Assignment, and the Purchase Agreement, are hereby authorized and approved when such documents are approved by the Executive Director.

Section 2. The President, any Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Loan Agreement, the Trust Indenture, the Regulatory Agreement, the Note, the Assignment, the Purchase Agreement, and any and all certificates (including tax certificates), applications (including volume cap and carry-over applications with the TBRB) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in the terms of each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Bonds, in the aggregate principal amount of not to exceed \$28,000,000.00 for the Tax-Exempt Bonds and \$2,000,000.00 for the Taxable Bonds, with an interest rate (not including applicable premium) not to exceed 4.75% for the Tax-Exempt Bonds and 5.75% for the Taxable Bonds as set forth in the Loan Agreement, and with a maturity date not to exceed December 31, 2060, in substantially the form and substance set forth in the Loan Agreement, are hereby approved, and the President, the Vice President, the Secretary, the Treasurer, and each Assistant Secretary, or any of them, are hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds, and the seal of the Issuer is hereby authorized and directed to be affixed or placed by facsimile on the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Loan Agreement as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Loan Agreement, and the execution and delivery of the Purchase Agreement by the President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, shall constitute approval of the agreed final

principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Loan Agreement and the Trust Indenture.

Section 4. The trustee shall be Huntington, National Bank.

Section 5. Bond Counsel, is hereby appointed as the hearing officer for purposes of the public TEFRA hearing regarding the Project.

Section 6. The President, the Vice President, the Secretary, the Treasurer, the Executive Director, each Assistant Secretary, or any of them, are hereby authorized to execute and deliver to the trustee the written request of the Issuer for the authentication and delivery of the Bonds by the trustee in accordance with the Loan Agreement and the Trust Indenture.

Section 7. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. 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 instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 8. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes in the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 9. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Loan Agreement to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer. No bonds may be issued unless the San Antonio Housing Facility Corporation controls the general partner of the Borrower.

Section 10. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 11. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Loan Agreement.

Section 12. 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. In case any

obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 13. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

Passed and approved on the 4th day of June 2020.

Ana M. "Cha" Guzman
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 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 Commissioners of SAHFC (Board) held a meeting on June 4, 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 20FAC-05-21, AUTHORIZING THE 1604 LOFTS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO 1604 LOFTS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (1604 LOFTS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-05-21**

RESOLUTION 20FAC-05-21, AUTHORIZING THE 1604 LOFTS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO 1604 LOFTS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (1604 LOFTS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, 1604 Lofts Ltd., a Texas limited partnership (Partnership), and 1604 Lofts GP LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 324-unit multifamily housing facility (Housing Facility) to be located at 4611 E. 1604 N, San Antonio, Texas (Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) 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) serve as the general contractor for the Project; and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue (i) its tax-exempt Multifamily Housing Revenue Bonds (1604 Lofts Apartments) Series 2020A (Tax-Exempt Bonds) and (ii) its taxable Multifamily Housing Revenue Bonds (1604 Lofts Apartments) Taxable Series 2020B (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Tax-Exempt Bonds in an amount not to exceed \$38,000,000.00 and the Taxable Bonds in an amount not to exceed \$11,000,000.00 and loan all 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 Trust Indenture, Loan Agreement, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Ground Lease, a Bond Purchase Agreement, and a Remarketing Agreement (Bond Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$18,983,448.00 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 \$17,369,855.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to the U.S. Bancorp Community Development Corporation or an affiliate of such entity (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 Agreement, a Development Services Agreement, Property Management Fee Agreement, a Right of First Refusal 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 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>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Director
Sofia A. Lopez	Director
Ruth Rodriguez	Director
Charles Clack	Director
Olga Kauffman	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

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 of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including but not limited to the Bond Financing and the Equity Financing, and the terms of the

Bond Documents, the Equity Documents, the Construction Documents and the TDHCA Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Bond Documents, the Equity Documents, the Construction Documents, the TDHCA Documents, the Lease covering the Land, and all other documents relating to the Bond Financing and the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The purchase of the Land, the lease of the Land, the acquisition of membership interest in the General Partner by SAHFC, 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 any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, 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, the Executive Director, 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 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.

Section 6. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 7. 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 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
TAMPICO 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 Commissioners of SAHFC (Board) held a meeting on June 4, 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 20FAC-05-22, AUTHORIZING TAMPICO APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AUTHORIZING THE PURCHASE OF THE LAND FROM SAN ANTONIO HOUSING AUTHORITY AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHA TAMPICO GP, LLC; AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS THE GENERAL CONTRACTOR; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-05-22**

RESOLUTION 20FAC-05-22, AUTHORIZING TAMPICO APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AUTHORIZING THE PURCHASE OF THE LAND FROM SAN ANTONIO HOUSING AUTHORITY AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHA TAMPICO GP, LLC; AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS GENERAL CONTRACTOR; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Tampico Apartments, LP, a Texas limited partnership (Partnership), and SAHA Tampico GP, LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 200-unit multifamily housing facility (Housing Facility) to be located at 210 Tampico, San Antonio, Texas (Land), together with the Housing Facility (Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) 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) purchase the Land from the San Antonio Housing Authority and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as a the general contractor for the Project; and

WHEREAS, the Partnership has requested that the San Antonio Housing Trust Finance Corporation (Issuer) issue its Multifamily Housing Governmental Note (Tampico Apartments) Series 2020 (Note) (which may be issued in one or more series) to finance the Project (Note Financing); and

WHEREAS, the Issuer will issue the Note in an amount not to exceed \$23,000,000.00 for the tax-exempt portion and \$4,000,000.00 for the taxable portion and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Note Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Project Loan Agreement, a Financing Loan Agreement, a Governmental Note, a Regulatory Agreement and Declaration of Restrictive Covenants (Bond Documents); and

WHEREAS, in connection with the financing, the Partnership will sell the Bonds to and enter into a construction loan transaction with International Bank of Commerce (IBC Loan) in an amount not to exceed \$23,000,000.00 for the tax-exempt portion and \$4,000,000.00 for the taxable portion; and

WHEREAS, in connection with the execution of the IBC Loan, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Project Note, Construction Disbursement Agreement, a security instrument and the

assignment of security instrument and various collateral assignments, estoppels and certificates (IBC Documents); and

WHEREAS, upon satisfaction of certain conditions for conversion of the IBC Loan from construction to permanent financing, the IBC Loan will convert from the construction phase of the permanent phase (Permanent Financing), and Bellwether Enterprise Mortgage Investments, LLC, (Bellwether) will purchase the Permanent Financing; and

WHEREAS, Federal Home Loan Mortgage Corporation, a shareholder-owned government-sponsored enterprise organized and existing under the laws of the United States of America (Freddie Mac) has issued a commitment to the Partnership pursuant to which Freddie Mac will purchase the Permanent Financing from Bellwether, as Freddie Mac Servicer, which will continue to serve as the servicer for the Bonds; and

WHEREAS, in connection with the Permanent Financing and the purchase thereof by Bellwether, and subsequently, by Freddie Mac (Transfer of Permanent Financing), the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Construction Phase Financing Agreement, Continuing Covenant Agreement, Guaranty, Assignment of Management Agreement, Amended and Restated Project Note, Ground Lessor's Estoppel Certificate, Endorsement to Governmental Note to Freddie Mac, Endorsement to Governmental Note to Bellwether and Amended and Restated Security Instrument (Permanent Financing and Transfer Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied 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 approximately \$7,389,186.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to 42 Equity or an affiliate of such entity (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 Agreement, a Development Agreement, Incentive Management Agreement, Property Management Agreement, a Right of First Refusal 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, in lieu of issuing taxable bonds, the Partnership may arrange a taxable loan in an amount of up to \$4,000,000.00 (Bridge Loan) pursuant to a loan agreement, note and security documents (Bridge 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>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Director
Sofia A. Lopez	Director
Ruth Rodriguez	Director
Charles Clack	Director
Olga Kauffman	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary
Ed Hinojosa	Assistant Secretary
Muriel Rhoder	Assistant Secretary
Brandee Perez	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 of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including but not limited to the Bond Financing, the IBC Loan, the Permanent Financing, the Transfer of Permanent Financing, the Equity Financing, the Bridge Loan, and the terms of the Bond Documents, IBC Loan Documents, the Permanent Financing and Transfer Documents, the Equity Documents, the TDHCA Documents, the Bridge Loan Documents, and the Construction Documents, are hereby authorized and 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 documentation required for the financing and construction of the Project, including, but not limited to, the Bond Documents, the IBC Documents, the Permanent Financing and Transfer Documents, the Equity Documents, the Construction Documents, the Lease covering the Land, the Bridge Loan Documents, and all other documents relating to the Bond Financing, the IBC Loan, the Permanent Financing, the Transfer of Permanent Financing, the Bridge Loan, or the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The purchase of the Land from San Antonio Housing Authority, the lease of the Land, the acquisition of membership interest in the General Partner by SAHFC, 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

any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. 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 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.

Section 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.

Section 6. 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 7. 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 8. 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 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 4th day of June, 2020.

Ana M. "Cha" Guzman
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 Commissioners of SAHFC (Board) held a meeting on June 4, 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 20FAC-05-24, AUTHORIZING THE TRADER FLATS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO TRADER FLATS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (TRADER FLATS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-05-24**

RESOLUTION 20FAC-05-24, AUTHORIZING THE TRADER FLATS APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO TRADER FLATS LTD.; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (TRADER FLATS APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Trader Flats Ltd., a Texas limited partnership (Partnership), and Trader Flats GP LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 324-unit multifamily housing facility (Housing Facility) to be located at 8671 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) 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) serve as the general contractor for the Project; and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue (i) its tax-exempt Multifamily Housing Revenue Bonds (Trader Flats Apartments) Series 2020A (Tax-Exempt Bonds) and (ii) its taxable Multifamily Housing Revenue Bonds (Trader Flats Apartments) Taxable Series 2020B (Taxable Bonds, and together with the Tax-Exempt Bonds, collectively the Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Tax-Exempt Bonds in an amount not to exceed \$38,000,000.00 and the Taxable Bonds in an amount not to exceed \$11,000,000.00 and loan all 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 Trust Indenture, Loan Agreement, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Ground Lease a Bond Purchase Agreement, and a Remarketing Agreement (Bond Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$17,994,886.00 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 \$17,095,141.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to PNC Bank, National Association or an affiliate of such entity (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 Agreement, a development agreement, incentive management agreement, property management agreement, a right of first refusal 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 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>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Director
Sofia A. Lopez	Director
Ruth Rodriguez	Director
Charles Clack	Director
Olga Kauffman	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

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 of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including but not limited to the Bond Financing and the Equity Financing, and the terms of the

Bond Documents, the Equity Documents, the Construction Documents, and the TDHCA Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 Bond Documents, the Equity Documents, the Construction Documents, the TDHCA Documents, the Lease covering the Land, and all other documents relating to the Bond Financing and the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The purchase of the Land, the lease of the Land, the acquisition of membership interest in the General Partner by SAHFC, and the role of SAHFC as a 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 any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, 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, the Executive Director, 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 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.

Section 6. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 7. 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 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.

Section 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.

Section 10. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 11. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 4th day of June 2020.

Ana M. "Cha" Guzman
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 Commissioners of SAHFC (Board) held a meeting on June 4, 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 20FAC-05-25, AUTHORIZING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (MIRA VISTA APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; 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 4th day of June 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-05-25**

RESOLUTION 20FAC-05-25, AUTHORIZING THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING: THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; THE PURCHASE OF LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (MIRA VISTA APARTMENTS) SERIES 2020A AND TAXABLE SERIES 2020B; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Mira Vista SA Apartments, LP, a Texas limited partnership (Partnership), and Mira Vista Living GP, LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 312-unit multifamily housing facility (Housing Facility) to be located at 1226 Mira Vista, 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) 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) receive the Land 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, the Partnership has requested that the San Antonio Housing Trust Finance Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Mira Vista Apartments Project) Series 2020A (Tax-Exempt Bonds) and issue its Multifamily Housing Revenue Bonds (Mira Vista Apartments Project) Taxable Series 2020B (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Tax-Exempt Bonds in an amount not to exceed \$28,000,000.00 and the Taxable Bonds in an amount not to exceed \$2,000,000.00 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 Trust Indenture, Loan Agreement, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Ground Lease, and a Bond Purchase Agreement (Bond Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$17,832,067.00 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 \$15,857,349 of equity to the construction of the Project, which will be raised from the sale of tax credits to Affordable Housing Partners, Inc. or an affiliate of such entity (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 Agreement, a Development Agreement, Incentive Management Agreement, Property Management Agreement, a Right of First Refusal 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 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>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Director
Sofia A. Lopez	Director
Ruth Rodriguez	Director
Charles Clack	Director
Olga Kauffman	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

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 of Directors 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:

Section 1. The Project, the various forms of financing contemplated for the Project, including but not limited to the Bond Financing and the Equity Financing and the terms of the

Bond Documents, the Equity Documents, the TDHCA Documents, and the Construction Documents, are hereby authorized and 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 documentation required for the financing and construction of the Project, including, but not limited to, the Bond Documents, the Equity Documents, the Construction Documents, the TDHCA Documents, the Lease covering the Land, and all other documents relating to the Bond Financing and the Equity Financing to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The receipt of the Land, the lease of the Land, the acquisition of membership interest in the General Partner by SAHFC, 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 any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, 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.

Section 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.

Section 6. 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 7. 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 8. 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 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 4th day of June 2020.

Ana M. "Cha" Guzman
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 Development Corporation, a Texas nonprofit public facility corporation created pursuant to the laws of the State of Texas (SAHDC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHDC (Board) held a meeting on June 4, 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 20DEV-05-21, AUTHORIZING THE CONVEYANCE OF REAL
PROPERTY FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION TO
SAN ANTONIO HOUSING FACILITY CORPORATION IN CONNECTION WITH THE
MIRA VISTA APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL
DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; 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 SAHDC.

SIGNED this 4th day of June 2020.

David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Development Corporation
Resolution 20DEV-05-21**

RESOLUTION 20DEV-05-21, AUTHORIZING THE CONVEYANCE OF REAL PROPERTY FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION TO SAN ANTONIO HOUSING FACILITY CORPORATION IN CONNECTION WITH THE MIRA VISTA APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, San Antonio Housing Development Corporation (SAHDC) owns the real property located at 1226 Mira Vista, San Antonio, Texas, as further described on Exhibit A attached hereto (Land); and

WHEREAS, Mira Vista SA Apartments, LP, a Texas limited partnership (Partnership), and Mira Vista Living GP, LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 312-unit multifamily low income housing tax credit facility (Housing Facility) to be constructed on the Land (the Land and Housing Facility are collectively referred to herein as the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) 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) receive the Land 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, the rent under the Ground Lease will be prepaid by the delivery of a subordinate promissory note payable from the cash flow of the Partnership in the amount of the appraised value of the Land, which will be assigned to SAHDC; and

WHEREAS, SAHDC has agreed to convey the Land to SAHFC (Conveyance) in order to facilitate the construction of the Project; and

WHEREAS, in connection with the Conveyance, SAHDC will be required to execute, complete and deliver documents evidencing the Conveyance (Conveyance 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 for SAHDC to enter into the transactions described above so that the Partnership may construct the Project; and

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

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

Section 1. The Conveyance and the terms of the Conveyance Documents are hereby authorized and 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 documentation required to effect the Conveyance including, but not limited to, the Conveyance Documents to which SAHDC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, 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 SAHDC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHDC, 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 SAHDC, 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. 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 5. 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 6. 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 7. 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 8. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 9. This Resolution shall be in force and effect from and after its passage.

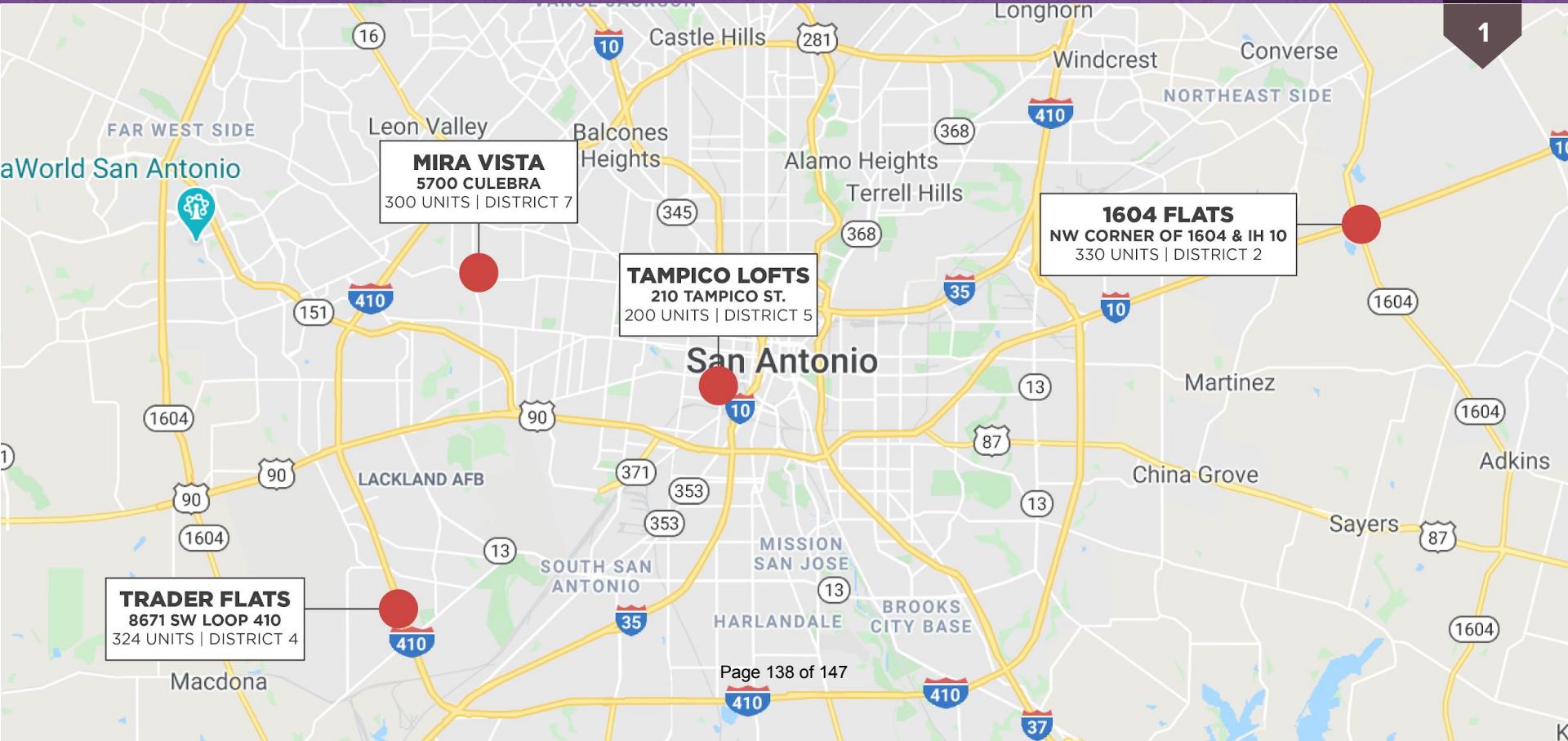
Passed and approved on the 4th day of June, 2020.

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

Attested and approved as to form:


David Nisivoccia
Secretary/Treasurer

BOND DEALS



SAN ANTONIO HOUSING AUTHORITY**May 21, 2020****BOARD OF COMMISSIONERS
Operations and Choice Neighborhood Committee****RESOLUTION 6038, AUTHORIZING THE FIFTH AMENDMENT TO THE AMENDED AND RESTATED
MOVING TO WORK AGREEMENT BETWEEN THE U.S. DEPARTMENT OF HOUSING AND URBAN
DEVELOPMENT AND THE SAN ANTONIO HOUSING AUTHORITY**

DocuSigned by:



David Nisivoccia
President and CEO

DocuSigned by:



Richard Milk
Director of Policy and Planning**REQUESTED ACTION:**

Consideration and appropriate action regarding Resolution 6038, authorizing the Fifth Amendment to the Amended and Restated Moving To Work Agreement between the U.S. Department of Housing and Urban Development and the San Antonio Housing Authority.

FINANCIAL IMPACT:

No financial impact anticipated.

SUMMARY:

HUD is offering an amendment of the Standard MTW Agreement to all thirty-nine MTW agencies to clarify that the exemption from the independent-entity inspection requirements is allowable. The amendment adds express language authorizing exemption from the independent-entity inspection requirements and citations to Section 8(o)(11) of the 1937 Housing Act, as well as, additional citations to the corresponding regulations at 24 CFR Part 982.352(b) and 983.103(f), to provide clearer waiver authority for agencies engaged in this activity and for those who may choose to implement this activity in the future. Furthermore, the waiver authority makes clear that this authority is provided to all other independent-entity requirements for PHA-owned and managed properties, determining rent reasonableness and assisting the family to negotiate the rent to the owner (in this case, the PHA), subject to subsidy layering requirements.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENTS:

Resolution 6038
Fifth Amendment Agreement

**San Antonio Housing Authority
Resolution 6038**

**RESOLUTION 6038, AUTHORIZING THE FIFTH AMENDMENT TO THE AMENDED AND
RESTATED MOVING TO WORK AGREEMENT BETWEEN THE U.S. DEPARTMENT OF
HOUSING AND URBAN DEVELOPMENT AND THE SAN ANTONIO HOUSING AUTHORITY**

WHEREAS, HUD is proposing an amendment to the MTW Agreement, the contract with HUD that designates SAHA as an MTW agency; and

WHEREAS, the Board desires to authorize the Chairman and the President and CEO to execute and submit to HUD such certifications and other documents that they deem necessary or advisable in connection with the amendment of the MTW Agreement.

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

- 1) Approves Resolution 6038, authorizing the Fifth Amendment to the Amended and Restated Moving to Work Agreement between the U.S. Department of Housing and Urban Development and the San Antonio Housing Authority.
- 2) Authorizes the Board Chair and President and CEO to execute and submit such certifications and other documents, as necessary, for the amendment of the MTW Agreement to HUD.

Passed and approved the 4th day of June 2020.

Ana M. "Cha" Guzman
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

**FIFTH AMENDMENT
TO
AMENDED AND RESTATED MOVING TO WORK AGREEMENT
BETWEEN
U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
AND
SAN ANTONIO HOUSING AUTHORITY**

This Fifth Amendment to the Moving to Work (“MTW”) Agreement (“Agreement”) is entered into by and between the United States of America through the U.S. Department of Housing and Urban Development (“HUD”) and San Antonio Housing Authority (“Agency”) and is effective on the date of execution by HUD following execution by the PHA. Unless otherwise defined herein, all capitalized terms used herein shall have the same meanings ascribed to them in the Agreement.

This Amendment replaces the language in authorizations D.1.f., D.5., D.7.a. and D.7.d of Attachment C as follows:

1. Section D.1.f. of Attachment C is replaced with the following language:

f. The Agency is authorized to determine property eligibility criteria, including types of units currently prohibited by Section 8 regulations and shared living facilities, subject to HUD’s subsidy layering requirements. The Agency may also waive the independent entity requirements for PHA-owned units. If the Agency chooses to use this authorization, it will need to provide a transition plan to both the affected residents and HUD prior to the end of the demonstration. *This authorization waives certain provisions of Sections (8)(o)(11) and 8(p) of the 1937 Act and 24 C.F.R. 983.53-54, and 982 Subparts H and M as necessary to implement the Agency's Annual MTW Plan.*

2. Section D.5. of Attachment C is replaced with the following language:

5. Ability to Certify Housing Quality Standards

The Agency is authorized to certify that housing assisted under MTW will meet housing quality standards established or approved by HUD. The certification form will be approved or provided by HUD. The agency is also authorized to perform HQS inspections on PHA-owned HCV and PBV units in lieu of the independent inspection requirements. *This authorization waives certain provisions of Section 8(o)(8) and 8(o)(11) of the 1937 Act, 24 C.F.R. 982.352(b), and 24 C.F.R. 982, Subpart I as necessary to implement the Agency's Annual MTW Plan.*

3. Section D.7.a of Attachment C is replaced with the following language:

a. The Agency is authorized to project-base Section 8 assistance at properties owned directly or indirectly by the Agency that are not public housing, subject to HUD's requirements regarding subsidy layering. If the Agency chooses to project-base Section 8 assistance at such properties, the Agency recognizes and accepts that such units would no longer be eligible for operating subsidy provided under Section 9(e) of the 1937 Housing Act or for future capital funds provided under section 9(d) for those units if it chooses to use this authorization. Project-based assistance for such owned units does not need to be competitively bid, nor are the owned units subject to any required assessments for voluntary conversion. The Agency may also waive the independent entity requirements for PHA-owned units. *This authorization waives certain provisions of Sections 8(o)(11) and 8(o)(13)(B and D) of the 1937 Act and 24 C.F.R. 982.1, 982.102 and 24 C.F.R. Part 983, as necessary to implement the Agency's Annual MTW Plan.*

4. Section D.7.d. of Attachment C is replaced with the following language:

d. All units that receive project-based Section 8 assistance must meet either (i) existing HQS standards established by the Secretary or (ii) a local standard for communities receiving project-based Section 8 assistance developed by the Agency and approved by the Secretary pursuant to this MTW Agreement, as applicable. The agency is authorized to perform HQS inspections on PHA-owned HCV and PBV units in lieu of the independent inspection requirements. *This authorization waives certain provisions of Sections 8(o)(8) and 8(o)(11) of the 1937 Act, and 24 C.F.R. 983.103(f) and 24 C.F.R. 982 Subpart I as necessary to implement the Agency's Annual MTW Plan.*

IN WITNESS WHEREOF, the parties have caused this Amendment to Attachment C to be executed by their duly authorized representatives.

SAN ANTONIO HOUSING AUTHORITY

By: _____

Name: David Nisivoccia

Its: President and CEO

Date:

UNITED STATES DEPARTMENT OF HOUSING
AND URBAN DEVELOPMENT

By: _____

Name: R. Hunter Kurtz

Its: Assistant Secretary, Public and Indian Housing


Date:

SAN ANTONIO HOUSING AUTHORITY

May 21, 2020

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

Through the calendar year ending December 31, 2019, the San Antonio Housing Authority's Procurement Department issued thirty-eight formal and thirty-one informal solicitations, receiving a total of 340 responses. This resulted in an average of 4.58 responses per formal solicitation and 5.35 responses per informal solicitations, for an overall average response rate of 4.93 per solicitation. New contracts awarded through calendar year ending December 31, 2019, were \$28,115,958.13; contract renewals in the amount of \$34,513,508.37, to include \$15,134,000.00 in blanket awards, which resulted in a grand total awarded of \$62,629,466.50. Of this total, \$20,935,576.85 or 33.4 percent, was awarded to Small, Women-Owned and Minority Business Enterprises (SWMBE), and \$3,409,479.12 or 5.44 percent was awarded to Section 3 business concerns.

Through the calendar year ending December 31, 2019, SAHA contractors reported 129 of their 272 new hires qualified as Section 3 individuals, which represented 47.4% percent of all new hires. The Section 3 new hires were composed of ninety-one male and thirty-eight female individuals. The weighted average wage rate for these Section 3 individuals is \$ 13.63 per hour and the breakdown by category is as follows:

6	new Section 3 hires earned below \$10.00 per hour
18	new Section 3 hires earned from \$10.00 to < \$11.00 per hour
17	new Section 3 hires earned from \$11.00 to < \$12.00 per hour
32	new Section 3 hires earned from \$12.00 to < \$13.00 per hour
25	new Section 3 hires earned from \$13.00 to < \$15.00 per hour
18	new Section 3 hires earned from \$15.00 to < \$17.00 per hour
9	new Section 3 hires earned from \$18.00 to < \$20.00 per hour
4	new Section 3 hires earned greater than \$20.00 per hour

For the calendar year ending December 31, 2019, SAHA has hired fourteen of its Section 3 temporary employees into full time positions within the agency.

Current Solicitations: There is currently one Request For Proposals (RFP) being advertised. The Request For Proposals is for Bond and Mixed Finance Counsel.

Closed/Pending Solicitations: There are seven solicitations that have closed and are currently being evaluated. The solicitations are for Apartment Marketing Services for Beacon Communities, Retirement Plan Investment Advisory Services, Elevator Inspection Services, Chimney, Vent and Duct Cleaning Services Agency Wide, Consulting and Guidance on HUD and Other Affordable Housing Programs, Security Services Agency Wide, and Purchase and Installation of Lift Gate and Bedliner.

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

Solicitations in Development: Procurement is currently working on a number of solicitations for advertisement. These include Tenant Screening Services for Beacon Communities, Public Relations Consulting Services, Backflow Inspection, Maintenance and Repair, La Providencia Apartments Exterior Rehabilitation and Site Improvements, L.C. Rutledge Apartments Roof Replacement, Sunshine Plaza Apartments Renovations, Closed Loop Water Treatment Systems Services, Madonna Apartments Gas and Boiler Replacement, Commercial Real Estate Appraisal Services, Disaster Restoration of Operation Services, Risk Management Software, Work Order Request and Answering Services for Public Housing, Pest Control Services for Public Housing and Administrative Properties, Third Party Fleet Maintenance Services, Income and Employment Verification Services, Welding Services, Bulk Pickup Services Agency Wide (Re-bid), Vending Concessions, and Collection Services.

Blanket Awards:

Awarded projects for 4th calendar quarter are listed below:

Contract Title	Number of Awards	Amount of Blanket Award	Projects Awarded Fourth Quarter 2019
Architectural and Engineering Services	8	\$1,500,000.00	\$25,875.00
Carpet and Flooring Purchase, Replacement and Installation	2	\$325,000.00	\$65,560.46
Environmental Engineering	1	\$600,000.00	\$17,159.00
Professional Engineering	4	\$1,500,000.00	\$37,100.00
Residential Style HVAC Systems	3	\$1,200,000.00	\$228,056.97
Legal Services	9	\$500,000.00	\$7,268.30 \$13,098.33
Bond/Mixed Finance Counsel	3	1% of Bond of Issue	
Special Counsel Board Matters	1	\$60,000.00	
Pest Control for Beacon Communities	2	\$220,000.00	\$8,665.50
Pest Control for Various SAHA Public Housing and Administrative Properties	2	\$500,000.00	\$22,921.40

SAN ANTONIO HOUSING AUTHORITY**May 21, 2020**

Residential Real Estate Appraisal Services	3	\$150,000.00	\$26,860.00
Commercial Real Estate Broker	6	Maximum 6% fee; \$200.00/consulting and market analysis	0.00
Residential Real Estate Broker Services	2	\$250,000.00	\$28,161.00
Temporary and Contract Personnel Services	4	\$2,600,000.00	\$450,331.63
Make Ready Services for Public Housing	4	\$2,200,000.00	\$395,117.68
Plumbing and Related Maintenance Services	3	\$2,200,000.00	\$226,814.50
Disaster Restoration of Operations Services	2	\$150,000.00	\$24,437.12
Architectural & Engineering and Other Forensic Consulting Services	4	\$1,500,000.00	0.00

PROPOSED ACTION:

None at this time.

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 as of May 7, 2020

Solicitations Currently being Advertised				
SAHA Department	Type	Solicitation Name	Bidders Conference	Closes
Legal Services	RFQ	Bond and Mixed Finance Counsel	N/A	5/28/2020
SAHA Department	Type	Solicitation Name	Date Closed	Board Meeting May 21, 2020
Executive	RFP	Executive Recruiter Services	3/27/2020	
Agency Wide	RFP	Purchase, Installation, Maintenance and Repair of Residential HVAC Systems	4/14/2020	
Solicitations Under Evaluation				
Beacon Communities	RFP	Apartment Marketing Services for Beacon Communities	9/30/2019	Negotiation Due Diligence Procurement Evaluation
Human Resources	RFP	Retirement Plan Investment Advisory Services	1/10/2020	
Construction Services	QQ	Elevator Inspections Services	2/11/2020	
Agency Wide	IFB	Chimney, Vent and Duct Cleaning Services Agency Wide	3/11/2020	
Finance and Accounting	RFP	Consulting and Guidance on HUD and Other Affordable Housing Programs	4/14/2020	
Security	RFP	Security Services Agency Wide	4/24/2020	
Public Housing	QQ	Purchase and Installation of Lift Gate and Bedliner	5/6/2020	
Future Solicitations				
Beacon Communities		Tenant Screening Services for Beacon Communities	May 2020	
Communications and Public Affairs		Public Relations Consulting Services	July 2020	
Construction Services		Backflow Inspection, Maintenance and Repair	May 2020	
		La Providencia Apartments Exterior Rehabilitation and Site Improvements	May 2020	
		L.C. Rutledge Apartments Roof Replacement	June 2020	
		Sunshine Plaza Apartments Renovations	June 2020	
		Closed Loop Water Treatment Systems Services	June 2020	
		Madonna Apartments Gas and Boiler Replacement	June 2020	
Development Services		Commercial Real Estate Appraisal Services	June 2020	
Finance and Accounting		Disaster Restoration of Operation Services	Cooperative Purchasing Program	
		Risk Management Software	May 2020	
Public Housing		Work Order Request and Answering Services for Public Housing	May 2020	
		Pest Control Services for Public Housing and Administrative Properties	June 2020	
Procurement and General Services		Third Party Fleet Maintenance Services	June 2020	
Agency Wide		Income and Employment Verification Services	Single Source	
		Welding Services	May 2020	
		Bulk Pickup Services Agency Wide (Re-bid)	May 2020	
		Vending Concessions	June 2020	
		Collection Services	June 2020	

Informal Awards Up to \$50,000

SAHA Department	Solicitation Name	Vendor	Amount	Date
AHP	Utility Allowance Study - Annual Update	The Nelrod Company	\$1,999.00	4/7/2020
Procurement/General Services	Stairwell Enclosures at SAHA Central Office	SpawGlass	\$17,000.00	4/8/2020
Public Housing	Upgrade of Cooling Tower Controls at Blanco Apartments	GC3 Speciality Chemicals	\$7,319.00	4/8/2020
CDI	Tote Bags for Food Distribution	4Imprint	\$3,670.76	4/21/2020
Innovative Technologies	Wi-Fi Access for Beacon Communities	Netsync Network Solutions	\$11,888.00	4/18/2020
	KnowBe4 Subscription Renewal	KnowBe4	\$7,479.00	4/23/2020
	Recycling, Refurbishing and Return of SAHA Old Desktop Computer Inventory	Goodwill Industries	\$55.00/unit	4/28/2020
	Email Encryption	Virtru	\$10,170.00	5/1/2020