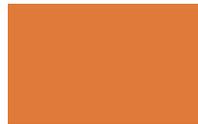




SAHA | SAN ANTONIO
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SAHA REGULAR BOARD MEETING JUN. 4, 2020



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
***REGULAR BOARD MEETING**
TELECONFERENCE

Call In Phone Number: (515) 605-0314

PIN: 892824483#

1:00 p.m., Thursday, June 4, 2020

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 wishing to speak to items posted on the agenda should access Phone Number: **(515) 605-0314** and enter PIN Number: **892824483#**, prior to 1:00 p.m.
3. **Citizens to be Heard at approximately 1:00 p.m.** (may be heard after this time) Citizens wishing to speak on issues not related to items posted on the agenda should access Phone Number: **(515) 605-0314** and enter PIN Number: **892824483#**, for call in prior to 1:00 p.m. Citizens will be given three minutes to speak. Each citizen will be permitted to speak only once at any regular Board Meeting. A Spanish/English translator will be available to citizens needing translation.

PUBLIC HEARING

4. Public Hearing regarding the proposed development of the following properties:
 - 1604 Lofts Apartments
 - Trader Flats Apartments
 - Mira Vista Apartments
 - Tampico Apartments
 - 100 Labor Street

Citizens wishing to speak during the Public Hearing should access Phone Number: **(515) 605-0314** and enter PIN Number: **892824483#**, for call in prior to 1:00 p.m. Citizens will be given three minutes to speak. Each citizen will be permitted to speak only once during the Public Hearing. A Spanish/English translator will be available to citizens needing translation.

MINUTES

5. Minutes
 - Approval of the May 7, 2020, Regular Board Meeting minutes
 - Approval of the May 21, 2020, Special Board Meeting minutes (Finance Committee)

- Approval of the May 21, 2020, Special Board Meeting minutes (Operations and Choice Neighborhood Committee)

COMMITTEE MEETING UPDATES

6. Update and discussion regarding the May 21, 2020, Finance Committee Meeting (Jo-Anne Kaplan, Chair, Finance Committee)
7. Update and discussion regarding the May 21, 2020, Operations and Choice Neighborhood Committee Meeting (Jessica Weaver, Vice Chair, Board of Commissioners)

CONSENT ITEMS

8. Consideration and approval 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 (Diana Kollodziej Fiedler, Director of Finance and Accounting)
9. Consideration and approval 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)
10. Consideration and approval 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)
11. Consideration and approval 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)
12. Consideration and approval 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)
13. Consideration and approval 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)

INDIVIDUAL ITEMS FOR CONSIDERATION

14. Consideration and approval regarding Resolution 6032, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Nonprofits for the fiscal year ending

June 30, 2021 (Ed Hinojosa, Chief Financial Officer; Diana Kollodziej Fiedler, Director of Finance and Accounting)

15. Consideration and approval 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 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)
16. Consideration and approval 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)
17. Consideration and approval regarding Resolution 6041, authorizing the 1604 Lofts Apartments 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 for Low Income Housing Tax Credits; (iii) 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.; (iv) the acquisition of the membership interest by SAHFC in 1604 Lofts GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) 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 (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
18. Consideration and approval regarding Resolution 6042, authorizing the Trader Flats Apartments 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 for Low Income Housing Tax Credits; (iii) 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.; (iv) the acquisition of the membership interest by SAHFC in Trader Flats GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) 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 (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
19. Consideration and approval regarding Resolution 6043, authorizing the Tampico Apartments 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 for Low Income Housing Tax Credits (iii) the purchase of land for the transaction by the San Antonio Housing Facility Corporation (SAHFC), and the lease of such land to Tampico Apartments, LP

(Partnership); (iv) the acquisition of the membership interest by SAHFC in SAHA Tampico GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) the issuance of Las Varas Public Facility Corporation Multifamily Housing Governmental Note (Tampico Apartments) Series 2020; (vii) authorization to loan \$710,000.00 of Moving to Work (MTW) funds to the partnership; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

20. Consideration and approval regarding Resolution 6044, authorizing the Mira Vista Apartments 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 for Low Income Housing Tax Credits (iii) the conveyance of land for the transaction from San Antonio Housing Development Corporation (SAHDC) and the lease of such land for the transaction by the San Antonio Housing Facility Corporation (SAHFC) to Mira Vista SA Apartments, LP; (iv) the acquisition of the membership interest by SAHFC in Mira Vista Living GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) the issuance of Las Varas Public Facility Corporation Multifamily Housing Revenue Bonds (Mira Vista Apartments) Series 2020A and and Taxable Series 2020B; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
21. Consideration and appropriate action regarding Resolution 6040, approving the submission of a Revised Redevelopment Plan for the Westside Reinvestment Initiative Neighborhoods to the U.S. Department of Housing and Urban Development (HUD), which includes the Demolition of the 20 Houses in the Sunflower and Palm Lake Subdivisions and a change in the single-family housing types to be constructed; the solicitation of an affordable home builder for 48 single-family homes in the WRI Subdivisions; and authorizing the CEO or his designee to execute all documentation necessary to carry out the transaction (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
22. Consideration and appropriate action regarding Resolution 6047, authorizing the entering into a partnership with SA Ranchland Fair Oaks MF, LP or an affiliate (Ranchland) to acquire Rustico at Fair Oaks Apartments located in an unincorporated portion of Bexar County, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit application for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction (Timothy E. Alcott, Real Estate and Legal Services Officer)
23. Consideration and appropriate action regarding Resolution 6039, authorizing the proposed revisions to the Public Housing Admissions and Continued Occupancy Policy (ACOP) and the Housing Choice Voucher Administrative Plan (Admin Plan) (Brandee Perez, Chief Operating Officer)
24. Consideration and appropriate action regarding Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members (Steven Morando, Director of Procurement and General Services)
25. Consideration and appropriate action regarding Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to

four additional one-year terms (Steven Morando, Director of Procurement and General Services; Domingo Ibarra, Director of Security)

26. Discussion regarding Board operations

- Board meeting dates for July and August, 2020

27. Discussion regarding resident services and programs

- Cancel Resident Services Committee meeting for July 2020

28. Discussion regarding development strategies and opportunities

29. President's Report

- Re-engagement Plan

30. Closed Session:

Real Estate/Consultation with Attorney

Deliberate the management, purchase, exchange, lease or value of certain real properties and obtain legal advice regarding related legal issues pursuant to Texas Government Code Sec. 551.072 (real property) and Texas Government Code Sec. 551.071 (consultation with attorney).

- Development Projects

Consultation with Attorney

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

- Litigation Updates

31. 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.

MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
REGULAR BOARD MEETING - TELECONFERENCE
Call In Phone Number: (661) 527-0038
PIN Number: 542838110#
May 7, 2020

SCHEDULED: 1:00 p.m. - Teleconference

COMMISSIONERS PRESENT:

Dr. Ana "Cha" Guzman, Chair
Jessica Weaver, Vice Chair
Jo-Ann Kaplan, Commissioner
Olga Kauffman, Commissioner
Ruth Rodriguez, Commissioner

COMMISSIONERS ABSENT:

Charles Clack, Commissioner
Sofia Lopez, Commissioner

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Timothy E. Alcott, Real Estate and Legal Services
Officer
Jo Ana Alvarado, Director of Innovative
Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security

Aiyana Longoria, Director of Internal Audit
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and
General Services
Michael Reyes, Director of Communications and Public
Affairs
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization
Janie Rodriguez, Director of Human Resources

Item 1: Meeting called to order

Dr. Guzman, Board Chair, called the meeting to order at 1:14 p.m.

Item 2: Pledge of Allegiance/Moment of Silence

Recitation of pledge and moment of silence

PUBLIC COMMENT

Item 3: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There were no citizens who spoke to the agenda.

Item 4: Citizens to be Heard - Citizens wishing to speak on issues not related to items posted on the agenda were given three minutes to speak. There were no citizens who spoke.

MINUTES

Item 5: Minutes

- Approval of the March 5, 2020, Regular Board Meeting minutes
- Approval of the April 2, 2020, Regular Board Meeting minutes
- Approval of the April 16, 2020, Special Board Meeting minutes (Resident Services Committee)
- Approval of the April 16, 2020, Special Board Meeting minutes (Operations and Choice Neighborhood Committee)

Motion: Vice Chair Weaver moved to approve all sets of Meeting minutes. Commissioner Kauffman seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana "Cha" Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

COMMITTEE MEETING REPORTS

Item 6: Update and discussion regarding the April 16, Resident Services Committee Meeting

The Resident Services Committee report was not presented; however, the Board had previously received a copy of the report in the April 2, 2020, packet which included the following items for discussion:

- Update and discussion regarding SAHA Road to Digital Inclusion, for Public Housing and Beacon Communities
- Update and discussion regarding changes in policies and procedures related to residents

Item 7: Update and discussion regarding the April 16, 2020, Operations and Choice Neighborhood Committee Meeting

Vice Chair Weaver provided a brief update regarding the April 16, 2020, Operations and Choice Neighborhood Committee meeting.

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

Hold a Public Hearing and Resolution 6018, authorizing the proposed 2020-2021 Moving to Work (MTW) Agency Plan, including revisions to the MTW Plan, the Public Housing Admissions and Continued Occupancy Policy (ACOP), the Housing Choice Voucher Administrative Plan (Admin Plan), the Capital Fund Program Plan (CFP), and the five-year Capital Improvement and Development Plan

Resolution 6019, authorizing the award of a contract for development initiative consulting services to Baker Tilly Virchow Krause, LLP,

Resolution 6020, authorizing the award of a contract for information technology professional services and IaaS (Infrastructure as a Service) to Denovo Ventures, LLC

Resolution 6022, authorizing the award of a contract for Pecan Hill Tree Removal and Sanitary Sewer Replacement to All Pro General Construction, Inc.

Resolution 6026, authorizing the award of contracts for painting services for Beacon Communities to A&S Landscaping Services and Garcia Brothers Make Ready & Repairs

Resolution 6025, authorizing the award of a contract to EPIC Business Essentials through Omnia Partners Cooperative Purchasing Program for office supplies, related products and services

INDIVIDUAL ITEMS FOR CONSIDERATION

Update and discussion regarding the Procurement Activity Report

This report was not presented, but was provided to the Board of Commissioners for review prior to the meeting.

Discussion regarding development strategies and opportunities

The Board requested a placeholder for discussion regarding the development of various projects.

CONSENT ITEMS

- Item 8: Consideration and approval regarding Resolution 6018, authorizing the proposed 2020-2021 Moving to Work (MTW) Agency Plan, including revisions to the MTW Plan, the Public Housing Admissions and Continued Occupancy Policy (ACOP), the Housing Choice Voucher Administrative Plan (Admin Plan), the Capital Fund Program Plan (CFP), and the five-year Capital Improvement and Development Plan**
Resolution 6018 was pulled from consent at the request of SAHA President and CEO, Mr. David Nisivoccia, and moved as an Individual Item for Discussion.
- Item 9: Consideration and approval regarding Resolution 6019, authorizing the award of a contract for development initiative consulting services to Baker Tilly Virchow Krause, LLP, through Philadelphia Housing Authority, for an annual cumulative amount not to exceed \$150,000.00; for a period of eleven months with the option to renew up to four additional one-year terms**
Consent
- Item 10: Consideration and approval regarding Resolution 6020, authorizing the award of a contract for information technology professional services and IaaS (Infrastructure as a Service) to Denovo Ventures, LLC, through U.S. General Services Administration (GSA) Federal Supply Schedule, for an amount not to exceed \$265,000.00; for the period of April 3, 2020, to October 16, 2021**
Consent
- Item 11: Consideration and approval regarding Resolution 6022, authorizing the award of a contract for Pecan Hill Tree Removal and Sanitary Sewer Replacement to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, HUB, SECTION 3 BUSINESS) for an amount not to exceed \$1,291,739.00**
Consent

Item 12: Consideration and approval regarding Resolution 6026, authorizing the award of contracts for painting services for Beacon Communities to A&S Landscaping Services (ESBE, HABE, MBE, SBE, VBE, Section 3 Business) and Garcia Brothers Make Ready & Repairs (HABE, Section 3 Business) for an annual cumulative amount not to exceed \$200,000.00 for year one, \$220,000.00 for year two, \$245,000.00 for year three, \$265,000.00 for year four, and \$290,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms

Consent

Item 13: Consideration and approval regarding Resolution 6025, authorizing the award of a contract to EPIC Business Essentials through Omnia Partners Cooperative Purchasing Program for office supplies, related products and services for an annual cumulative amount not to exceed \$240,000.00; for a period of one year with the option to renew up to four additional one-year terms

Consent

Motion: Commissioner Kaplan moved to approve the following Consent Items: Resolution 6019, Resolution 6020, Resolution 6022, Resolution 6026, Resolution 6025. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

INDIVIDUAL ITEMS FOR CONSIDERATION

Item 8: Consideration and approval regarding Resolution 6018, authorizing the proposed 2020-2021 Moving to Work (MTW) Agency Plan, including revisions to the MTW Plan, the Public Housing Admissions and Continued Occupancy Policy (ACOP), the Housing Choice Voucher Administrative Plan (Admin Plan), the Capital Fund Program Plan (CFP), and the five-year Capital Improvement and Development Plan

Resolution 6018 was pulled from consent at the request of SAHA President and CEO, Mr. David Nisivoccia, and moved as an Individual Item for Discussion. Mr. Richard Milk, Director of Policy and Planning, and Ms. Brandee Perez, Chief Operating Officer, answered questions from the Board regarding criminal history, 2025 Outcomes, Thru Project, ACOG preferences, waitlists, Modified PBV, pet fees and inspection access.

The Board also requested that 2021 MTW Plan include the wording “per month” after the dollar amount of \$50.00 on **FY2021-3: Limiting increases in rents:** would limit voucher contract rent increases to no more than \$50.00, in order to prevent terminations or evictions, and maintain a constant and predictable tenant rent. This activity will be sunsetted after 24 months, or sooner, if national funding situation improves, and the agency is able to meet MTW requirements of serving substantially the same number of households.

Motion: Commissioner Kauffman moved to approve Resolution 6018. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 14: Discussion regarding Board operations

Mr. David Nisivoccia, President and CEO, reported that Board meetings will continue to be held virtually until the end of the summer. It was suggested to narrow down the Committee meetings; however, Board members requested an opportunity to hear and discuss agenda items before a final vote is taken to approve resolutions. Dr. Guzman suggested to include new agenda items to be heard during the Regular Board meetings as Individual Items for Consideration and then bring the item back as a Consent Item for final Board approval.

The Board of Counsel, Mr. Doug Ponneck, also suggested the “Online Message Board” (legalized group emails in real time) to create conversation regarding agenda items to answer questions prior to the Board meeting.

Item 15: Discussion regarding resident services and programs

Ms. Perez provided information regarding the food distribution programs, which have served over 103 families in the SAHA community.

Item 16: Discussion regarding development strategies and opportunities

Mr. Nisivoccia provided May 14 or May 28 as the dates to conduct the Asset Management Retreat. May 28, 2020, was confirmed as the date for the Asset Management Retreat.

The Board also requested confirmation that the budget included Wifi funding for the SAHA properties.

Item 17: President’s Report

- COVID-19 Update

Note: this discussion also included a Formal Request from the Board to allow a 25% rent reduction for anyone submitting a hardship application, as a result of residents affected by Covid-19.

Dr. Guzman, Chair, then recessed the meeting for Closed Session at 3:49 p.m.

Item 18: *Closed Session:**Real Estate/Consultation with Attorney**

Deliberate the management, purchase, exchange, lease or value of certain real properties and obtain legal advice regarding related legal issues pursuant to Texas Government Code Sec. 551.072 (real property) and Texas Government Code Sec. 551.071 (consultation with attorney).

- Cooperation agreement between the Housing Authority of the City of San Antonio, Texas and the Texas Housing Foundation

The Board of Commissioners returned from Closed Session and the meeting resumed at 4:29 p.m. and the Board voted on Resolution 6029, authorizing the Texas Housing Foundation to exercise its powers within the territorial boundaries of the Housing Authority of the City of San Antonio, Texas, for the purposes of rehabilitating the Oaks on Clark Apartments (aka Whitefield Place), the San Jose Apartments, and Ingram Square Apartments; and authorizing a cooperation agreement.

Motion: Commissioner Kaplan moved to approve Resolution 6029, as discussed in Closed Session. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 19: Adjournment

With no objections, Dr. Guzman, Board Chair, adjourned the meeting at 4:30 p.m.

ATTEST:

Ana M. “Cha” Guzman
Chair, Board of Commissioners

Date

David Nisivoccia
President and CEO

Date

MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
FINANCE COMMITTEE OR
SPECIAL BOARD MEETING
Call In Phone Number: (502) 617-0132
PIN Number: 435365821#
May 21, 2020

SCHEDULED: 12:30 p.m. TELECONFERENCE MEETING

COMMISSIONERS PRESENT:

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

COMMISSIONERS ABSENT:

Ruth Rodriguez, Commissioner

COUNSEL: Doug Poneck, Escamilla & Poneck, LLP

TRANSLATOR: N/A

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Timothy E. Alcott, Real Estate and Legal Services Officer
Jo Ana Alvarado, Director of Innovative Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security

Aiyana Longoria, Director of Internal Audit
Hector Martinez, Director of Construction Services and Sustainability
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and General Services
Michael Reyes, Director of Communications and Public Affairs
Lorraine Robles, Director of Development Services and Neighborhood Revitalization

Item 1: Meeting called to order

Finance Committee Chair Jo-Anne Kaplan called the meeting to order at 12:33 p.m.

PUBLIC COMMENT

Item 2: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There were no citizens who spoke to the agenda.

OPERATIONS

Item 3: Update and discussion regarding Quarterly Financial Report for the San Antonio Housing Authority

Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting, reported that The World Health Organization declared the novel coronavirus (COVID-19) outbreak, a global pandemic, on March 11, 2020. Shortly thereafter, SAHA instituted a number of operational changes to help ensure the safety of staff and residents. Staff anticipates COVID-19 will significantly impact rent collections and operating expenses in future periods, but is unable to predict the pandemic's duration or overall impact.

The Quarterly Financial Report for the San Antonio Housing Authority for the nine months ended March 31, 2020, was provided to the Board prior to the meeting. The results of operations for the nine months ended March 31, 2020, reflect a Surplus Before Non-Cash Items of \$12.8 million, which was \$5.9 million above budgeted projections. Total Operating Revenue was approximately \$3.2 million above budget, due to a favorable variance of \$3.4 million in Grants revenue, which resulted primarily from a favorable variance of \$2.3 million in Public Housing operating subsidy. The actual proration for the period was 95.0% compared to the budgeted proration of 89.5%. Despite this significant increase in funding, Public Housing operations reported only a \$515,000.00 surplus at March 31, net of transfers in totaling \$682,000.00. Also contributing was recognized revenue of \$693,000.00, which had represented unexpended Choice Grant funds that were used to establish a Supportive Services Endowment Trust. Additionally, there were timing differences in the Capital Funds sector totaling \$339,000.00.

Total Operating Expenses ended the period \$3.5 million below budget, due primarily to favorable variances of \$2.5 million in Salaries and Benefits and \$2.2 million in Other Expenses, partially offset by an unfavorable variance of \$2.3 million in Ordinary Maintenance and Operations. The Central Office, Public Housing and Beacon segments were the main contributors to the \$2.5 million favorable variance in Salaries and Benefits. Other Expenses were \$2.2 million favorable attributable to lower than anticipated consulting fees, telephone and internet expenses, technology and licensing fees, and other administrative expenses. The unfavorable variance of \$2.3 million in Ordinary Maintenance and Operations was primarily due to Public Housing, which reported unfavorable variances in HVAC repair and replacement, unit make ready costs, supplies and materials, and other contract costs.

The Comparative Balance Sheet reflects an overall increase in Total Net Position of \$28.2 million from March 31, 2019, to March 31, 2020. Total Assets increased by \$31.9 million, due to the addition of \$7.9 million in Current Assets, \$17.9 million in Fixed Assets, and \$6.1 million in Other Non-Current Assets.

Ms. Fiedler additionally reported that HUD rental assistance programs subsidize the difference between tenant contributions toward rent and a unit's rent (or operating expenses). When tenants' incomes are reduced—such as by rising unemployment triggered by the COVID-19 pandemic—their rent contributions decrease, which increases federal subsidy costs. On March 27, 2020, President Trump signed the Coronavirus Aid, Relief, and Economic Security (CARES) Act, which will provide supplemental funding to help cover the anticipated increased costs, and support administrative expenses. The CARES Act includes \$1.25 billion for Tenant-Based Rental Assistance, which funds the Housing Choice Voucher program. Of this amount, \$400 million is marked for increased subsidy costs and \$850 million is for administrative fees. Funds will be allocated based on need, as determined by the HUD secretary. Also included in the Act is \$685 million for Public Housing Operating Fund, to be used to maintain the operation of Public Housing properties. Subsidy will be allocated to PHAs as additional FY2020 funding based on the operating fund formula. Ms Fiedler also discussed in detail the Cash and Investment Summary for the period ending March 31, 2020, the Grants Report and the Headcount Report. The Headcount

Report was explained in further detail by Ms. Muriel Rhoder, Chief Administrative Officer, and Ms. Janie Rodriguez, Director of Human Resources.

Item 4: Consideration and appropriate action regarding Resolution 6032, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Nonprofits for the fiscal year ending June 30, 2021

Mr. Ed Hinojosa, Chief Financial Officer, reported that Staff has been working on the Fiscal Year 2020-2021 budget process since October 2019. While staff continues to monitor the federal funding news, budgets were prepared using conservative estimates based on available information. Staff is pleased to present an overall balanced budget for the 2020-2021 fiscal year. Managers worked diligently to produce operating budgets for their areas of responsibility. Officers and Directors have met with the Executive team to present their budgets and have made all appropriate adjustments. Staff has focused on making prudent departmental and budgetary decisions, especially during this very challenging and changing funding environment, which has now been further exacerbated by the effects of COVID-19. The agency will also continue identifying and implementing solutions that will build on existing strengths and deliver services effectively and efficiently, while being innovative, ethical and nimble. Following review by the Finance Committee, the budget will be presented to the full Board of Commissioners for consideration and approval at the June 4, 2020, meeting.

Ms. Fiedler then provided a presentation to inform the Board of how all departmental and operational budgets were prepared in accordance with the following directives for preparation of the budget:

- All SAHA budgets are based on Agency priorities and established strategic goals.
- Section 8 HAP is budgeted at 99.4% funding proration with our MTW Target Utilization of 12,240 vouchers adjusted for known allocations of Tenant Relocation or Special Programs.
- For Section 8 Administration, we budgeted average funding at 79% proration. The budget for Section 8 Administration includes continued efforts towards efficiency improvement and cost reduction.
- Public Housing property budgets reflect subsidy funding of 92.5% proration, accordingly, all cost budgets are consistent with this projected funding level. Target occupancy is 97%; however, due to the effects of COVID-19, this figure could be impacted. Also, due to the effects of COVID-19, an average 18% reduction in tenant rent is projected for the fiscal year.
- Target occupancy ranges from 93%-97% for the Beacon properties; however, due to the effects of COVID-19, a 5% reduction in rents is projected for the first six months of the fiscal year.
- Development Services budgets are consistent with the 5-year development plan.
- Central Office Cost Center (COCC) and Service Departments will experience continued pressure on funding and fees. The COCC funding restrictions are partially supported by efficiency improvements and other cost reduction efforts.

Motion: Vice Chair Weaver moved to approve Resolution 6032. Commissioner Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana "Cha" Guzman, Chair	X			

Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sofia A. Lopez, Commissioner	X			

REPORT PROVIDED

Item 5: Quarterly Internal Audit Update

There were no questions regarding the Internal Audit Update that had been previously provided to the Board for review prior to the meeting.

Item 13: Adjournment

There being no further business to conduct, Finance Committee Chair Kaplan adjourned the meeting at 2:29 p.m.

ATTEST:

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

Date

David Nisivoccia
President and CEO

Date

MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
OPERATIONS AND CHOICE NEIGHBORHOOD COMMITTEE OR
SPECIAL BOARD MEETING
Call In Phone Number: (502) 617-0132
PIN Number: 435365821#
May 21, 2020

SCHEDULED: 2:00 p.m. TELECONFERENCE MEETING

COMMISSIONERS PRESENT:

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

COMMISSIONERS ABSENT:

Ruth Rodriguez, Commissioner

COUNSEL: Doug Poneck, Escamilla & Poneck, LLP

TRANSLATOR: N/A

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Timothy E. Alcott, Real Estate and Legal Services Officer
Jo Ana Alvarado, Director of Innovative Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security

Aiyana Longoria, Director of Internal Audit
Hector Martinez, Director of Construction Services and Sustainability
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and General Services
Michael Reyes, Director of Communications and Public Affairs
Lorraine Robles, Director of Development Services and Neighborhood Revitalization

Item 1: Meeting called to order

Vice Chair Jessica Weaver called the meeting to order at 2:40 p.m.

PUBLIC COMMENT

Item 2: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There were two citizens who spoke to the agenda.

OPERATIONS

Item 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

Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting, reported that 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. 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, 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. 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. Insurance costs are funded through the FY 2020-2021 budget, as well as, any insurance escrow accounts.

Motion: Commissioner Kaplan moved to approve Resolution 6033. Commissioner Clack seconded the motion. Approved.

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

Item 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

Mr. Steven Morando, Director of Procurement and General Services, reported that 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. On March 17, 2020, SAHA issued an Request For Proposals #2002-910-36-5004 for Purchase, Installation, Maintenance, and Repair of Residential HVAC Systems that closed on April 6, 2020. A total of five proposals were received in response to this solicitation and Best and Final Offers were requested from the three highest rated proposers. SAHA is 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. 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.

Motion: Commissioner Kaplan moved to approve Resolution 6037. Commissioner Clack seconded the motion. Approved.

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

Item 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

Ms. Muriel Rhoder, Chief Administrative Officer, reported that 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 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.

Mr. Morando further reported that on February 13, 2020, SAHA issued an Request For Proposals #2002-961-30-5001 for Executive Recruitment Services that closed on March 27, 2020. A total of twelve proposals were received in response to this solicitation. 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. SAHA is recommending a contract award to NP&S Management, Inc. dba S. Renee Narloch & Associates. They are the highest rated and lowest priced firm. 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. SAHA has allowed for two recruitments each year during the five year term of the Agreement.

Motion: Commissioner Kaplan moved to approve Resolution 6036. Commissioner Lopez seconded the motion. Approved.

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

Item 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

Ms. Rhoder reported that 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.

Ms. Janie Rodriguez, Director of Human Resources, reported that 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. The proposed amendment will align with the President/Chief Executive Officer's employment contract.

Motion: Commissioner Kaplan moved to approve Resolution 6034. Commissioner Lopez seconded the motion. Approved.

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

Item 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

Ms. Rhoder reported that 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.

Ms. Rodriguez reported that 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. 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.

Motion: Commissioner Kaplan moved to approve Resolution 6035. Commissioner Clack seconded the motion. Approved.

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

At 3:16 p.m. the meeting was convened for Closed Session at 3:16 p.m. pursuant to Texas Government Code § 551.071-076 for consultation concerning attorney-client matters, real estate, litigation, personnel, and security matters.

The Board returned from Closed Session at 5:18 p.m. to vote on the following matters:

Item 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

The Board agreed on voting to move forward, Resolution 6029, for continued discussion during the June 4, 2020, Regular Board meeting.

Motion: Commissioner Clack moved to approve Resolution 6029 to move forward. Commissioner Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana "Cha" Guzman, Chair	X			

Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sofia A. Lopez, Commissioner	X			

- Item 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

The Board agreed on voting to move forward, Resolution 6030, for continued discussion during the June 4, 2020, Regular Board meeting.

- Motion:** Commissioner Clack moved to approve Resolution 6030 to move forward. Commissioner Kaplan seconded the motion. Approved.

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

- Item 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

The Board agreed on voting to move forward, Resolution 6027, for continued discussion during the June 4, 2020, Regular Board meeting. The Board also requested that each development project be placed as separate items with different resolution numbers.

- Motion:** Commissioner Kaplan moved to approve Resolution 6027 to move forward, with the caveat of separating each development project and bringing back as different resolutions for further discussion during the June 4, 2020 meeting. Commissioner Clack seconded the motion. Approved.

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

Item 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

Mr. Richard Milk, Director of Policy and Planning, reported that 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.

Motion: Dr. Guzman, Chair, moved to approve Resolution 6038. Commissioner Clack seconded the motion. Approved.

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

REPORT PROVIDED

Item 12: Update and discussion regarding the Procurement Activity Report

There were no questions regarding the Procurement Activity Report that had been previously provided to the Board for review prior to the meeting.

Item 13: Adjournment

There being no further business to conduct, Vice Chair Weaver adjourned the meeting at 5:39 p.m.

ATTEST:

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

Date

David Nisivoccia
President and CEO

Date



To: Board of Commissioners

Date: June 4, 2020

From: Jo-Anne Kaplan, Committee Chair, Finance Committee

Subject: Update and discussion regarding the May 21, 2020, Finance Committee Meeting

A Finance Committee meeting was held on Thursday, May 21, 2020, by teleconference. Attendees included SAHA Board of Commissioners, President and CEO David Nisivoccia and SAHA staff. The following items were discussed:

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

Consideration and appropriate action regarding Resolution 6032, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its Affiliated Nonprofits for the fiscal year ending June 30, 2021

Public Comment

There were no citizens who spoke in regards to the agenda.

Updates and Discussions

The following items were discussed:

- Update and discussion regarding Quarterly Financial Report for the San Antonio Housing Authority
- Quarterly Internal Audit Update (a report had been previously provided)



To: Board of Commissioners

Date: June 4, 2020

From: Vice Chair Jessica Weaver, San Antonio Housing Authority Board of Commissioners

Subject: Update and discussion regarding the May 21, 2020, Operations and Choice Neighborhood Committee Meeting

An Operations and Choice Neighborhood Committee meeting was held on Thursday, May 21, 2020, by teleconference and included, Chair, Dr. Ana “Cha” Guzman, Vice Chair Jessica Weaver, Commissioner Charles Clack, Commissioner Jo-Anne Kaplan, Commissioner, Commissioner Sofia Lopez, President and CEO David Nisivoccia and SAHA staff. The following items were discussed:

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

Consideration and appropriate action regarding Resolution 6033, authorizing the President and CEO to renew or place insurance policies

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.

Consideration and appropriate action regarding Resolution 6036, authorizing the award of a contract for Executive Recruiter Services to NP&S Management, Inc.

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

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)

Consideration and appropriate action regarding Resolution 6029, authorizing the Alazan Lofts transaction

Moved forward for further discussion

Consideration and appropriate action regarding Resolution 6030, authorizing the 100 Labor Street transaction

Moved forward for further discussion

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;

Note: Resolution 6027 was moved forward for further discussion with the caveat that all development transactions listed under Resolution 6027, be listed and treated as separate items.

Consideration and appropriate action regarding Resolution 6038, authorizing the Fifth Amendment to the Amended and Restated Moving To Work Agreement

REPORT PROVIDED

Procurement Activity Report

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

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

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

D88588376C23420...
Diana Kollodziej Fiedler
Director of Finance and Accounting

REQUESTED ACTION:

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

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

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

BOARD OF COMMISSIONERS

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

DocuSigned by:
David Nisivoccia
5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Steven Morando
3AC93CF03F3A422...
Steven Morando
Director of Procurement and General Services

DocuSigned by:
Brandee R. Perez
B00737B6280042A...
Brandee Perez
Chief Operating Officer

DocuSigned by:
Kristi Baird
3ABDA0373371411...
Kristi Baird
Director of Beacon Communities

REQUESTED ACTION:

Consideration and approval 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**June 4, 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

June 4, 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
Experience:	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
Capacity and Support:	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
Strength of Supply Network:	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
Fees/Cost:	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
Strength of Section 3 plan:	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
Strength of the SWMBEplan:	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 I: 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	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
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	

BOARD OF COMMISSIONERS

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:
David Nisivoccia
5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Muriel Rhoder
558B3CF0A21E47D...
Muriel Rhoder
Chief Administrative Officer

DocuSigned by:
Steven Morando
5AC83CF03F5A422...
Steven Morando
Director of Procurement and General Services

REQUESTED ACTION:

Consideration and approval 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 Organizational Leadership Edge.

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

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@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	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@triquetbusiness.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 Guliex	annguliex@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	

BOARD OF COMMISSIONERS

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:
David Nisivoccia
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David Nisivoccia
President and CEO

DocuSigned by:
Muriel Rhoder
558B3CF0A21E47D...
Muriel Rhoder
Chief Administrative
Officer

DocuSigned by:
Janie Rodriguez
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Janie Rodriguez
Director of Human Resources

REQUESTED ACTION:

Consideration and approval 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 June 4, 2020, the Commissioners adopted Resolution No. 6034, 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 4th day of June 2020.

EMPLOYER

HOUSING AUTHORITY OF THE
CITY OF SAN ANTONIO

By:

David Nisivoccia
President/Chief Executive Officer

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

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:
David Nisivoccia
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David Nisivoccia
President and CEO

DocuSigned by:
Muriel Rhoder
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Muriel Rhoder
Chief Administrative
Officer

DocuSigned by:
Janie Rodriguez
D10B12A6ABB4AD...
Janie Rodriguez
Director of Human Resources

REQUESTED ACTION:

Consideration and approval 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

BOARD OF COMMISSIONERS

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
5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Richard Milk
051262290233493...
Richard Milk
Director of Policy and Planning

REQUESTED ACTION:

Consideration and approval 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

June 4, 2020

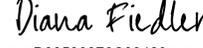
BOARD OF COMMISSIONERS**RESOLUTION 6032, APPROVING THE CONSOLIDATED OPERATING BUDGET FOR SAN ANTONIO HOUSING AUTHORITY AND ITS AFFILIATED NONPROFIT ENTITIES FOR THE FISCAL YEAR ENDING JUNE 30, 2021**

DocuSigned by:

 5609927B75274DC...
David Nisivoccia
 President and CEO

DocuSigned by:

 C915B7D3871E469...
Ed Hinojosa
 Chief Financial Officer

DocuSigned by:

 D88538370C33429...
Diana Kollodziej Fiedler
 Director of Finance and
 Accounting

REQUESTED ACTION:

Consideration and approval regarding Resolution 6032, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its affiliated Nonprofit entities for the fiscal year ending June 30, 2021.

FINANCIAL IMPACT:

The proposed budget will be implemented for the Fiscal Year starting July 1, 2020, and ending June 30, 2021. Financial performance versus budget will be reported back to the Finance Committee on a periodic basis throughout the year.

SUMMARY:

The budget is to help the agency plan operational activities, while considering established goals with respect to the current and future funding environment. The budget has been developed in support of the San Antonio Housing Authority's following strategic goals:

- 1) Empower and equip families to improve their quality of life and achieve economic stability.
- 2) Invest in our greatest resource – our employees – and establish a track record for integrity, accountability, collaboration and strong customer service.
- 3) Preserve and improve existing affordable housing resources and opportunities.
- 4) Strategically expand the supply of affordable housing.
- 5) Transform core operations to be a high performing and financially strong organization.
- 6) Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents.

All departmental and operational budgets were prepared in accordance with the following directives:

- All SAHA budgets are based on Agency priorities and established strategic goals.
- Section 8 HAP is budgeted at 99.4% funding proration with our MTW Target Utilization of 12,240 vouchers adjusted for known allocations of Tenant Relocation or Special Programs.
- For Section 8 Administration, we budgeted average funding at 79% proration. The budget for Section 8 Administration includes continued efforts towards efficiency improvement and cost reduction.
- Public Housing property budgets reflect subsidy funding of 92.5% proration, accordingly, all cost budgets are consistent with this projected funding level. Target occupancy is 97%;

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

however, due to the effects of COVID-19, this figure could be impacted. Also, due to the effects of COVID-19, an average 18% reduction in tenant rent is projected for the fiscal year.

- Target occupancy ranges from 93%-97% for the Beacon properties; however, due to the effects of COVID-19, a 5% reduction in rents is projected for the first six months of the fiscal year.
- Development Services budgets are consistent with the 5-year development plan.
- Central Office Cost Center (COCC) and Service Departments will experience continued pressure on funding and fees. The COCC funding restrictions are partially supported by efficiency improvements and other cost reduction efforts.

Staff has been working on the Fiscal Year 2020-2021 budget process, since October 2019. While staff continues to monitor the federal funding news, budgets were prepared using conservative estimates based on available information. Staff is pleased to present an overall balanced budget for the 2020-2021 fiscal year.

Managers worked diligently to produce operating budgets for their areas of responsibility. Officers and Directors have met with the Executive team to present their budgets and have made all appropriate adjustments.

Staff has focused on making prudent departmental and budgetary decisions, especially during this very challenging and changing funding environment, which has now been further exacerbated by the effects of COVID-19. The agency will also continue identifying and implementing solutions that will build on existing strengths and deliver services effectively and efficiently, while being innovative, ethical and nimble.

Following review by the Finance Committee, the budget will be presented to the full Board of Commissioners for consideration and approval at the June 4, 2020, meeting.

STRATEGIC GOAL:

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

ATTACHMENTS:

Resolution 6032
HUD form 52574
Budget Presentation

**San Antonio Housing Authority
Resolution 6032**

RESOLUTION 6032, APPROVING THE CONSOLIDATED OPERATING BUDGET FOR THE SAN ANTONIO HOUSING AUTHORITY AND ITS AFFILIATED NONPROFIT ENTITIES FOR THE FISCAL YEAR ENDING JUNE 30, 2021

WHEREAS, the fiscal year of the San Antonio Housing Authority and its affiliated Nonprofit entities runs from July 1 through June 30; and

WHEREAS, the Commissioners of the San Antonio Housing Authority are responsible for the adoption of its operating budget under its Rules of Governance; and

WHEREAS, the U.S. Department of Housing and Urban Development requires the San Antonio Housing Authority to adopt a public housing budget for its approval; and

WHEREAS, the San Antonio Housing Authority has prepared a Consolidated Operating Budget that maintains the long-term financial health of the agency and the ability to provide quality housing and services; and

WHEREAS, SAHA Moving to Work (MTW) funds are obligated consistent with the MTW Plan for the following:

- 1) Section 8 funding shortfall - \$2.2 million
- 2) Public Housing funding shortfall - \$4.5 million
- 3) Program administration and implementation of MTW initiatives - \$1.4 million
- 4) Capital Planning - \$500 thousand
- 5) Additional Funding for East Meadows Public Improvements and Relocation - \$200 thousand
- 6) Expansion of Public Housing Wi-Fi - \$2 million
- 7) Highland Park property support - \$1 million
- 8) Preservation and expansion of affordable and public housing - \$15.1 million

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

- 1) Reviewed the Consolidated Budget and has found that the final plan is reasonable in that it indicates a source of funding adequate to cover proposed expenditures; and
- 2) Approves Resolution 6032, approving the Consolidated Operating Budget for the San Antonio Housing Authority and its affiliated Nonprofit entities for the Fiscal Year Ending June 30, 2021, and the obligation of funds as described in this Resolution and included in the referenced Consolidated Operating Budget; and

- 3) Authorizes the Board Chair and President and CEO to submit and sign the HUD forms related to this Operating Budget.

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

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. This agency may not collect this information, and you are not required to complete this form, unless it displays a currently valid OMB control number.

This information is required by Section 6(c)(4) of the U.S. Housing Act of 1937. The information is the operating budget for the low-income public housing program and provides a summary of the proposed/budgeted receipts and expenditures, approval of budgeted receipts and expenditures, and justification of certain specified amounts. HUD reviews the information to determine if the operating plan adopted by the public housing agency (PHA) and the amounts are reasonable, and that the PHA is in compliance with procedures prescribed by HUD. Responses are required to obtain benefits. This information does not lend itself to confidentiality.

PHA Name: San Antonio Housing Authority PHA Code: TX006

PHA Fiscal Year Beginning: 07/01/2020 Board Resolution Number: 6032

Acting on behalf of the Board of Commissioners of the above-named PHA as its Chairperson, I make the following certifications and agreement to the Department of Housing and Urban Development (HUD) regarding the Board's approval of (check one or more as applicable):

DATE

- Operating Budget approved by Board resolution on: 06/04/2020
- Operating Budget submitted to HUD, if applicable, on:
- Operating Budget revision approved by Board resolution on:
- Operating Budget revision submitted to HUD, if applicable, on:

I certify on behalf of the above-named PHA that:

1. All statutory and regulatory requirements have been met;
2. The PHA has sufficient operating reserves to meet the working capital needs of its developments;
3. Proposed budget expenditure are necessary in the efficient and economical operation of the housing for the purpose of serving low-income residents;
4. The budget indicates a source of funds adequate to cover all proposed expenditures;
5. The PHA will comply with the wage rate requirement under 24 CFR 968.110(c) and (f); and
6. The PHA will comply with the requirements for access to records and audits under 24 CFR 968.110(i).

I hereby certify that all the information stated within, as well as any information provided in the accompaniment herewith, if applicable, is true and accurate.

Warning: HUD will prosecute false claims and statements. Conviction may result in criminal and/or civil penalties. (18 U.S.C. 1001, 1010, 1012.31, U.S.C. 3729 and 3802)

Print Board Chairperson's Name: Ana M. "Cha" Guzman	Signature:	Date: 06/04/2020
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SAHA | SAN ANTONIO
HOUSING AUTHORITY

Opportunity Lives Here

SAHA Board of Commissioners

Proposed Goals & Budget Fiscal Year 2020-2021

June 4, 2020

AGENDA

I. Background

- SAHA Significant Accomplishments in FY 2019-2020
- Guiding Principles and Strategic Plan Alignment

II. Funding Environment

- Who We Serve
- Federal Funding Trend

III. SAHA FY 2020-2021 Budget

- FY 2020-2021 Consolidated Budget - Revenues and Expenses
- MTW Proposed Uses
- SAHA Staffing Count and Organizational Chart
- Agency Goals and Priorities

SAHA and Partner FY 19–20 Accomplishments

3

- **Received 16 Awards of Merit from the National Association of Housing and Redevelopment Officials (NAHRO)** for various innovative programs and initiatives. Additionally, SAHA garnered two NAHRO National Awards of Excellence for Wheatley Park Senior Living Project Design and the Walking School Bus Initiative at Cassiano Homes.
- **SAHA and Terramark Urban Homes broke ground and held a ribbon-cutting ceremony** to celebrate the construction of 12 new homes on the Eastside through the Choice Neighborhoods Initiative. Residents have the opportunity to purchase new homes at an affordable price and achieve their dreams of homeownership.
- **SAHA announced it garnered 9 percent Low-Income Housing Tax Credits by the Texas Department of Housing and Community Affairs to build Alazan Lofts**, a new development that will expand affordable housing on the Inner Westside of San Antonio.
- **Through Community Development Initiatives, SAHA has held 1,756 various events** to connect residents with resources and skills training.
- **Substantially completed sale of 94 PH scattered site homes.** Net sale proceeds to date total \$7.4 million. The 7 remaining homes should close in the next 90 days. Net sale proceeds will be reinvested in capital projects to extend the useful life of existing PH assets.
- **Successfully installed approximately 2,400 new air conditioner units** at 20 Public Housing communities.

Budget Guiding Principles & Goals

I. Budget Guiding Principles

- Improve quality of life for residents
- Preserve and expand affordable housing
- Strengthen SAHA's basic internal services, systems and staff capacity

II. Goals Consistent with Strategic Plan:

1. Empower and equip families to improve their quality of life and achieve economic stability
2. Invest in our greatest resource - our employees - and establish a track record for integrity, accountability, collaboration and strong customer service
3. Preserve and improve existing affordable housing resources and opportunities
4. Strategically expand the supply of affordable housing
5. Transform core operations to be a high performing and financially strong organization
6. Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

THE NEED IN SA

5



25%

of San Antonio renters spend more than half of their income on housing

42,853

Households on all housing waitlists

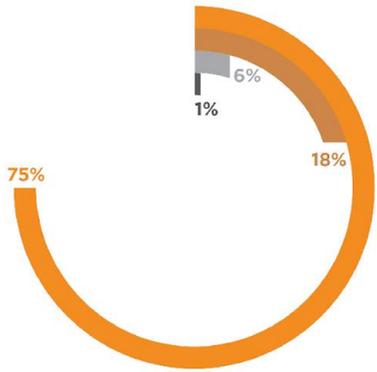
WHO WE SERVE

57,000

individuals housed

27,000

children (48%)



RACE/ETHNICITY

- Hispanic/Latino (75%)
- African American (18%)
- White (6%)
- Other (1%)

97%

are very low-income
(50% of area median income and below)

8%

of San Antonio rental market

FINANCIAL BARRIERS

\$9,899

Median Income
(\$50,980 San Antonio; \$72,000 SA-NB Metro)

52%

on a fixed income

53%

are elderly and/or disabled

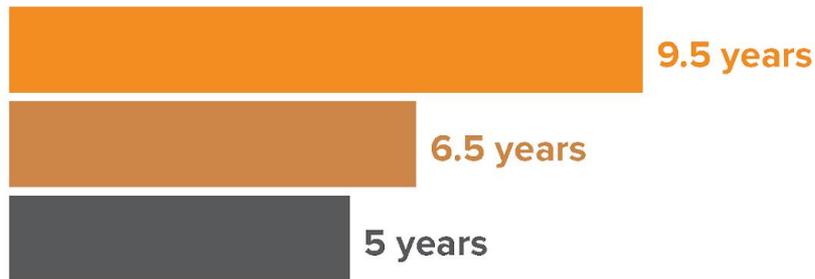
32%

are earning wages

\$234

average household rent

MEDIAN TENURE



- Older householder
- Householder with disability
- Work-able householder

RESIDENT EMPOWERMENT



1,649

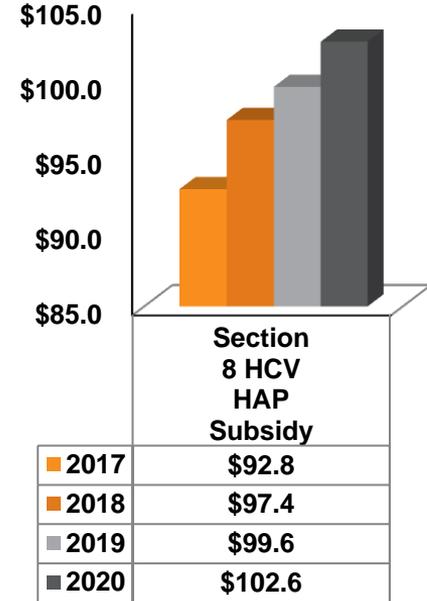
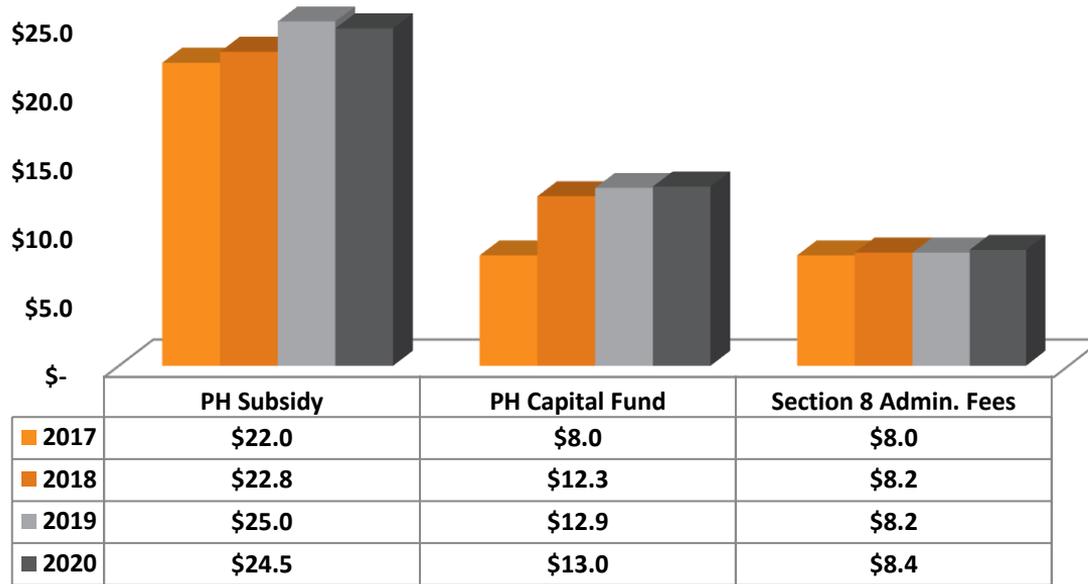
served through veteran and homeless programs with supportive services

1,703

receiving Community Development Initiatives services

Federal Funding Trend

9



Percentage Change
2020 vs 2019

-2.0%

0.78%

2.44%

3.01%

- Section 8 Housing Choice Voucher information indicated above does not include any Section 8 special programs
- Section 8 Choice Voucher HAP proration was 97% in 2017, 99.7% in 2018, 99.5% in 2019, and 99.4% in 2020
- Section 8 Admin Fee proration was 78% in 2017, 80.6% in 2018, 80.6% in 2019, and is projected to be 79% in 2020
- PH Operating Fund proration was 97.77% for 2019 and is projected to be 95% for 2020. HUD usually finalizes proration in October

Calendar Year Average HAP per Unit

10

Year	HAP Cost Per Unit	Dollar Increase	Percent Increase
2015	554.87	-	-
2016	571.10	\$16.23	2.93%
2017	589.87	\$18.77	3.29%
2018	618.65	\$28.78	4.88%
2019	631.23	\$12.58	2.03%
Projected 2020	684.06	\$52.83	8.37%

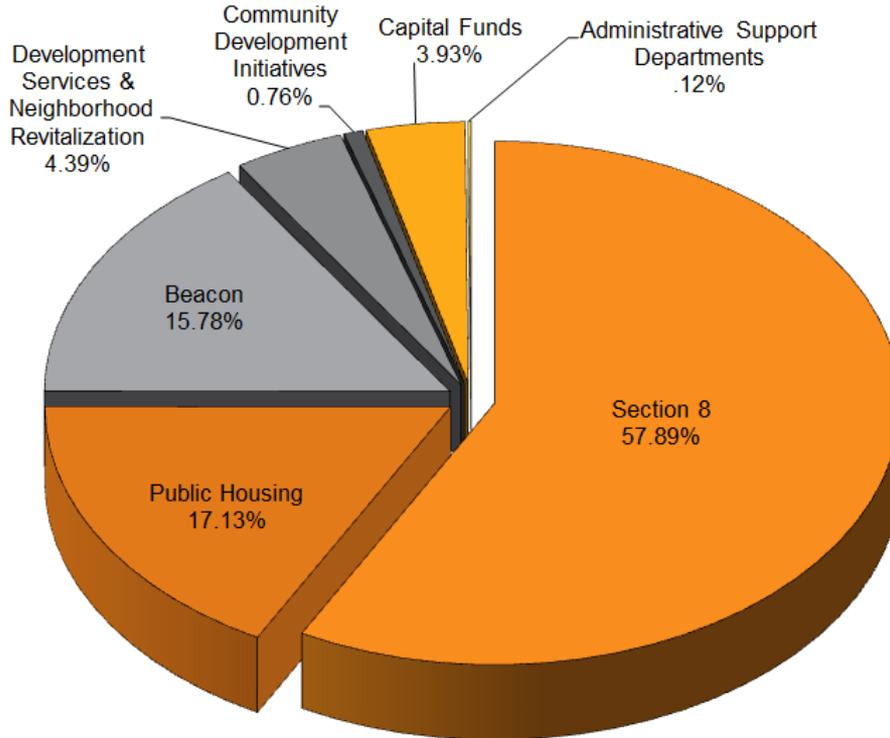
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Approximately 2.4% of the projected 2020 increase is inflationary, the balance is COVID related increases for the months of May through December

FY 2021 Consolidated Revenue (Sources)

\$203.6 Million

11



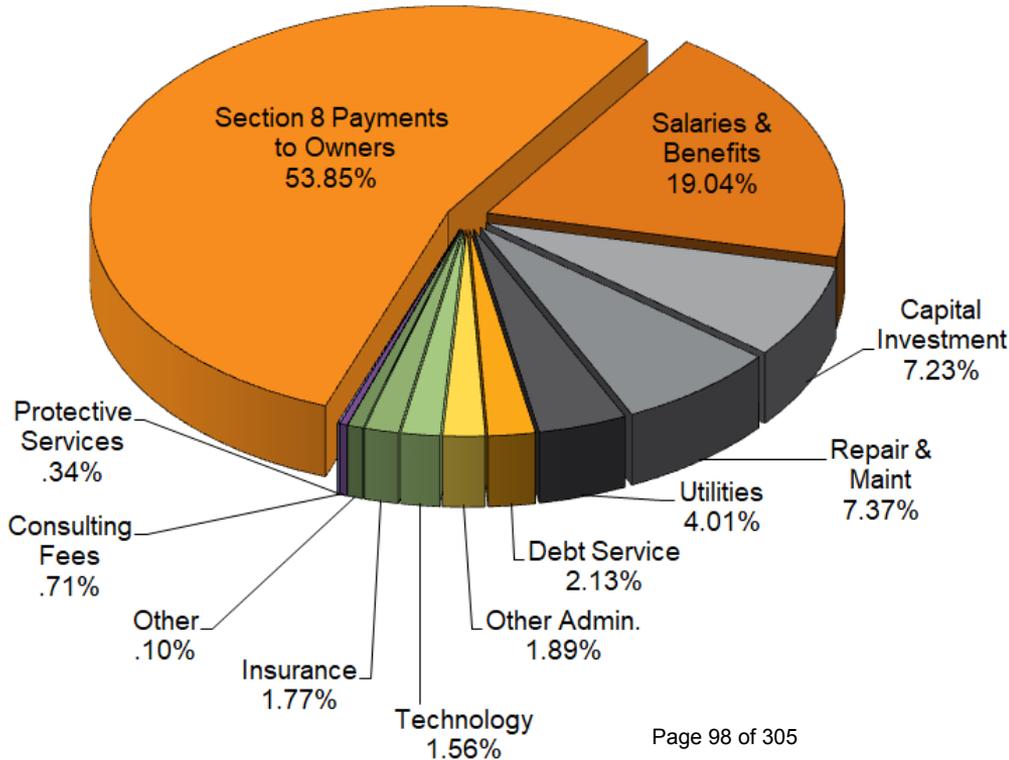
Line of Business	Projected Revenue (Mil) \$203.6
Section 8 (HAP & Admin Fee)	\$117.8
Public Housing	\$ 34.9
Beacon	\$ 32.1
Real Estate Services	\$ 8.9
Community Initiatives	\$ 1.6
Capital Funds	\$ 8.0
Administrative Support departments	\$ 0.3

- Revenue above reflects Fiscal Year funding as opposed to Slide 7, which reflects HUD Calendar Year funding
- Section 8 Revenue includes all special programs

FY 2021 Consolidated Use of Funds

\$203.6 Million

12



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Budget Line Item	Projected Expenses (Mil) \$203.6
■ Section 8 Payments to Owners	\$109.7
■ Salaries & Benefits	\$38.8
■ Repair & Maint (Non-Capital)	\$15.0
■ Capital Investment	\$14.7
■ Utilities	\$8.2
■ Debt Service Interest	\$4.3
■ Admin. & Other	\$3.8
■ Insurance	\$3.6
■ Technology	\$3.2
■ Consulting Fees	\$1.4
■ Protective Services	\$0.7
■ Other	\$0.2

Budget by Line of Business (Millions)

13

Balanced Budget

Description	Public Housing	Section 8	Beacon	Real Estate	Central	CDI/MTW	Subtotal
Operating Revenue	\$ 33.9	\$ 117.8	\$ 31.3	\$ 8.7	\$ 1.4	\$ 1.6	\$ 194.7
Operating Expenses							
HAP Expense	-	109.7	-	-	-	-	
Salaries and Benefits	12.3	5.1	7.3	1.0	10.5	2.3	
Repairs and Maintenance	9.7	-	4.9	0.1	0.29	-	
Utilities	5.1	-	2.9	-	0.20	-	
Protective Services	0.2	-	0.2	-	0.20	-	
Insurance	1.7	0.2	1.5	-	0.20	0.1	
Other Expenses	2.2	1.7	2.0	0.8	2.30	0.7	
Total Operating Expenses	31.2	116.7	18.8	1.9	13.7	3.1	185.4
Net Operating Income	\$ 2.7	\$ 1.1	\$ 12.5	\$ 6.8	\$ (12.3)	\$ (1.5)	\$ 9.3
Interest Income	\$ 1.0	0.0	0.8	1.3	0.2	0.0	3.3
Non-Operating Income & Expenses ¹	(8.2)	(3.3)	(8.3)	(0.1)	11.2	0.1	(8.6)
Net Surplus or (Deficit) ²	\$ (4.5)	\$ (2.2)	\$ 5.0	\$ 8.0	\$ (0.9)	\$ (1.4)	\$ 4.0

¹ Management Fee and Interest Expense are the primary sources of the listed Non-Operating Expenses, but also includes Replacement/Extraordinary items.

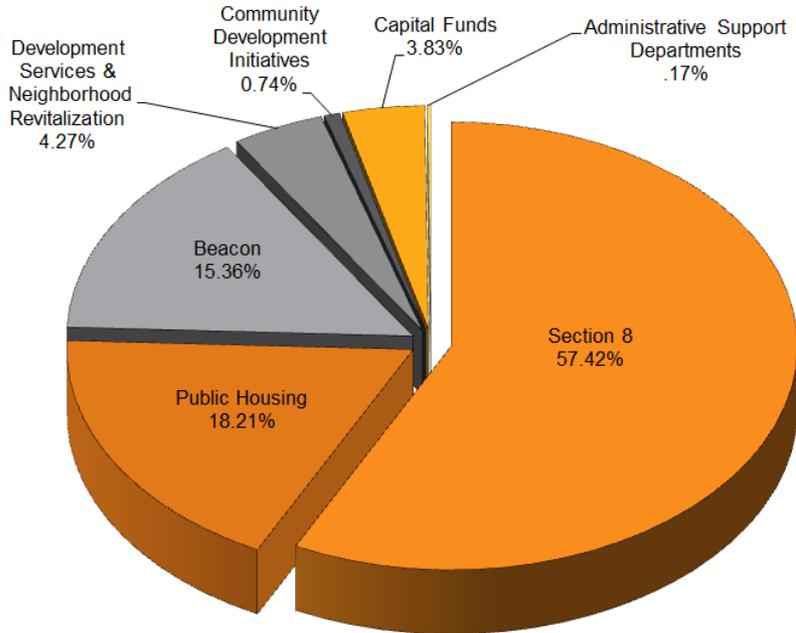
² Beacon net surplus of \$5.0 does not include \$2.8 million in principal payments on loans or any bank required debt service coverage ratio which is typically 1.25%.

Proposed Uses of SAHA MTW Funds

Preservation and Expansion of Affordable and Public Housing

Priority	Purpose	Amount (in Mil)
Section 8	To enable Section 8 to continue to serve residents in spite of increased costs due to COVID-19	\$2.2
Public Housing	To enable the Public Housing Program to continue to serve residents in spite of increased costs due to COVID-19	\$4.5
Community Development Initiatives	Program administration and implementation of MTW strategic goals: <ul style="list-style-type: none"> • Host 1,200 community events/activities with 18,000 residents participating • Provide 20,000 households with food assistance valued at \$1 million • Provide 50 college scholarships and over 180 REACH Awards • Maintain over 1,800 FSS/Jobs Plus participants; 40% maintain employment • Facilitate 20 residents to graduate from FSS; provide over \$100k in escrows • Assess over 1,500 EDS residents and facilitate 90% maintain independence 	\$1.4
Other Uses	<ul style="list-style-type: none"> • Capital Planning • Additional funding for East Meadows Public Improvements and Relocation (due to loss of GDBG funds) • Expansion of Public Housing Wi-Fi • Highland Park • Preservation and expansion of affordable and public housing 	\$0.5 \$0.2 \$3.0 \$1.0 \$14.1
Total Proposed Use of SAHA MTW Funds		\$26.9

Optimistic FY 2021 Consolidated Revenue (Sources) (Sources) \$209.0 Million



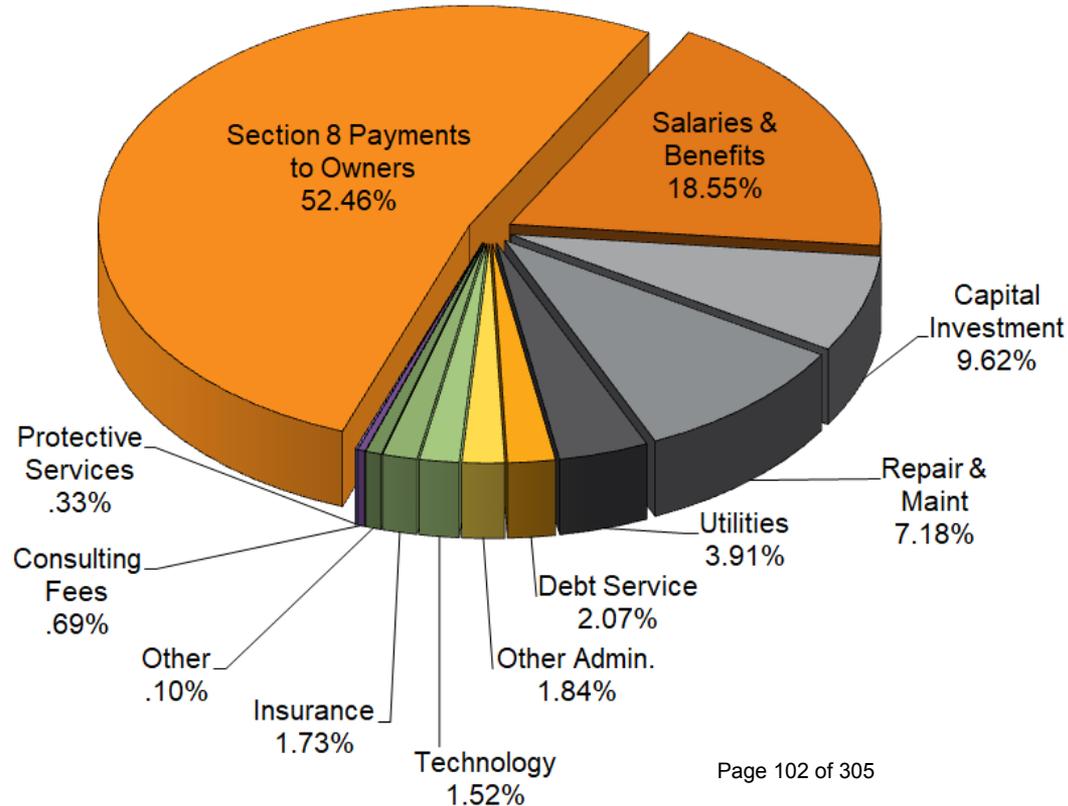
Line of Business	Projected Revenue (Mil) \$203.6	Cares Act Funding (Mil) \$5.4	Projected Revenue (Mil) \$209.0
Section 8 (HAP & Admin Fee)	\$117.8	\$2.2	\$120.0
Public Housing	\$34.9	\$3.2	\$38.1
Beacon	\$32.1	\$0.0	\$32.1
Real Estate Services	\$8.9	\$0.0	\$8.9
Community Initiatives	\$1.6	\$0.0	\$1.6
Capital Funds	\$8.0	\$0.0	\$8.0
Administrative Support departments	\$0.3	\$0.0	\$0.3

- Revenue above reflects Fiscal Year funding as opposed to Slide 7, which reflects HUD Calendar Year funding
- Section 8 Revenue includes all special programs

Optimistic FY 2021 Consolidated Use of Funds

\$209.0 Million

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Budget Line Item	Projected Expenses (Mil) \$209.0
Section 8 Payments to Owners	\$109.7
Salaries & Benefits	\$38.8
Repair & Maint (Non-Capital)	\$15.0
Capital Investment	\$20.1
Utilities	\$8.2
Debt Service Interest	\$4.3
Admin. & Other	\$3.8
Insurance	\$3.6
Technology	\$3.2
Consulting Fees	\$1.4
Protective Services	\$0.7
Other	\$0.2

Optimistic Proposed Uses of SAHA MTW Funds

Preservation and Expansion of Affordable and Public Housing

17

Priority	Purpose	Amount (in Mil)
Section 8	To enable Section 8 to continue to serve residents in spite of increased costs due to COVID-19	\$0.0
Public Housing	To enable the Public Housing Program to continue to serve residents in spite of increased costs due to COVID-19	\$1.3
Community Development Initiatives	<p>Program administration and implementation of MTW strategic goals:</p> <ul style="list-style-type: none"> • Host 1,200 community events/activities with 18,000 residents participating • Provide 20,000 households with food assistance valued at \$1 million • Provide 50 college scholarships and over 180 REACH Awards • Maintain over 1,800 FSS/Jobs Plus participants; 40% maintain employment • Facilitate 20 residents to graduate from FSS; provide over \$100k in escrows • Assess over 1,500 EDS residents and facilitate 90% maintain independence 	\$1.4
Other Uses	<ul style="list-style-type: none"> • Capital Planning • Additional funding for East Meadows Public Improvements and Relocation (due to loss of GDBG funds) • Expansion of Public Housing Wi-Fi • Highland Park • Preservation and expansion of affordable and public housing 	<p>\$0.5</p> <p>\$0.2</p> <p>\$3.0</p> <p>\$1.0</p> <p>\$23.5</p>
Total Proposed Use of SAHA MTW Funds		\$30.9

Beacon Five Year Capital Plan

- The total 5 year Capital Plan is \$29M with most expenses in years 1-3. All capital improvements are projected to be funded through property debt and reserves. Capital projects are based on the properties' condition and are heavily dependent on the level of deferred maintenance that require correction.
- By year 4, the refinancing plan for the current SAHA owned portfolio is projected to be complete. Once the partnership interest is acquired in the individual tax credit properties, capital planning will be based on property needs and refinancing opportunities and will coincide with the portfolio transition from Asset Management to Beacon.

CFP Five Year Capital Plan

19

	Total	Current FY 2019-2020	Year 1 FY 2020-2021	Year 2 FY 2021-2022	Year 3 FY 2022-2023	Year 4 FY 2023-2024	Year 5 FY 2024-2025
CFP Uses for Capital Projects:							
Projects On-Hold to Preserve Cash			3,513,823				
DDTF Development Activity / Capital Projects	217,972	217,972					
A&E Fees and Construction Management Salaries	2,197,419	197,419	400,000	400,000	400,000	400,000	400,000
PHA Wide - (TBD) Emergency/Unscheduled Repairs, etc.	2,582,352	0	500,000	650,000	650,000	650,000	132,352
College Park - Elevator #2 - Cylinder Replacement	75,000	75,000					
Fair Avenue - Asbestos Consultant Services	152,065	152,065					
L.C. Rutledge - Roof Replacement	905,637	905,637					
Madonna - Boiler Replacement	1,000,000	1,000,000					
Villa Tranchese - Asbestos Consultant Services	152,695	152,695					
Victoria Plaza -Window Abatement	48,039	48,039					
Victoria Plaza - Comprehensive Modernization	5,591,300	1,045,695	4,545,605				
Mirasol Homes - Roofing	1,209,800		400,000	809,800			
Sun Park Lane - Elevator Modernization	90,000		90,000				
W.C. White - HVAC Replacement	225,000		100,000	125,000			
Cassiano - 2424 Chihuahua - Foundation	200,000			200,000			
Cross Creek - Parking Lot Repairs	120,000			120,000			
Highview - Storm Drainage	161,200			161,200			
San Pedro Arms - Elevator Modernization	90,145			90,145			
South San - Drainage Repairs	161,200			161,200			
T.L. Shaley - Foundation Repairs - 827 & 829 Rita	278,814			278,814			
Villa Veramendi - Roofing	950,000			950,000			
Le Chalet - Substantial Renovation	1,498,720			223,113	1,275,607		
Morris Beldon - Substantial Renovation	912,885				912,885		
Francis Furey - Substantial Renovation	2,448,955				930,780	1,518,175	
College Park - Substantial Renovation	796,326					796,326	
Kenwood North - Substantial Renovation	936,864					790,066	146,798
Midway Apts - Substantial Renovation	701,096					14,705	686,391
Olive Park - Substantial Renovation	1,814,561						1,814,561
Park Square - Substantial Renovation	989,170						989,170
Total CFP Uses	\$ 26,507,215	\$ 3,794,522	\$ 9,549,428	\$ 4,169,272	\$ 4,169,272	\$ 4,169,272	\$ 4,169,272

SAHA Personnel Count

20

	2020 Budgeted Positions	2021 Budgeted Positions	Increase or (Decrease) in Position Count ¹	Personnel Distribution by Department
Public Housing	196	213	17	35%
Section 8 & Special Programs	89	91	2	15%
Community Development Initiatives	54	50	(4)	8%
Beacon	87	113	26	19%
Real Estate Services	9	9	0	1%
Management & Administrative Support (COCC)				
Property Management	19	24	5	4%
Other Management & Administrative Support	102	109	7	18%
Total	556	609	53	100%

1 Details provided on following slide

2 Includes 27 grant-funded positions for ROSS, Annie E. Casey, Family Self Sufficiency, HPOG, Choice Endowment, United Way Jobs Plus and United Way Presente

Personnel Count Increase/(Decrease)

21

	Nan McKay	Non Nan McKay	Increase/(Decrease)
Public Housing			
Client Service Specialist	6	-	6
Maintenance	10	-	10
Property Manager	1	-	1
Section 8 & Special Programs			
Administration	2	-	2
CDI			
Grant Funded	-	(4)	(4)
Beacon*			
Administration	-	5	5
Leasing Agent	-	7	7
Maintenance	-	11	11
Property Manager	-	3	3
Property Management- COCC			
Public Housing			
Administration	3	2	5
Other Management & Administrative Support- COCC			
Administration	1	6	7
Total	23	30	53

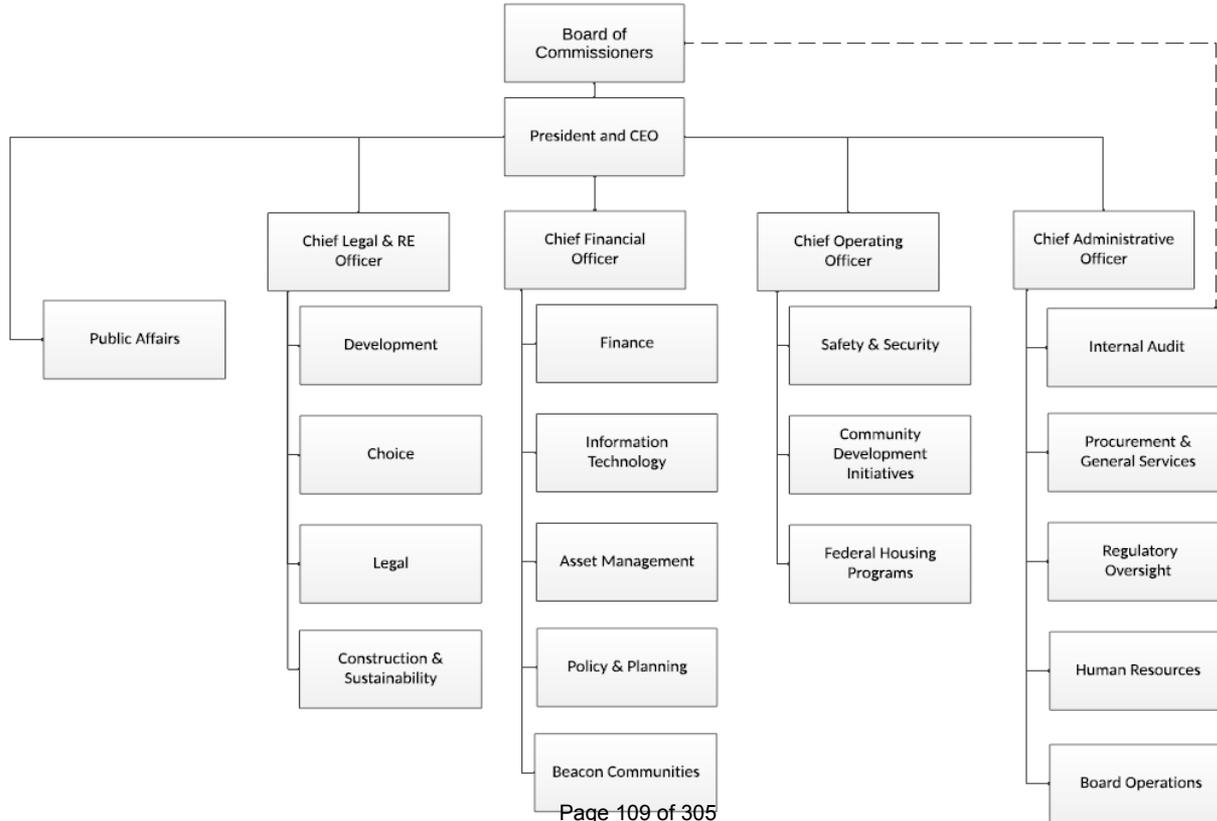
*Increase is due to the addition of four new properties in the Beacon portfolio as well as 5 staff to support the management of these new properties and the properties that have and will continue to be transitioned to Beacon management

Position Savings

22

	Savings Included in Budget
Public Housing	\$ 815,143
Section 8 & Special Programs	169,498
Community Development Initiatives	-
Beacon	134,289
Real Estate Services	96,248
Management & Administrative Support (COCC)	
Property Management	23,425
Other Management & Administrative Support	434,967
1% Average Merit Increase	280,873
Total	\$ 1,954,443

SAHA Organizational Structure



Goals for Assisted Housing

Empower and equip families to improve their quality of life and achieve economic stability

- Develop and implement updated Early Engagement Program

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

- Provide ongoing training to include mental health, first aid and customer service

Preserve and improve existing affordable housing resources and opportunities

- Special Programs: Utilize vouchers at 95% or above

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

- Investigate client software to improve program efficiencies and client experience

Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

- Establish a Landlord Policy Alliance
- Strengthen relationships with Special Programs partners to improve mutual accountability and ownership of client outcomes

Goals for Public Housing

Empower and equip families to improve their quality of life and achieve economic stability

- Develop and implement updated Early Engagement Program
- Improve the resident experience through development of a resident toolkit

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

- Provide ongoing training to include mental health, first aid and customer service

Preserve and improve existing affordable housing resources and opportunities

- Improve REAC scores at all properties by at least 10 points and maintain score at high-performing communities

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

- Investigate client software to improve program efficiencies and the client experience
- Develop a PH Scorecard

Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

- Establish an agency-wide Resident Alliance

Goals for Beacon Communities

Preserve and improve existing affordable housing resources and opportunities

- Complete capital work and rehabilitation of Sunshine Plaza, Pecan Hill, Castle Point, La Providencia, Burning Tree, Encanta Villa, Churchill Estates Townhomes, and Woodhill for an estimated improvement investment of \$16.2M.

Strategically expand the supply of affordable housing

- Continue to track and prepare for the 15-year tax credit ownership and management transition of Legacy at Science Park, Legacy on O'Connor, and Refugio. Explore opportunities to expand affordable housing with the Real Estate Deals group and prepare the business model to become a viable contender in the management-for-hire industry to increase management fee revenue for such opportunities.

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

- Complete the initial 3 year transition phase, saving the communities approximately \$1M annually in management fees. Increase occupancy to 96%. Continue seeking regulatory approval to go fully paperless from application to file maintenance while beta testing the procedures on the market communities. Continue implementation of water allocation saving the communities an estimated \$500k annually.

Goals for Real Estate Services

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

- Director to complete HCV executive management training (April 2021)
- Attend development industry specific conferences (TAAHP and AFH) (June 2021)

Strategically expand the supply of affordable housing

- Begin pre-development and close on 4% / Bond Deals
 - St John's Square (Nov 2020)
 - Horizon Point (Oct 2020)
 - Pearsall Flats (Nov 2020)
- Begin community engagement for Alazan Courts (July 2020)
- Obtain 9% tax credit award for Fiesta Trails (July 2020)
- Obtain contract with Victoria Commons master developer and begin construction of new townhomes (June 2021)

Goals for Construction Services & Sustainability

28

Preserve and improve existing affordable housing resources and opportunities

- Expend 2018 CFP Grant 100% by May, 28 2021
- Obligate 2019 CFP Grant by April 15, 2020
- Public Housing: complete and re-occupy Victoria Plaza Apartments, fire sprinkler and alarm projects at Fair Avenue and Villa Tranchese, Cassiano Homes offline units
- Beacon Communities: complete projects at Castle Point, Encanta Villa and Churchill Estates, Burning Tree, Sunshine Plaza, Pecan Hill, and Pin Oak I
- Complete architectural and engineering design projects for Madonna Apartments (gas infrastructure and boiler replacement), Highview Apartments (storm drainage improvements), and Central Office (HVAC project)
- Complete Phase II Energy Performance Contract

Strategically expand the supply of affordable housing

- Complete East Meadows residential and public improvements construction and Phase I
- Complete Artisan at Ruiz construction project
- Begin new construction at Majestic Ranch, 100 Labor, Culebra Crossing, Alazan Lofts, St. John's Square, Tampico Warehouse, Mira Vista, Old Pearsall Rd., 1604/I10, Kitty Hawk, Trader Flats and Pearsall Flats

Goals for Community Development Initiatives

29

Empower and equip families to improve their quality of life and achieve economic stability

- Improve quality of life for residents
 - Host 1,200 community events/activities with 18,000 residents participating
- Provide access to resources and non-SAHA programs
 - Provide 20,000 households with food assistance valued at \$1 million
- Improve resident capacity
 - Maintain over 1,800 FSS/Jobs Plus participants; 40% maintain employment
 - Provide 50 college scholarships and over 180 REACH Awards
- Facilitate residents to achieve self sufficiency or independence (EDS)
 - Facilitate 20 residents to graduate from FSS; provide over \$100k in escrows
 - Assess over 1,500 EDS residents and facilitate 90% maintain independence

Goals for Asset Management

30

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

- Completion of PNA field work and implementation of PNA Asset Management Database
- Develop Performance Scorecard for tax credit partnership properties
- Negotiate settlement of pending litigation with Wentwood and complete acquisition of 3 LIHTC properties

Preserve and improve existing affordable housing resources and opportunities

- Submit disposition application for remaining 69 PH scattered site homes; anticipated net sale proceeds of \$5.2M will be used to preserve and/or expand supply of affordable housing units
- Evaluate adaptive reuse of Springview administration office to provide additional affordable housing units
- Close on financing for EPC II and implement plan to install energy conservation measures in 2,311 PH units
- Evaluate and execute on financing opportunities for Sunshine and Pecan assets in Beacon Communities portfolio

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

- Support and encourage staff to pursue certifications and higher education opportunities

Goals for Procurement

Empower and equip families to improve their quality of life and achieve economic stability

- Increase the number of new individuals in Resident Pool List
- Continue effort to have 100% participation from vendors reporting Section 3 compliance online instead of submitting manually
- Hire at least one summer youth to assist the Procurement and General Services Department

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

- Increase opportunities for new staff related to State and HUD Procurement training
- Identify training opportunities for custodial and mailroom staff and courses related to fleet and facilities

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

- Develop and implement the new Section 3 and SWMBE Policies
- Finalize and implement the Fleet Management Policy and Procedures
- Pursue the outsourcing of fleet maintenance with a private sector third party provider

Goals for Innovative Technology

Empower and equip families to improve their quality of life and achieve stability

- Using the Mozilla winning funds and continuing to support the ConnectHome goals, complete the installation of the solar mesh winning idea at Cassiano Homes or Lincoln Heights

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

- Develop training model that will provide ongoing, consistent technical training for staff
- Provide technical support and consulting services for EOY, benefits and payroll processing
- Implement camera solutions that deter nuisance activity, protect staff, and SAHA property

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

- Continue the roll out of Docusign using unlimited licenses to incorporate more business processes
- Implement New CMS (Client Management System) to improve service delivery to our clients
- Complete JDE and core operations to the cloud, complete server reduction initiatives
- Use cloud API's frameworks to develop applications and dashboards for relevant data mining
- Complete the implementation of planning/ procurement, Nemo-Q and Risk software
- Complete the upgrade of Central Office public and private Wi-Fi networks
- Complete the upgrade of our core and department switches and fiber backbone to support new technologies

Goals for Finance

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

- Continue to develop the skill set of staff by offering opportunities for cross-training; in addition to encouraging staff to pursue educational opportunities and professional certifications.

Preserve and improve existing affordable housing resources and opportunities

- Coordinate with Asset Management and lender(s) to potentially leverage various properties from the Beacon portfolio.
- Collaborate with the Asset Management, Legal, and Beacon departments to convert tax credit properties reaching the end of their 15 year initial compliance period into the Beacon portfolio.

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

- Implement Optima, the accounts payable automation software, in collaboration with IT department.
- Facilitate the transition of several properties back to Beacon management, including Yardi system conversion.
- Collaborate with IT department to transition to cloud-based JDE platform.

Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

- Plan and manage all accounting functions to ensure an audit report with no financial findings, increase SAHA organizational controls, and follow up on all audit findings and management letter recommendations.
- Review newly issued GASB Pronouncements and implement as required.
- Implementation of GASB 87, *Leases*.

Goals for Human Resources

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

- Recruitment and Retention
 - Create plan for ensuring that Linked In profiles are created for all hiring managers.
 - Create additional efficiencies in the recruitment process to reduce time to hire.
 - Monitor and evaluate time to hire for maintenance techs as salary was increased more than 18%.
 - Convene a work group to develop 3 to 7 viable recommendations related to retention efforts.

- Benefits
 - Increase enrollment in new plans by 15% and enrollment in ICMA by 10%.

- Organizational Development
 - Focus on teamwork and collaboration training to improve new hire retention and alignment with new projects for participants of the SAHA Leadership program.
 - Convene a work group of current personnel with trainer/training capacities and/or backgrounds to develop goals, tactics, and metrics required for a comprehensive Learning Management System (LMS).

- Employee Events
 - Develop modified Wellness event to include focus on activities for stress reduction and self-care.

Goals for Internal Audit

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

- Develop and implement the 2020-2021 Internal Audit Plan by July 1, 2020; utilizing an improved Google Form that incorporates feedback received
- Develop an Internal Auditors network to identify audit best practices that can support SAHA operations
- Identify and pursue opportunities to provide consulting services to other housing authorities

Empower and equip families to improve their quality of life and achieve economic stability

- Introduce a college-age SAHA summer youth employee to Internal Audit and provide them with mentoring and audit work experience; provide encouragement to attend college and/or complete their higher education

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

- Provide at least 20 hours of audit training to Internal and Compliance auditors, and provide additional engagement and learning opportunities for Internal Audit staff to gain experience for advancement
- Create awareness for Internal Audit through a “Lunch and Learn” and various events during “Internal Audit Awareness Month” (May)

Goals for Legal

Preserve and improve existing affordable housing resources and opportunities

- Continue to counsel other departments on landlord tenant situations to help find mitigating opportunities or alternatives, if possible.
- Continue to improve open records portal so that documents are delivered in efficient and expedited manner.

Develop a local and national reputation for being an effective leader, partner and advocate for affordable housing and its residents

- Participate in local and national events with other agencies in the industry as representatives of SAHA to stay as current as possible on affordable housing issues.
- Continue to align with outside partners to provide more opportunities and services to our tenants including COSA and the eviction mitigation fund.

Preserve and improve existing affordable housing resources and opportunities

- Continue to counsel other departments on landlord tenant situations to help find mitigating opportunities or alternatives, if possible.
- Continue to improve open records portal so that documents are delivered in efficient and expedited manner.

Develop a local and national reputation for being an effective leader, partner and advocate for affordable housing and its residents

- Participate in local and national events with other agencies in the industry as representatives of SAHA to stay as current as possible on affordable housing issues.
- Continue to align with outside partners to provide more opportunities and services to our tenants including COSA and the eviction mitigation fund.

Goals for Policy & Planning

Strategic Plan Development and Deployment

- Deploy Strategic Plan 2025 and first-year implementation strategies. Develop and initiate theory of change update cycle, as well as strategic plan update cycles.

Empower and equip families to improve their quality of life and achieve economic stability

- Finalize and start tracking self sufficiency progress metric and similar life-works metrics.

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

- Increase training opportunities for staff; complete performance evaluations on time. Develop leadership training curriculum around theory of change.

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

- Develop new department income source. Lead Data Governance Committee to establish agency strategy to improve use of data, including tracking core operations, better informed planning and policy efforts, and meaningful insights on agency outcomes. Specific strategies could include identifying positions for cross-training in GIS, coordinated data sharing efforts, and expanded use of new technologies. Develop stronger evaluation function based on pilot work to date.

Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

- Develop new channels to engage external partners. Monitor National, State, and local legislation and policies and take appropriate action, especially around agency priorities.

Goals for Public Affairs

38

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

- Proactively highlight SAHA's success stories in the community through organic and earned media opportunities and robust media engagement
- Maintain resident and employee engagement and support for the Agency's long-term goals

Develop a local and national reputation for being an effective leader, partner, and advocate for affordable housing and its residents

- Influence influencers in the community to help reverberate SAHA's messages across many platforms and channels
- Spearhead a robust digital strategy
- Support legislation and legislative activities in support of SAHA's strategic goal
- Build upon SAHA's local, regional and national reputation by seeking and coordinating public speaking, media opportunities, and media training for the Agency's President & CEO and subject-matter experts

Goals for Regulatory Oversight

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

- Board Relations Manager will complete module one of the Texas Municipal Clerks Certification Program, complete individual home study and online homework, attend required seminars and take the course examination.
- Compliance Manager will obtain advanced training in the area of Low Income Housing Tax Credit (LIHTC) and register for the online Tax Credit Specialist Advanced (TCSA) certification course.

Transform core operations to be a high performing and financial strong organization

- Fraud Investigator will review and close all remaining stale 2016-2019 lighthouse cases, complete preliminary investigations and close all non relevant cases within 3 days and review all open cases every 45 days and close within 90 days.
- Board Relations Manager will create and maintain an electronic folder of all SAHA Nonprofit Corporations, to include the Articles of Incorporation and By-Laws and Dissolutions.
- Board Relations Manager will create an ongoing comprehensive list of all executed copies of SAHA Resolutions currently located outside of the Board FM Folder and organize them in the Archived Resolutions folder located in the Board FM folder.
- Compliance Manager will collaborate with Asset Management and Security to develop a Partnership Crime Statistics Tracking System. The goal is to reduce the number of partnership developments located on SAHA's top ten crime properties.
- Compliance Manager will continue to work with Asset Management to finalize the Partnership Performance Metrics Tracker.

Goals for Security

40

Invest in our greatest resources and establish a track record for integrity, accountability, collaboration and strong customer service

- Auto-populate top 10 communities and top 10 addresses for management at each portfolio
- Identify and track Repeat Offenders to issue Criminal Trespass Warnings

Preserve and improve existing affordable housing resources and opportunities

- Expand Intelligence & Evidence-Based Systemic review of critical challenges and opportunities for improvement and communications across all portfolios
- Strategic plans operational level deliverables to evaluate crime patterns and report to SAFFE, using the five objectives:
 - Synchronize LEAPS;
 - Social Data Report (YTD) by portfolio;
 - Pooling Resources in Defense of specific Environments (PRIDE);
 - Two-way collaboration & communication (using online electronic tablets);
 - Calls For Service are placed in chronological, then categorical order to facilitate an enhanced capacity for PRIDE

APPENDIX

FY 2021 Consolidated Revenue Trend

Projected revenue in FY 2021 will increase by \$18.6 Million

42

Description	FYE 6/30/19 Actual	FYE 6/30/19 Budget	FYE 6/30/20 Budget	FYE 6/30/21 Budget	Variance 2021 Budget vs 2020 Budget Increase/ (Decrease)
Rental Revenue	\$ 31.5	\$ 32.3	\$ 32.5	\$ 37.7	\$ 5.2
Grant Revenue					
Section 8 - HAP ¹	99.7	92.5	100.9	108.6	7.7
Section 8 - Admin.	9.1	7.9	8.9	9.2	0.3
Operating Subsidy	24.3	20.9	21.5	24.3	2.8
Capital Grants	18.3	14.4	8.3	8.0	(0.3)
Other Grants	4.3	4.3	5.2	3.7	(1.5)
Total Grant Revenue	\$ 155.7	\$ 140.0	\$ 144.8	\$ 153.7	\$ 8.9
Other Revenue ²	7.8	6.0	7.7	12.2	4.5
Total Revenue	\$ 195.0	\$ 178.3	\$ 185.0	\$ 203.6	\$ 18.6

¹ Increase of HAP revenue is due to increased HAP costs.

² Other Revenue includes Lease Payments, Cash Donations, Compliance Monitoring Fees, Other Income, Deposit Forfeitures and Interest Income.

FY 2021 Consolidated Expense Trend

43

Description	FYE 6/30/18	FYE 6/30/19	FYE 6/30/20	FYE 6/30/21	Variance 2021 Budget vs 2020 Budget Increase/ (Decrease)
	Actual	Budget	Budget	Budget	
Section 8 Payments to Owners	\$98.1	\$92.4	\$100.7	\$109.7	\$9.0
Salaries & Benefits	32.1	34.0	35.9	38.8	2.9
Technology ¹	2.5	2.5	3.3	3.2	(0.1)
Admin and Other ²	3.3	3.5	4.0	3.8	(0.2)
Consulting Fees	1.1	1.7	1.7	1.4	(0.3)
Utilities	7.0	7.5	7.9	8.2	0.3
Other	0.7	1.8	0.3	0.2	(0.1)
Repair & Maintenance	17.0	11.4	13.0	15.0	2.0
Insurance	2.6	2.9	2.9	3.6	0.7
Protective Services	0.8	0.9	0.8	0.7	(0.1)
Debt Service Interest	3.0	2.4	3.3	4.3	1.0
Capital Investment	26.8	17.3	11.2	14.7	3.5
Total Expenses	\$195.0	\$ 178.3	\$ 185.0	\$ 203.6	\$ 18.6

¹ Includes telephone, technology/licensing costs and internet

² Includes expenses such as audit, postage, office supplies, advertising, legal fees, training, travel, etc.

Optimistic FY 2021 Consolidated Revenue Trend

Projected revenue in FY 2021 will increase by \$24 Million

44

Description	FYE 6/30/19	FYE 6/30/19	FYE 6/30/20	FYE 6/30/21	Variance 2021 Budget vs 2020 Budget Increase/ (Decrease)
	Actual	Budget	Budget	Budget	
Rental Revenue	\$ 31.5	\$ 32.3	\$ 32.5	\$ 37.7	\$ 5.2
Grant Revenue					
Section 8 - HAP ¹	99.7	92.5	100.9	108.6	7.7
Section 8 - Admin.	9.1	7.9	8.9	11.4	2.5
Operating Subsidy	24.3	20.9	21.5	27.5	6.0
Capital Grants	18.3	14.4	8.3	8.0	(0.3)
Other Grants	4.3	4.3	5.2	3.6	(1.6)
Total Grant Revenue	\$ 155.7	\$ 140.0	\$ 144.8	\$ 159.1	\$ 14.3
Other Revenue ²	7.8	6.0	7.7	12.2	4.5
Total Revenue	\$ 195.0	\$ 178.3	\$ 185.0	\$ 209.0	\$ 24.0

¹ Increase of HAP revenue is due to increased HAP costs.

² Other Revenue includes Lease Payments, Cash Donations, Compliance Monitoring Fees, Other Income, Deposit Forfeitures and Interest Income.

Optimistic FY 2021 Consolidated Expense Trend

45

Description	FYE 6/30/18	FYE 6/30/19	FYE 6/30/20	FYE 6/30/21	Variance 2021 Budget vs 2020 Budget Increase/ (Decrease)
	Actual	Budget	Budget	Budget	
Section 8 Payments to Owners	\$98.1	\$92.4	\$100.7	\$109.7	\$9.0
Salaries & Benefits	32.1	34.0	35.9	38.8	2.9
Technology ¹	2.5	2.5	3.3	3.2	(0.1)
Admin and Other ²	3.3	3.5	4.0	3.8	(0.2)
Consulting Fees	1.1	1.7	1.7	1.4	(0.3)
Utilities	7.0	7.5	7.9	8.2	0.3
Other	0.7	1.8	0.3	0.2	(0.1)
Repair & Maintenance	17.0	11.4	13.0	15.0	2.0
Insurance	2.6	2.9	2.9	3.6	0.7
Protective Services	0.8	0.9	0.8	0.7	(0.1)
Debt Service Interest	3.0	2.4	3.3	4.3	1.0
Capital Investment	26.8	17.3	11.2	20.1	8.9
Total Expenses	\$195.0	\$ 178.3	\$ 185.0	\$ 209.0	\$ 24.0

¹ Includes telephone, technology/licensing costs and internet

² Includes expenses such as audit, postage, office supplies, advertising, legal fees, training, travel, etc.

Partnership Interests

46

We have a financial interest in twenty-six partnerships

Completion Date	Developer	Property	Total Units	PH Units
2007	American Affordable Homes	Midcrown Seniors Pavilion	196	39
2007	Cascade Development	Primrose @ Mission Hills	252	0
2007	Franklin Development Corp	Artisan at Mission Creek	252	0
2007	NRP Group	Costa Valencia Apts.	230	0
2008	Cascade Development	Primrose @ Monticello	248	0
2008	Cascade Development	Rosemont @ University Park	240	0
2008	Franklin Development Corp	Artisan at Salado II	252	0
2008	NRP Group	Costa Mirada Apartments	212	0
2008	NRP Group	Costa Almadena Apartments	176	0
2008	NRP Group	San Juan Square Phase I	143	46

Partnership Interests

(continued)

Completion Date	Developer	Property	Total Units	PH Units
2008	NRP Group	Alhambra Senior	140	14
2009	Hogan Services	Elan Garden	228	0
2010	Carleton Development	HemisView Village	245	49
2010	Franklin Development Corp	Artisan at Creekside	252	0
2010	Franklin Development Corp	Sutton Oaks (Sutton I)	194	49
2010	NRP Group	San Juan Square II	144	48
2011	NRP Group	The Mirabella	172	0
2013	Franklin Development Corp	The Park at Sutton Oaks	208	49
2014	NRP Group	San Juan Phase III	252	63

Partnership Interests

48

(continued)

Completion Date	Developer	Property	Total Units	PH Units
2018	MBS	East Meadows I	215	71
2018	MBS	Wheatley Park Senior Living	80	44
2019	Post Investment Group	Arroyo Seco	200	0
2019	Vesta Corporation	Marshall Meadows	250	0
2019	Vesta Corporation	Mission Del Rio	180	0
2019	Vesta Corporation	Port Royal	252	0
2020	MBS	East Meadows II	119	42
Total			5,332	514

Public Housing Communities

Property	Total Units
Cross Creek	66
LC Rutledge	66
Morris Beldon	35
Lewis Chatham	119
OP Schnabel	70
Victoria Plaza	185
Alazan	685
Guadalupe	56
Blanco	100
Marie Mcguire	63

Property	Total Units
San Pedro Arms	16
Villa Hermosa	66
Villa Tranchese	201
Convent	0
Olive Park	26
Springview	180
Village East	24
Cheryl West	82
Lincoln Heights	338
TL Shaley	66

Public Housing Communities

50

(continued)

Property	Total Units
Escondida	20
Madonna	60
Sahara Ramsey	16
Tarry Towne	98
Williamsburg	15
Scattered sites	75
Sunflower	9
Palm Lake	11
Christ The King	48
Mirasol Homes	174

Property	Total Units
Raymundo Rangel	26
Villa Veramendi	166
Fair Avenue	216
Highview	68
Matt Garcia	55
William Sinkin	50
College Park	78
Glen Park	26
Kenwood Manor	9
Kenwood North	53

Public Housing Communities

51

(continued)

Property	Total Units	Property	Total Units
Park Square	26	WC White	75
Parkview	153	Cisneros	55
Charles Andrews	52	HB Gonzalez	51
Francis Furey	66	Jewett Circle	75
Pin Oak I	50	Westway	152
Pin Oak II	22	Lila Cockrell	70
Cassiano Homes	499	Linda Lou	10
Frank Hornsby	59	Midway	20
Le Chalet	34	Mission Park	100
Sun Park Lane	65	Riverside	74

Public Housing Communities

52

(continued)

Property	Total Units	Property	Total Units
South San	30	San Juan Sq I	46
Alhambra	14	San Juan Sq II	48
Converse Ranch I	25	Sutton Oaks Ph I	49
Converse Ranch II	21	The Park at Sutton Oaks	49
East Meadows	71	Wheatley Senior Park	41
East Meadows II	42		
Gardens at San Juan	63		
Hemisview	49		
Midcrown	39		
Refugio	50		

Beacon Communities

53

Property	Total Units	Property	Total Units
Bella Claire	67	Dietrich Road	30
Burning Tree	108	Encanta Villa	56
Castle Point	220	Homestead	157
Churchill Estates	40	La Providencia	90
Claremont Townhomes	4	Legacy at Crown Meadows	192
Converse Ranch I	124	Legacy on O'Connor	150
Converse Ranch II	104	Legacy at Science Park	120
Cottage Creek I	253	Monterrey Park	200
Cottage Creek II	196	Pecan Hill	100
Courtland Heights	56	Reagan West	15

Beacon Communities

Property	Total Units
Refugio Place	210
Rosemont at Highland Park	252
Sunshine Plaza	100
Towering Oaks	128
Villa de San Alfonso	29
Villa de Valencia	104
Warren House	7
Woodhill	532

DISCUSSION

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

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 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:

David Nisivoccia

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David Nisivoccia
President and CEO

DocuSigned by:

Timothy Alcott

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Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6029 and 20FAC-5-23, 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 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, of which 80, are tax credit units and 8 are market units. Of the 80 low income housing tax credit units, 40 are public housing with 8 units at 30% AMI or below, and 32 at 50% AMI or below, and 40 are pure tax credit units serving families at 60% of AMI and below. 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

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

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 Bank of America, N.A., or its affiliates (Equity Financing), or an approved equal equity provider, as an investor limited partner, will be used to finance the construction and long-term operations. Bank of America, N.A. has issued a commitment to purchase the project's tax credits at an equity price of approximately .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 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 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 Bank of America, N.A., or its affiliates (Equity Financing) or an approved equal equity provider ; 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 Nisiovocchia	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 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 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 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 Bank of America, N.A., or its affiliates (Equity Financing) or an approved equal equity provider ; 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.

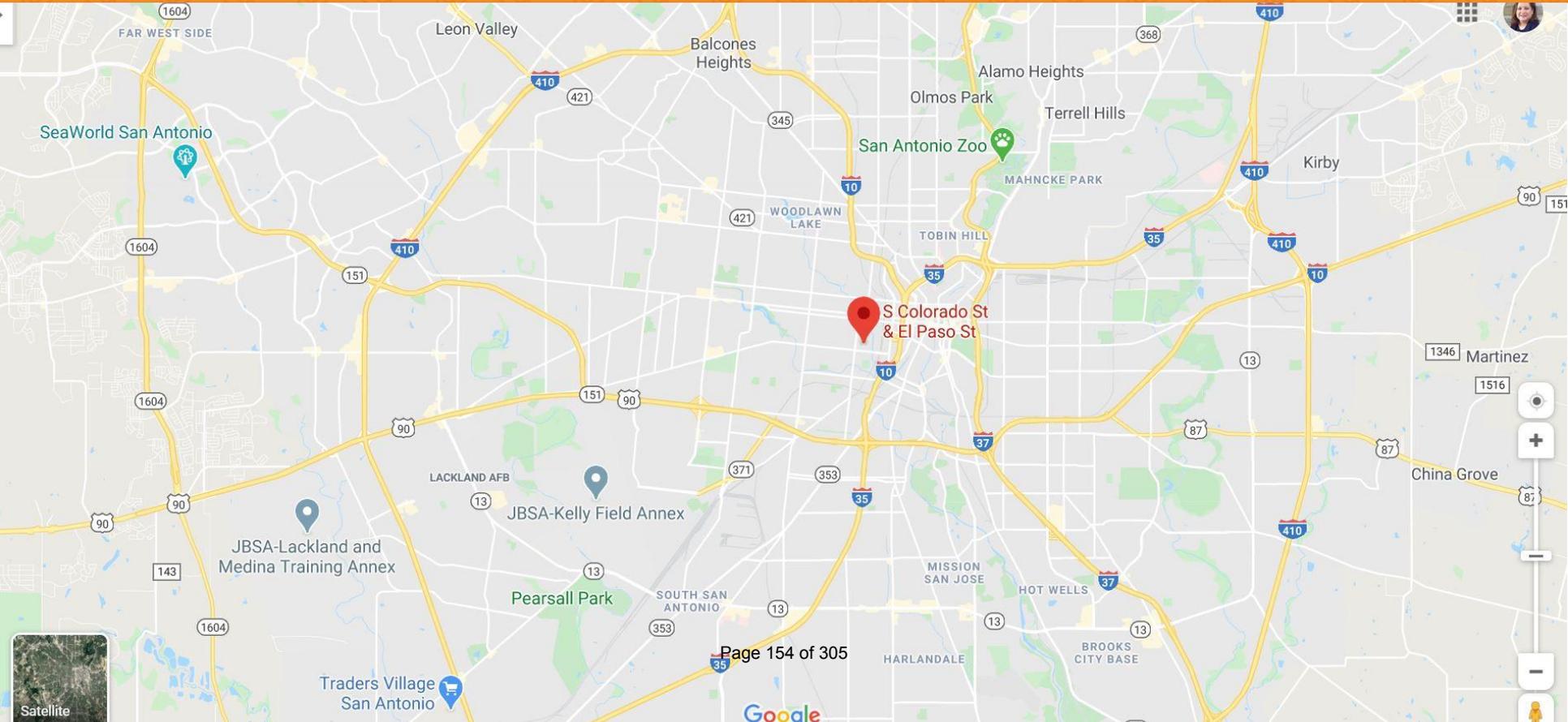
Passed and approved the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

ALAZAN LOFTS MAP



Satellite

ALAZAN LOFTS



Torreon St.

El Paso St.

Guadalupe St.

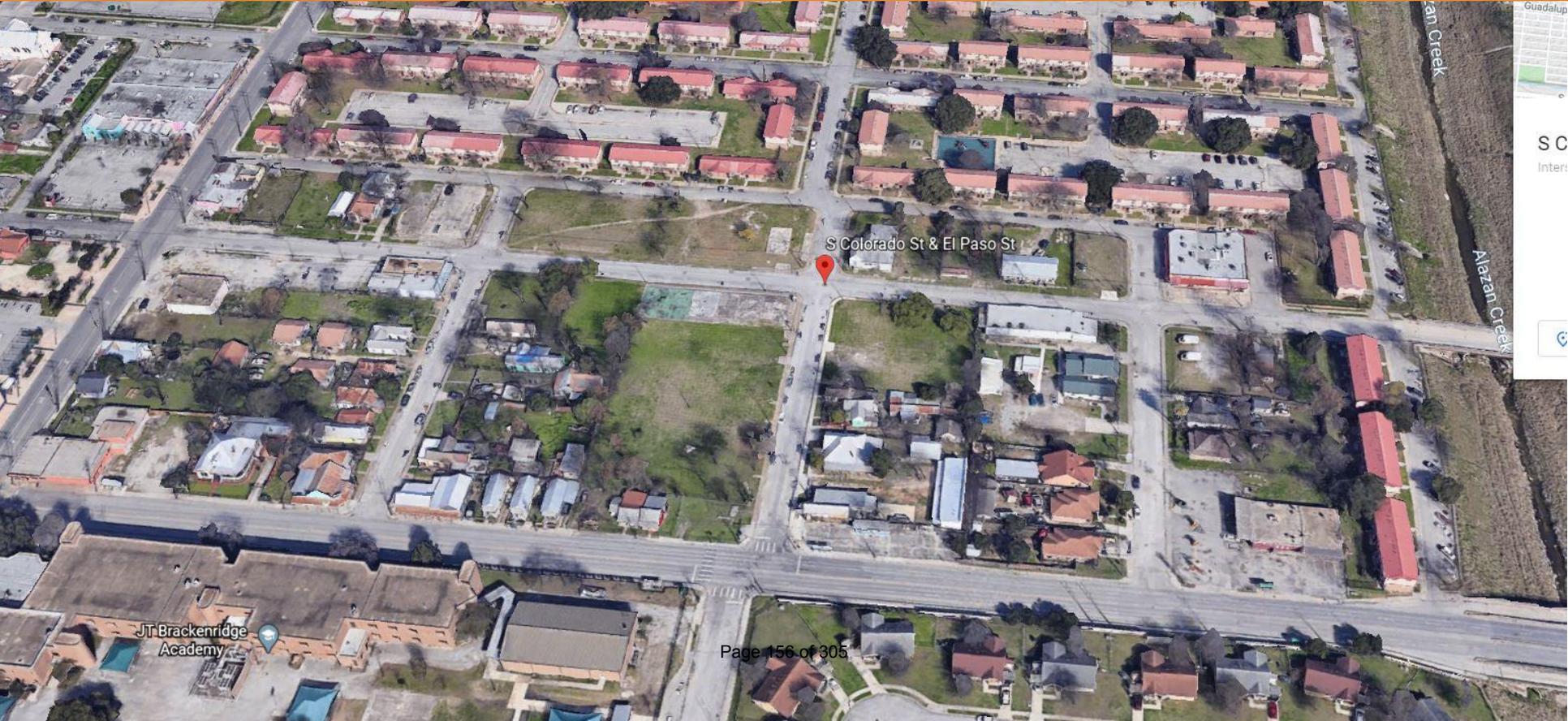
S. Brazos St.

S. Smith St.

S. Colorado St.

S. Richter St.

ALAZAN LOFTS NEIGHBORHOOD MAP



S Colorado St & El Paso St

JT Brackenridge
Academy

ALAZAN LOFTS STREET VIEW



29.42°N, 98.51°W

S Colorado St & El Paso St



-  BUILDING A (4-STORY) - 48 DWELING UNITS
-  BUILDING A (3-STORY) - 16 DWELING UNITS
-  BUILDING B1 (2-STORY) - 12 DWELING UNITS
-  BUILDING B2 (2-STORY) - 12 DWELING UNITS
-  COMUNITY CENTER (1ST FLOOR)

SITE PLAN



ALAZAN LOFTS STREET VIEW

YOUR

CHOICE



01

02

03

BOARD OF COMMISSIONERS

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:

 5609927B75274DC...
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 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 Labor Street, LLC (Company). Construction is projected to begin Summer 2020, with completion

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

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.

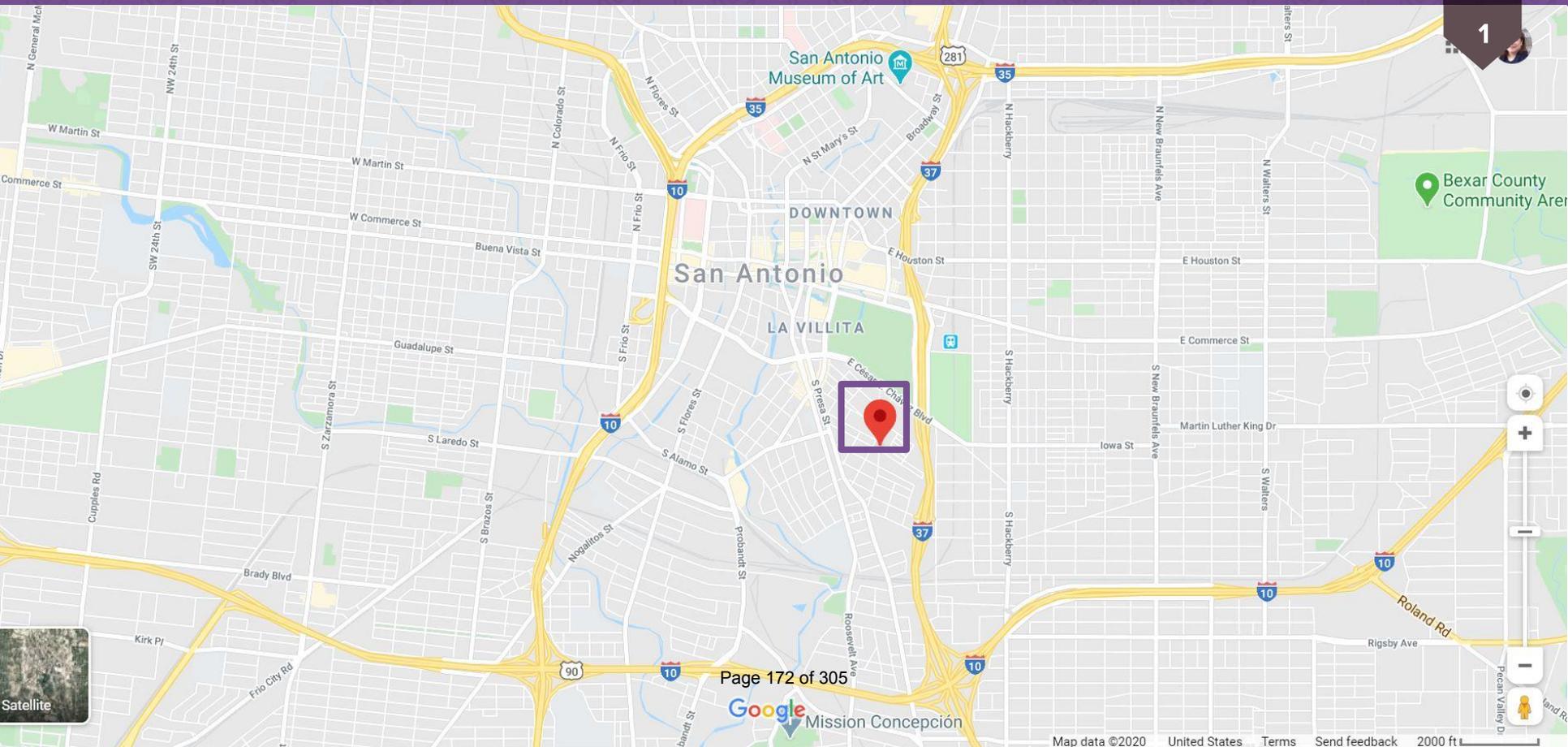
Passed and approved on the 4th day of June 2020.

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

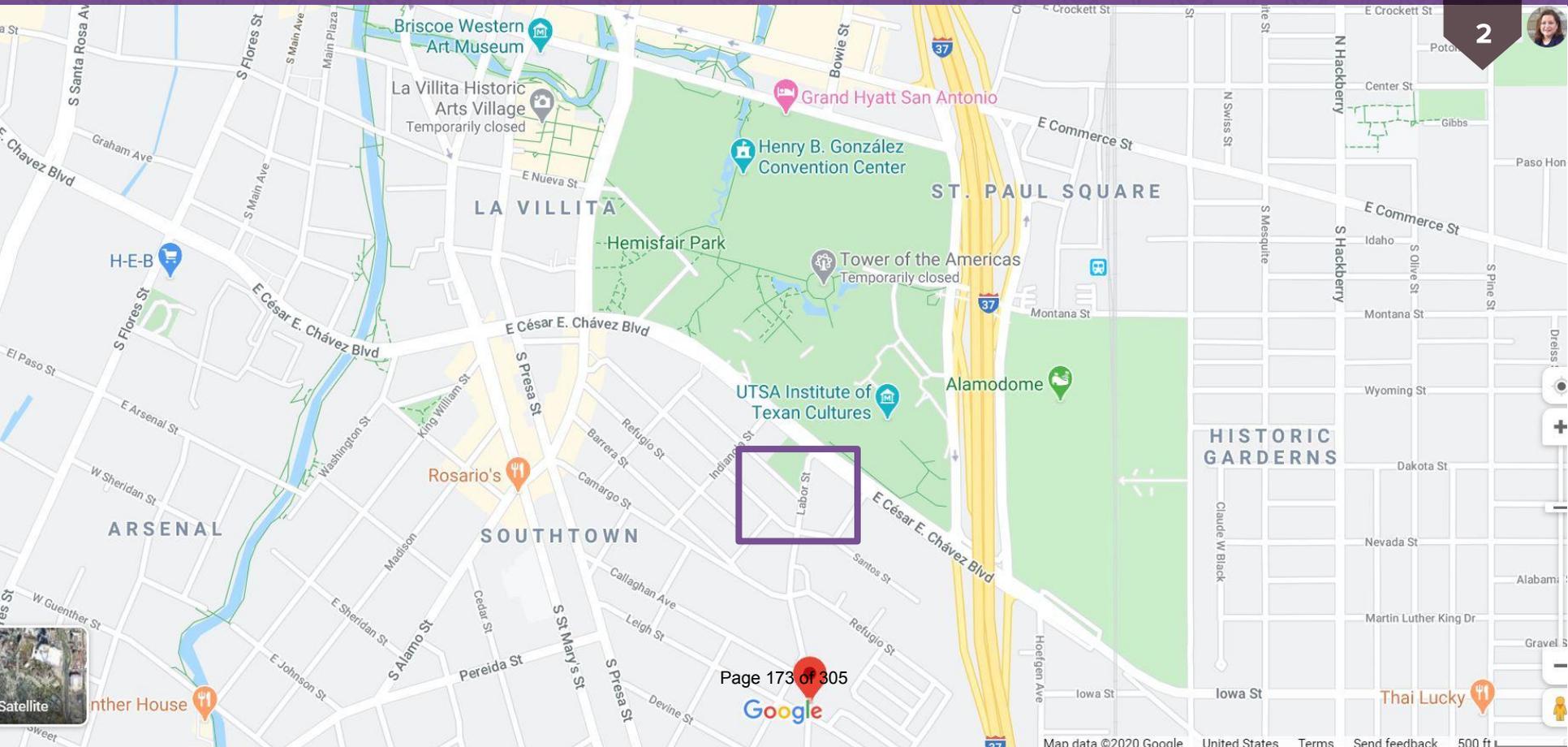
Attested and approved as to form:

David Nisivocchia
Secretary/Treasurer

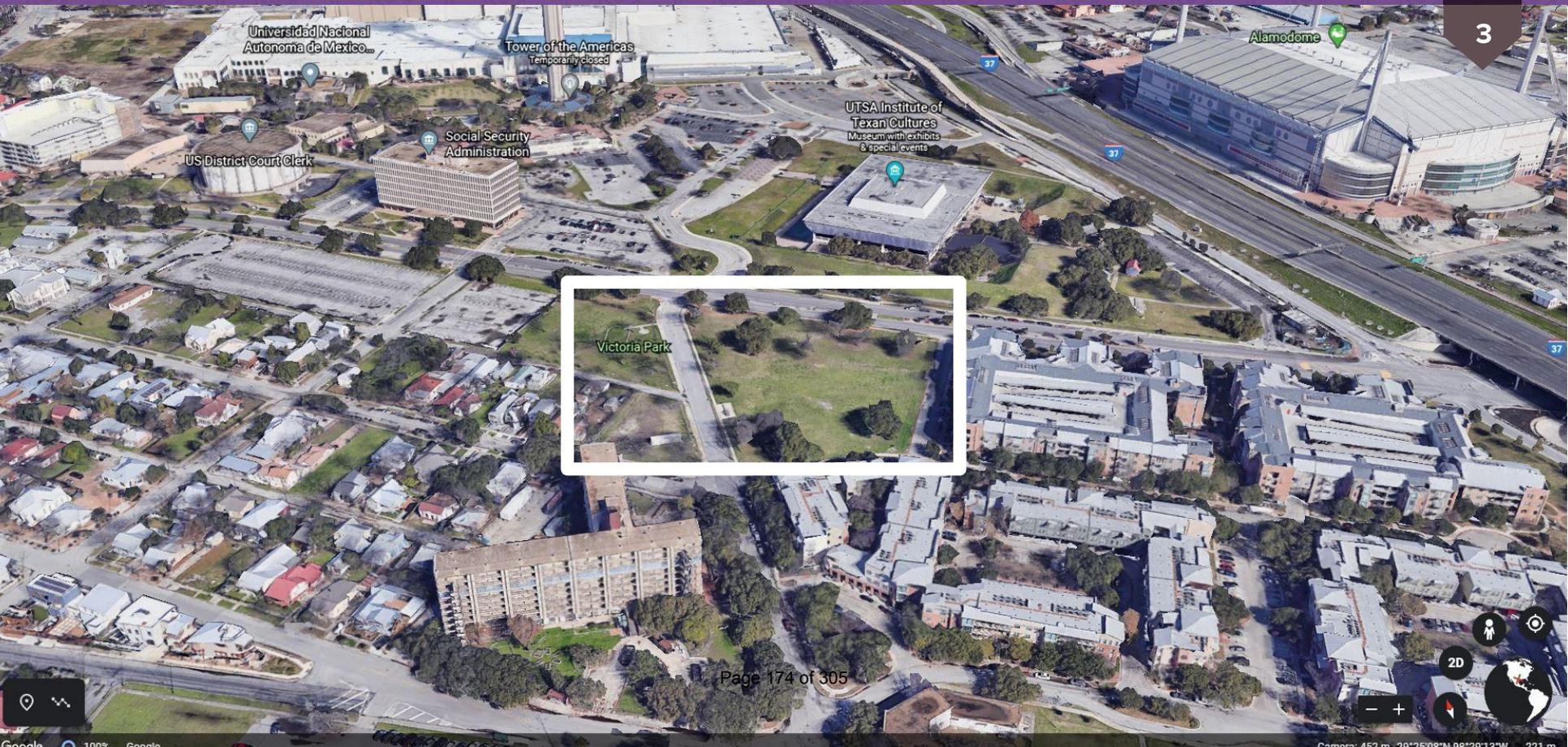
100 LABOR STREET MAP



100 LABOR STREET MAP



100 LABOR STREET



3

Victoria Park

100 LABOR STREET

Labor St San Antonio, Texas

4



2D



100 LABOR STREET



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6041, AUTHORIZING THE 1604 LOFTS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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

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 6041, authorizing the 1604 Lofts Apartments 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 for Low Income Housing Tax Credits (iii) 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.; (iv) the acquisition of the membership interest by SAHFC in 1604 Lofts GP LLC; (v) authorizing SAHFC to serve as the General Contractor; and (vi) 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.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$56,750,000.00 or \$175,000.00 per unit. The developer is the NRP Group. NRP will give all required guarantees. At the end of the tax credit compliance period, SAHFC (SAHA) will have the right to buy the property by assuming the outstanding debt and paying any exit taxes.

SUMMARY:

This request is to authorize the transaction for 1604 Lofts for the development of a new tax credit project and 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, 33 units at 30% AMI, 224 units will be at 60% AMI and 67 units will be at 80% AMI. This project is located on the east side of San Antonio. Construction is projected to begin July 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

June 4, 2020

The land will be purchased by SAHFC, which will lease it to 1604 Lofts Ltd., who will pay SAHFC an upfront lease payment sufficient to acquire the land. Up to \$38,000,000.00 of tax-exempt bonds and up to \$11,000,000.00 (currently estimated to be \$9,020,000.00 of taxable bonds) will be issued by LVPFC and purchased by R4 Capital Funding, and equity contributions from an affiliate of U.S. Bancorp Community Development Corporation (USBCDC), as an investor limited partner, will be used to finance the construction and long-term operations. USBCDC has issued a commitment to purchase the project tax credits at an equity price of 91.5 cents per credit dollar, for a total projected equity contribution of \$17,369,855.00. The interest rate on the bonds will be set at closing at the 10-year treasury rate plus 225 basis points.

We are targeting a closing date of June 12, 2020, as funding must close by June 30, 2020, or we will lose the allocated volume cap from the Texas Bond Review Board.

STRATEGIC GOALS:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6041 of the San Antonio Housing Authority
Resolution 20LVPFC-05-21 of the Las Varas Public Facility Corporation
Resolution 20FAC-05-21 of the San Antonio Housing Facility Corporation
Map

**CERTIFICATE FOR RESOLUTION
1604 LOFTS APARTMENTS**

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation 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 6041, AUTHORIZING THE 1604 LOFTS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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 SAHA.

SIGNED AND SEALED this 4th day of June 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6041**

RESOLUTION 6041, AUTHORIZING THE 1604 LOFTS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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, pursuant to section 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 Las Varas Public Facility Corporation in respect to the Project; 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, 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 (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) 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 (Taxable Bonds), and together with the Tax-Exempt Bonds, (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 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 Partnership, 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 are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair and Commissioner
Jessica Weaver	Vice Chair and Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
Olga Kauffman	Commissioner
David Nisivoccia	President & CEO
Timothy E. Alcott	Real Estate & Legal Service Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operating 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 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. The participation by LVPFC and SAHFC in their various roles is approved.

Section 2. The commissioners of this Board and the Officers of SAHA, 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/Treasurer, 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/Treasurer, 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 commissioners of this Board and the Officers of SAHA, 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.

Section 11. The SAHA Board of Commissioners hereby approves Resolutions 20LVPCF-05-21, and authorizes the bonds to be issued in connection with each of the respective Projects.

Section 12. The SAHA Board of Commissioners hereby approves Resolutions 20FAC-05-21, authorizing the transactions for each of the respective Projects and the participation of SAHFC or an affiliate thereof in each of the Projects.

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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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/Treasurer, 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/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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
1604 LOFTS APARTMENTS**

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on 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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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 Facility Corporation
Resolution 20FAC-05-21**

RESOLUTION 20FAC-05-21, AUTHORIZING THE 1604 LOFTS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS; (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN 1604 LOFTS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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/Treasurer, 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/Treasurer, 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/Treasurer, or any of them, and, if required by the form of the document, the Secretary/Treasurer and each Assistant Secretary/Treasurer, 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/Treasurer, 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.

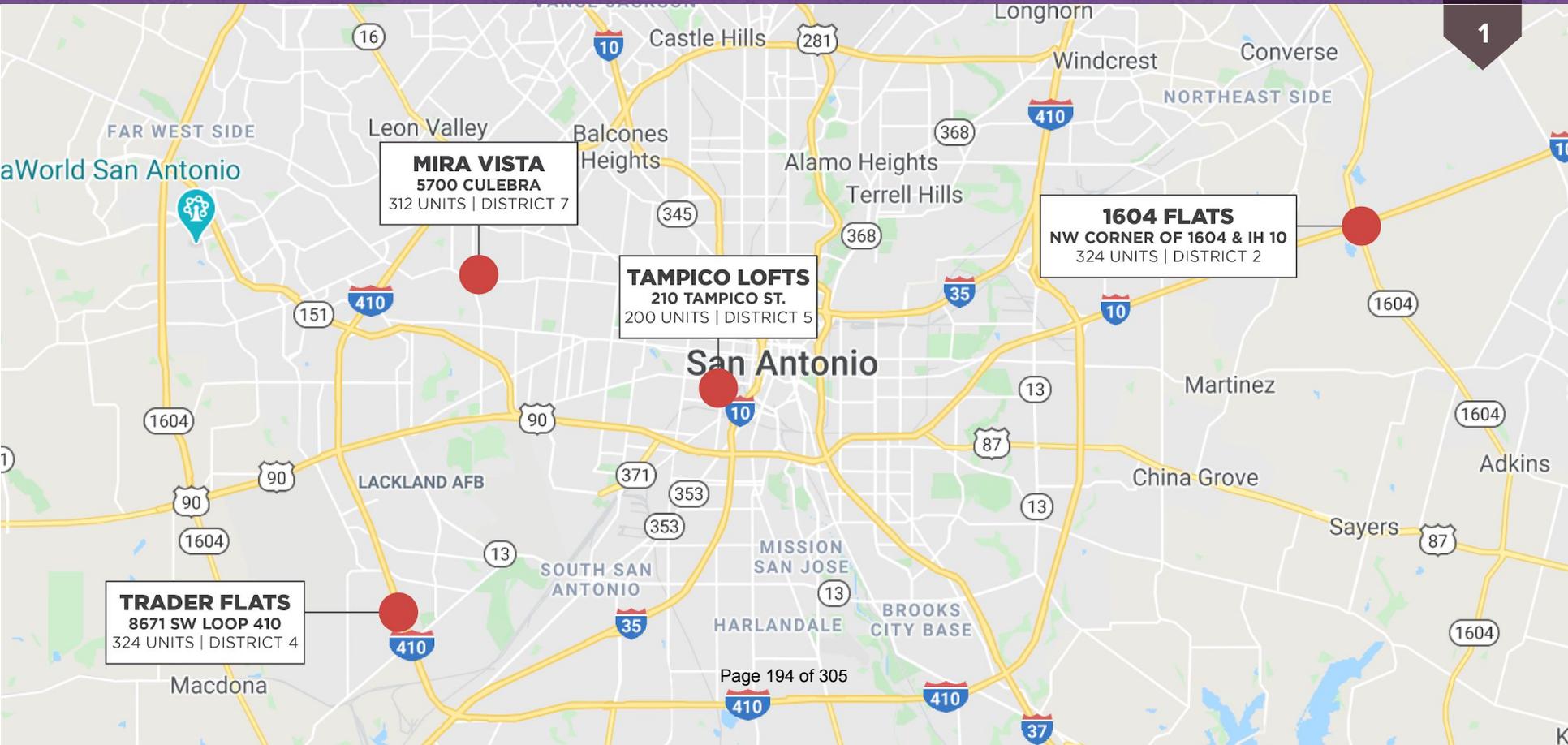
Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

BOND DEALS



MIRA VISTA
5700 CULEBRA
312 UNITS | DISTRICT 7

TAMPICO LOFTS
210 TAMPICO ST.
200 UNITS | DISTRICT 5

1604 FLATS
NW CORNER OF 1604 & IH 10
324 UNITS | DISTRICT 2

TRADER FLATS
8671 SW LOOP 410
324 UNITS | DISTRICT 4

1604 LOFTS

LEGEND

- SW 7014 EDER WHITE
ROOF 1
- SW 7736 GARDEN SAGE
BODY 2
- SW 9168 ELEPHANT EAR
ROOF 2
- SW 7641 COLONNADE GRAY
TRIM
- SW 7675 SEALSkin
ROOF 4
- SAN SABA STONE
MANUFACTURED STONE
- GAF HD SERIES - ADOBE CLAY
ROOF SHINGLES



BUILDING A - FRONT ELEVATION

BUILDING A - SIDE ELEVATION

1604 LOFTS
SAN ANTONIO, TEXAS
PAINTED BY SPS
COLOR CALIBRATED ELEVATION



TRADER FLATS



SW 7690 TOWNHALL TAN



SW 7736 GARDEN SAGE



GAF ROOF SHINGLES - ADOBE CLAY



EXTERIOR COLOR SCHEME 1



EXTERIOR COLOR SCHEME 2

TAMPICO APARTMENTS



MIRA VISTA APARTMENTS



MIRA VISTA APARTMENTS

6



SAN ANTONIO HOUSING AUTHORITY

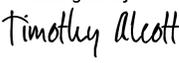
June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6042, AUTHORIZING THE TRADER FLATS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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

DocuSigned by:

 5609927B75Z74DC...
David Nisivoccia
 President and CEO

DocuSigned by:

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Timothy E. Alcott
 Real Estate & Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6042, authorizing the Trader Flats Apartments 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 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.; (iv) the acquisition of the membership interest by SAHFC in Trader Flats GP LLC; (v) authorizing SAHFC to serve as the general contractor; and (vi) the issuance of Las Varas Public Facility Corporation Multifamily Housing Revenue Bonds (Trader Flats Apartments) Series 2020A and Taxable Series 2020B.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$55,701,297.00 or \$171,917.00 per unit. The developer is NRP Group. NRP will give all required guarantees. At the end of the tax credit compliance period, SAHFC (SAHA) will have the right to buy the property by assuming the outstanding debt and paying any exit taxes.

SUMMARY:

This request is to authorize the transaction for Trader Flats for the development of a new tax credit project, and to request authority to enter 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, 33 units will be 30% AMI, 224 units will be at 60% AMI and 67 units will be at 80% AMI. This property is located on the southwest side of San Antonio. Construction is projected to begin July 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

June 4, 2020

The land will be purchased by SAHFC, which will lease it to Trader Flats Ltd., who will pay SAHFC an upfront lease payment sufficient to acquire the land. Up to \$38,000,000.00 of tax-exempt bonds and up to \$11,000,000.00 of taxable bonds (currently anticipated to be \$8,320,000.00) will be issued by LVPFC and purchased by R4 Capital Funding, and equity contributions from an affiliate of PNC Bank, National Association (PNC), as an investor limited partner, will be used to finance the construction and long-term operations. PNC has issued a commitment to purchase the project tax credits at an equity price of 95 cents per credit dollar, for a total projected equity contribution of \$17,095,141.00. The interest rate on the bonds will be set at closing at the 10-year treasury rate plus 225 basis points.

We are targeting a closing date of June 5, 2020, as funding must close by July 1, 2020, or we will lose the allocated volume cap from the Texas Bond Review Board.

STRATEGIC GOALS:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6042 of the San Antonio Housing Authority
Resolution 20LVPFC-05-24 of the Las Varas Public Facility Corporation
Resolution 20FAC-05-24 of the San Antonio Housing Facility Corporation
Map

**CERTIFICATE FOR RESOLUTION
TRADER FLATS APARTMENTS**

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation 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 6042, AUTHORIZING THE TRADER FLATS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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 SAHA.

SIGNED AND SEALED this 4th day of June 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6042**

RESOLUTION 6042, AUTHORIZING TRADER FLATS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE PURCHASE OF THE LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AND AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN TRADER FLATS GP LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS THE GENERAL CONTRACTOR; AND OTHER MATTERS IN CONNECTION THEREWITH

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 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, 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 Partnership, 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 Commissioner of SAHA (Board) and their respective offices are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair and Commissioner
Jessica Weaver	Vice Chair and Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
Olga Kauffman	Commissioner
David Nisivoccia	President & CEO
Timothy E. Alcott	Real Estate & Legal Service Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operations 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 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 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 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. The participation by LVPFC and SAHFC in their various roles is approved.

Section 2. The commissioners of this Board and the officers of SAHA, 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/Treasurer, 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/Treasurer, 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.

Section 11. The SAHA Board of Commissioners hereby approves Resolutions 20LVPFC-05-24, and authorizes the bonds to be issued in connection with each of the respective Projects.

Section 12. The SAHA Board of Commissioners hereby approves Resolutions 20FAC-05-24, authorizing the transactions for each of the respective Projects and the participation of SAHFC or an affiliate thereof in each of the Projects.

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 & CEO

**CERTIFICATE FOR RESOLUTION
TRADER FLATS APARTMENTS**

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on 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: (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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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**

CONSIDERATION AND APPROVAL REGARDING RESOLUTION 20FAC-05-24, AUTHORIZING THE TRADER FLATS APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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/Treasurer, 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/Treasurer, 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/Treasurer, or any of them, and, if required by the form of the document, the Secretary, Secretary/Treasurer and any Assistant Secretary/Treasurer, 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/Treasurer, 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
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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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: (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 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.; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN TRADER FLATS GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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/Treasurer, 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/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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, Secretary/Treasurer and each Assistant Secretary/Treasurer, 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.

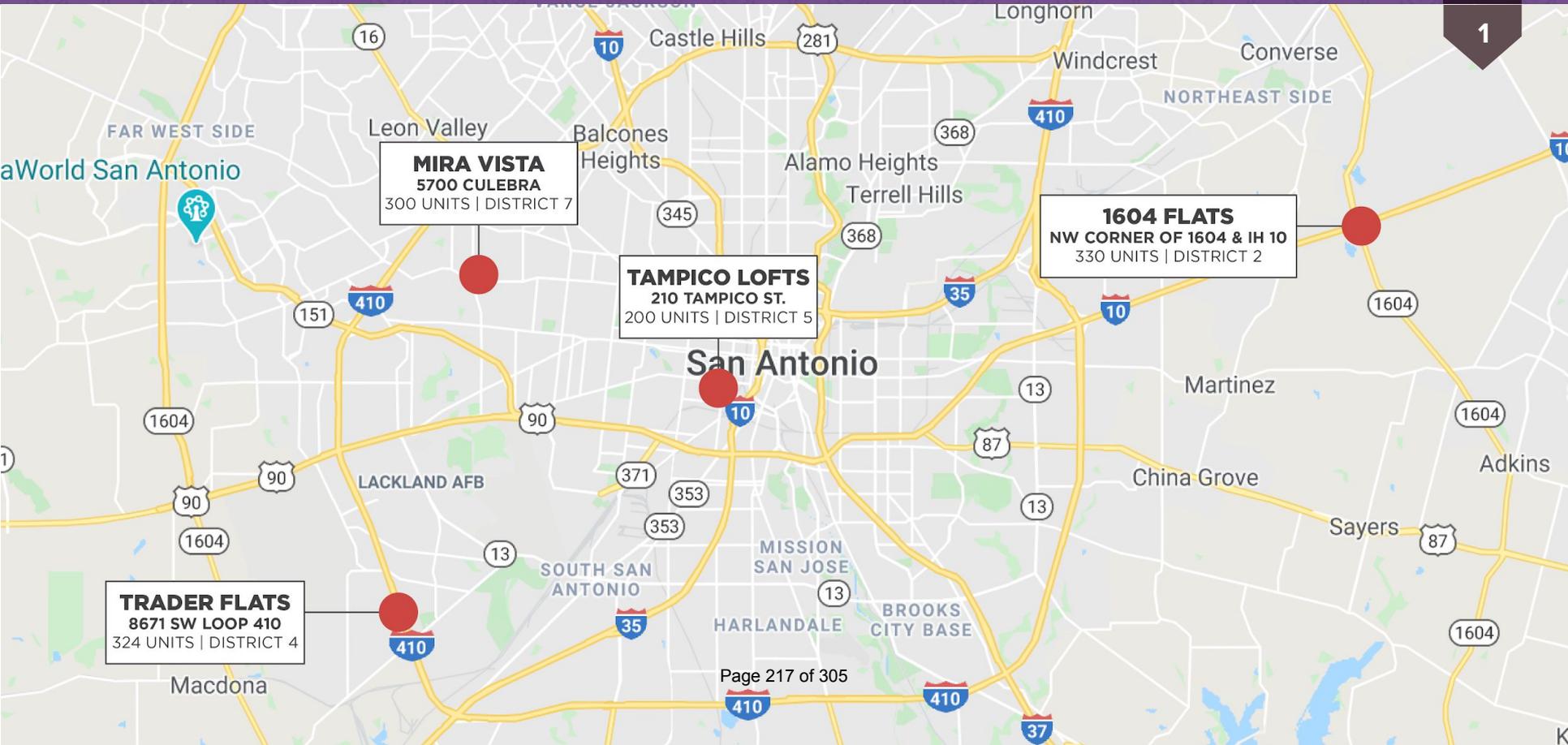
Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

BOND DEALS



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6043, AUTHORIZING THE TAMPICO APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) THE PURCHASE OF LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC), AND THE LEASE OF SUCH LAND TO TAMPICO APARTMENTS, LP (PARTNERSHIP); (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN SAHA TAMPICO GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS) SERIES 2020; (VII) AUTHORIZATION TO LOAN \$710,000.00 OF MOVING TO WORK (MTW) FUNDS TO THE PARTNERSHIP; 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 approval regarding Resolution 6043, authorizing the Tampico Apartments 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 for Low Income Housing Tax Credits (iii) the purchase of land for the transaction by the San Antonio Housing Facility Corporation (SAHFC), and the lease of such land to Tampico Apartments, LP (Partnership); (iv) the acquisition of the membership interest by SAHFC in SAHA Tampico GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) the issuance of Las Varas Public Facility Corporation Multifamily Housing Governmental Note (Tampico Apartments) Series 2020; (vii) authorization to loan \$710,000.00 of Moving to Work (MTW) funds to the partnership; and other matters in connection therewith.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$32,874,000.00 or \$164,370.00 per unit. The developer is Mission Development Group (Mission). Mission will give all required guarantees. At the end of the tax credit compliance period, SAHFC (SAHA) will have the right to buy the property by assuming the outstanding debt and paying any exit taxes.

SUMMARY:

This request is to authorize the transaction for Tampico Apartments for the development of a new tax credit project and to request authority to enter 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, 136 of which will be low income housing tax credit units consisting of 9 units at 30% AMI, 10 units at 40% AMI, 18 units at 50% AMI, 70 units at 60% AMI, 20 units at 70% AMI, 9 units at 80% AMI and 64 will be market rate. This project is 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 \$1,310,000.00 in cash. SAHA will also loan \$710,000.00 of MTW funds to enable the project to be occupied by lower income families. The

\$710,000.00 will be repaid from cash flow after the deferred developer fee. Construction is projected to begin in July 2020, with completion by January 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

Up to \$23,000,000.00 of tax-exempt bonds will be issued by LVPFC and purchased by IBC Bank, and equity contributions from an affiliate of NEF Assignment Corporation (NEF), as an investor limited partner, will be used to finance the construction and long-term operations. NEF has issued a commitment to purchase the project tax credits at an equity price of 92 cents (\$.92) per credit dollar, for a total projected equity contribution of \$7,389,186.00. IBC will also make a bridge loan to the partnership.

We are targeting a closing date of June 18, 2020, as funding must close by July 1, 2020, or we will lose the allocated volume cap from the Texas Bond Review Board.

STRATEGIC GOALS:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6043

Resolution 20LVPFC-05-22

Resolution 20FAC-05-22

Map

**CERTIFICATE FOR RESOLUTION
TAMPICO APARTMENTS**

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation 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

CONSIDERATION AND APPROVAL REGARDING RESOLUTION 6043, AUTHORIZING THE TAMPICO APARTMENTS TRANSACTION INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS FOR LOW INCOME HOUSING TAX CREDITS (III) THE PURCHASE OF LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC), AND THE LEASE OF SUCH LAND TO TAMPICO APARTMENTS, LP (PARTNERSHIP); (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN SAHA TAMPICO GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS) SERIES 2020; (VII) AUTHORIZATION TO LOAN \$710,000.00 OF MOVING TO WORK (MTW) FUNDS TO THE PARTNERSHIP; 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 6043**

CONSIDERATION AND APPROVAL REGARDING RESOLUTION 6043, 20FAC-05-22, AND 20LVPFC-05-22 AUTHORIZING THE TAMPICO APARTMENTS TRANSACTION INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS FOR LOW INCOME HOUSING TAX CREDITS (III) THE PURCHASE OF LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC), AND THE LEASE OF SUCH LAND TO TAMPICO APARTMENTS, LP (PARTNERSHIP); (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN SAHA TAMPICO GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS) SERIES 2020; (VII) AUTHORIZATION TO LOAN \$710,000.00 OF MOVING TO WORK (MTW) FUNDS TO THE PARTNERSHIP; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Las Varas Public Facility Corporation (LVPFC) 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, 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, 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) 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) to finance the Project (Note Financing); and

WHEREAS, the Issuer will issue the Note in an amount not to exceed \$23,000,000.00 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; 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 to 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 Partnership, a Development Agreement, Incentive Management Agreement, Property Management Agreement, a Right of First Refusal Agreement, and closing certificates (Equity Documents); and

WHEREAS, in connection with the Equity Financing IBC will issue a bridge loan to be repaid from the equity financing (the bridge loan); and

WHEREAS, in connection with the Bridge Loan, SAHFC, General Partner and the Partnership will be required to enter into a loan agreement, and various security and pledge documents (Bridge Loan Documents); and

WHEREAS, SAHA has agreed to loan the Partnership \$710,000.00 of MTW funds to enable the Partnership to provide more units at lower income levels, which loan will be unsecured and payable out of net cash flow of the Partnership after the deferred developer fee (MTW Loan); and

WHEREAS, in connection with the MTW Loan, SAHFC, General Partner and the Partnership will be required to enter into a promissory note and other security documents (MTW 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 are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair and Commissioner
Jessica Weaver	Vice Chair and Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
Olga Kauffman	Commissioner
David Nisivoccia	President & CEO
Timothy E. Alcott	Real Estate & Legal Service Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operations 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 Bond Financing, the IBC Loan, the Permanent Financing, the Transfer of Permanent Financing, the Bridge Loan, the MTW Loan, the Equity Financing, and the

terms of the Bond Documents, IBC Loan Documents, the Permanent Financing and Transfer Documents, the Bridge Loan Documents, the MTW Documents, the Equity Documents, the TDHCA Documents, and the Construction Documents, are hereby authorized and approved. The participation by LVPFC, and SAHFC in their various roles is approved.

Section 2. The commissioners of this Board, and the officers of SAHA, 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 Loan Documents, the Permanent Financing Documents, the Transfer of Permanent Financing, the Bridge Loan Documents, the Equity Documents, the Construction Documents, the TDHCA Documents, the Lease covering the Land, and all other documents relating to the Bond Financing, the MTW Documents, and the Equity Financing to which LVPFC, 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/Treasurer, 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/Treasurer, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHA, and 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 commissioners of this Board, and Officers of SAHA, 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.

Section 11. The SAHA Board of Commissioners hereby approves Resolution 20LVPFC-05-22, and authorizes the bonds to be issued in connection with each of the respective Projects.

Section 12. The SAHA Board of Commissioners hereby approves Resolution 20FAC-05-22, authorizing the transactions for each of the respective Projects and the participation of SAHFC or an affiliate thereof in each of the Projects.

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 & CEO

**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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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/Treasurer, 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
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 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-05-22, AUTHORIZING THE TAMPICO APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS (III) THE PURCHASE OF LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC), AND THE LEASE OF SUCH LAND TO TAMPICO APARTMENTS, LP (PARTNERSHIP); (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN SAHA TAMPICO GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS) SERIES 2020; (VII) AUTHORIZATION TO LOAN \$710,000.00 OF MOVING TO WORK (MTW) FUNDS TO THE PARTNERSHIP; 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 THE TAMPICO APARTMENTS TRANSACTION INCLUDING: (I) THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; (II) ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS FOR LOW INCOME HOUSING TAX CREDITS (III) THE PURCHASE OF LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC), AND THE LEASE OF SUCH LAND TO TAMPICO APARTMENTS, LP (PARTNERSHIP); (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN SAHA TAMPICO GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) THE ISSUANCE OF LAS VARAS PUBLIC FACILITY CORPORATION MULTIFAMILY HOUSING GOVERNMENTAL NOTE (TAMPICO APARTMENTS) SERIES 2020; (VII) AUTHORIZATION TO LOAN \$710,000.00 OF MOVING TO WORK (MTW) FUNDS TO THE PARTNERSHIP; 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, SAHA has agreed to loan the Partnership \$710,000.00 of MTW funds to enable the Partnership to provide more units at lower income levels, which loan will be unsecured and payable out of net cash flow of the Partnership after the deferred developer fee (MTW Loan); and

WHEREAS, in connection with the MTW Loan, SAHFC, General Partner and the Partnership will be required to enter into a promissory note and other security documents (MTW 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, the IBC Loan, the Permanent Financing, the Transfer of Permanent Financing, the Equity Financing, the Bridge Loan, the MTW 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, the MTW Documents and the Construction Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, Secretary/Treasurer, any Assistant Secretary/Treasurer, 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, the MTW Documents and all other documents relating to the Bond Financing, the IBC Loan, the Permanent Financing, the Transfer of Permanent Financing, the Bridge Loan, the MTW 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/Treasurer, 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, Secretary/Treasurer, and any Assistant Secretary/Treasurer, or any of them, and, if required by the form of the document, the Secretary/Treasurer and any Assistant Secretary/Treasurer, or any of them, of 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, Secretary/Treasurer, and any Assistant Secretary/Treasurer, 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.

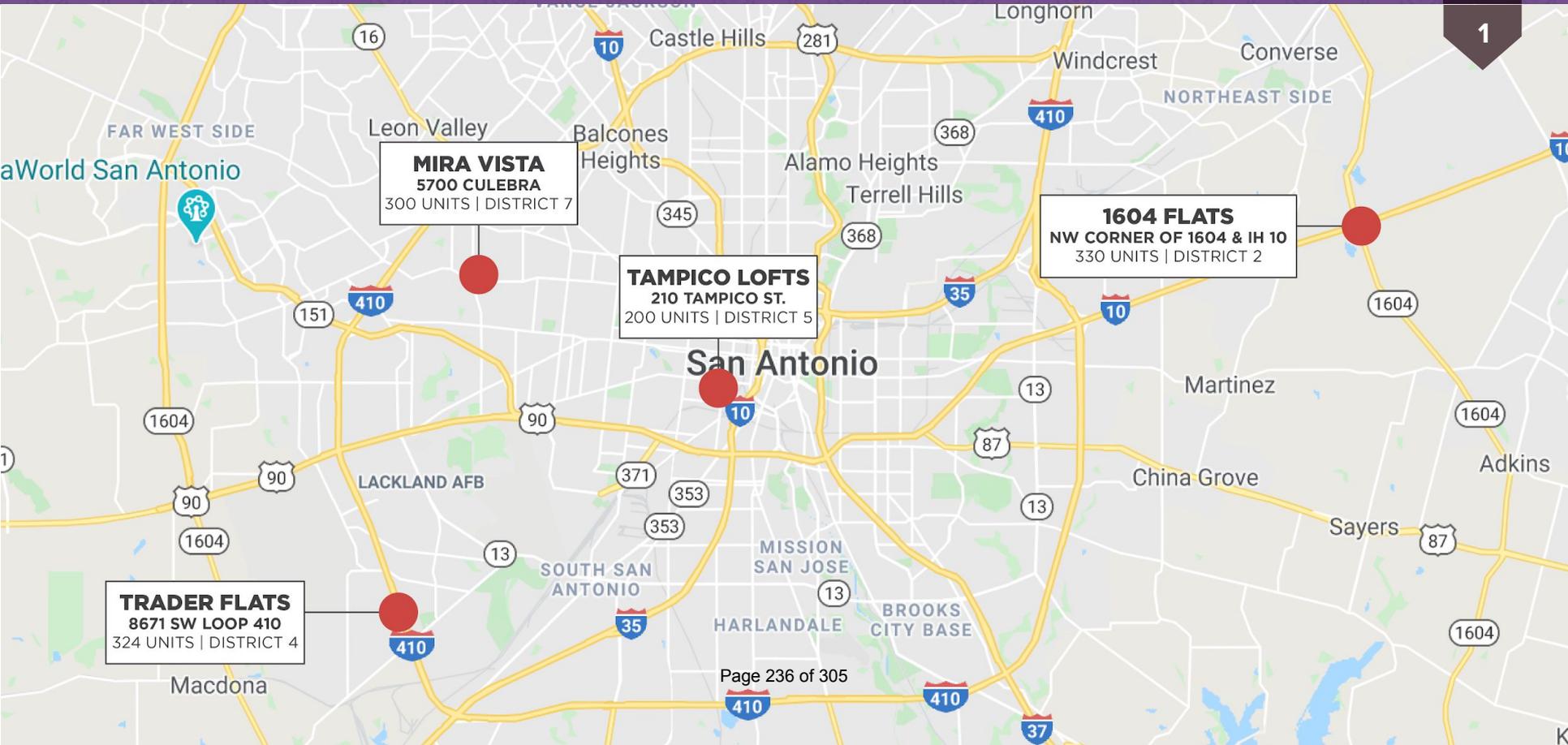
Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

BOND DEALS



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6044, AUTHORIZING THE MIRA VISTA APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND FOR THE TRANSACTION FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC MIRA VISTA LIVING GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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

DocuSigned by:

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David Nisivoccia
 President and CEO

DocuSigned by:

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Timothy E. Alcott
 Real Estate & Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6044, authorizing the Mira Vista Apartments 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 for Low Income Housing Tax Credits (iii) the conveyance of land from SAHDC to San Antonio Housing Facility Corporation (SAHFC) for the transaction and the lease of such land for the transaction by the SAHFC to Mira Vista SA Apartments, LP; (iv) the acquisition of the membership interest by SAHFC in Mira Vista Living GP LLC; (v) authorizing SAHFC to serve as the general contractor; (vi) 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.

FINANCIAL IMPACT:

The total project cost is expected to be approximately \$45,521,007.00 or \$145,900.00 per unit. The developer is Homespring Realty Partners/Hogan Real Estate (Homespring). Homespring will give all required guarantees. At the end of the tax credit compliance period, SAHFC (SAHA) will have the right to buy the property by assuming the outstanding debt and paying any exit taxes.

SUMMARY:

This request is to authorize the transaction for Mira Vista Apartments for the development of a new tax credit project and 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 whose incomes are 60% AMI and below. This development project, located on the west side of San Antonio, on land currently owned by SAHDC, which will be conveyed to SAHFC, so that it may be leased to the tax credit partnership.

Construction is projected to begin in July 2020, with completion by January 2022. The Board is being asked to authorize all of the actions necessary to finance and construct the project.

The land will be conveyed from SAHDC to SAHFC, which will lease it to Mira Vista SA Apartments. Up to \$28,000,000.00 of tax-exempt and up to \$2,000,000.00 of taxable bonds will be issued by LVPFC and purchased by Bellwether Enterprise Real Estate Capital, LLC, and equity contributions from Affordable Housing Partners, Inc. (AHP), as an investor limited partner, will be used to finance the construction and long-term operations. AHP has issued a commitment to purchase the project tax credits at an equity price of \$.90 per credit dollar, for a total projected equity contribution of \$15,857,349.00.

We are targeting a closing date of June 2020, as debt and equity are ready to move forward to closing. This project received traditional carryforward volume cap allocation, which means it has to close before the end of 2022.

STRATEGIC GOALS:

Strategically expand the supply of affordable housing

ATTACHMENTS:

Resolution 6044
Resolution 20LVPFC-05-25
Resolution 20FAC-05-25
Resolution 20DEV-05-21
Map

**CERTIFICATE FOR RESOLUTION
MIRA VISTA APARTMENTS**

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation 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 6044, AUTHORIZING THE MIRA VISTA APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND FOR THE TRANSACTION FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC MIRA VISTA LIVING GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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 SAHA.

SIGNED AND SEALED this 4th day of June 2020.



David Nisivocchia
President and CEO

**San Antonio Housing Authority
Resolution 6044**

RESOLUTION 6044, AUTHORIZING THE MIRA VISTA APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND FOR THE TRANSACTION FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) AND THE LEASE OF SUCH LAND FOR THE TRANSACTION BY THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO MIRA VISTA SA APARTMENTS, LP; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC MIRA VISTA LIVING GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; AND (VI) 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, 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 Las Varas Public Facility Corporation (LVPFC) in each of the Projects; and

WHEREAS, pursuant to 303.042 of the Texas Local Government Code, the SAHA Board of Commissioners must hold a public hearing and approve and authorize the transactions for each of the respective Projects and the participation by 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, 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 (the 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 Las Varas Public Facility 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 (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 \$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 \$15,857,349.00 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 Partnership, 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 Commissioners of SAHA (Board) and their respective offices are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair and Commissioner
Jessica Weaver	Vice Chair and Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
Olga Kauffman	Commissioner
David Nisivoccia	President & CEO
Timothy E. Alcott	Real Estate & Legal Service Officer
Ed Hinojosa	Chief Financial Officer

Muriel Rhoder
Brandee Perez

Chief Administrative Officer
Chief Operating 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 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. The participation by SAHDC, LVPFC, and SAHFC in their various roles is authorized and approved.

Section 2. The commissioners of this Board, and the Officers of SAHA, 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 LVPFC, the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary/Treasurer, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHA, and 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 commissioners of this Board, and the Officers of SAHA, 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.

Section 10. The SAHA Board of Commissioners hereby approves Resolution 20LVPFC-05-25, and authorizes the bonds to be issued in connection with each of the respective Projects.

Section 11. The SAHA Board of Commissioners hereby approves Resolution 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 12. The SAHA Board of Commissioners hereby approves Resolution 20DEV-05-21, regarding the land for the Mira Vista Apartments.

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 & CEO

**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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND BY SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) 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; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (V) 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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) 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; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (V) 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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 Secretary/Treasurer and any Assistant Secretary/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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/Treasurer, 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/Treasurer, 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 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-05-25, AUTHORIZING THE MIRA VISTA APARTMENTS 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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND BY SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) 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; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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: (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 FOR LOW INCOME HOUSING TAX CREDITS; (III) THE CONVEYANCE OF LAND FROM SAN ANTONIO HOUSING DEVELOPMENT CORPORATION (SAHDC) 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; (IV) THE ACQUISITION OF THE MEMBERSHIP INTEREST BY SAHFC IN MIRA VISTA LIVING GP LLC; (V) AUTHORIZING SAHFC TO SERVE AS THE GENERAL CONTRACTOR; (VI) 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 the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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 Secretary/Treasurer and any Assistant Secretary/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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/Treasurer, 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, the Secretary/Treasurer and any Assistant Secretary/Treasurer, 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.

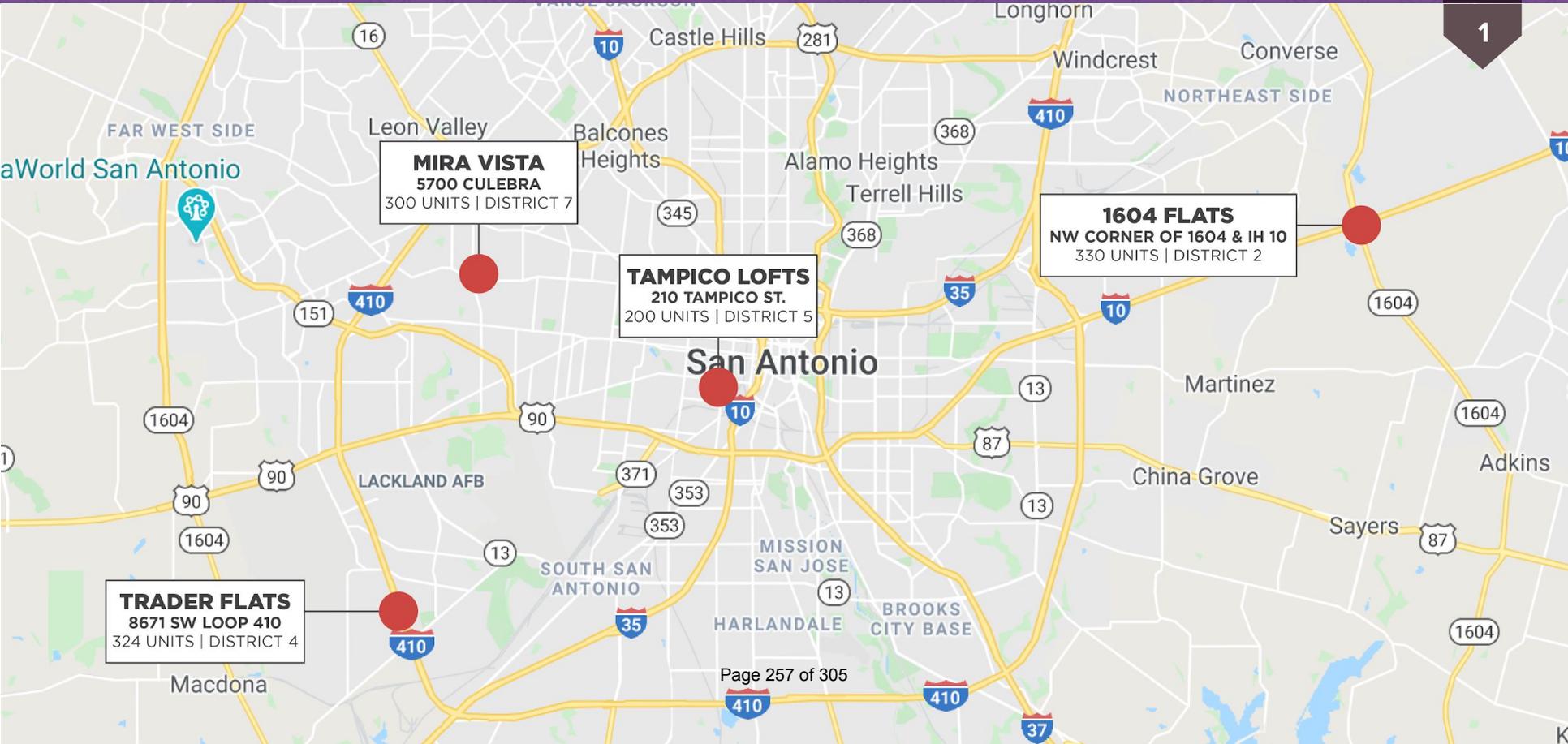
Passed and approved on the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivocchia
Secretary/Treasurer

BOND DEALS



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6040, APPROVING THE SUBMISSION OF A REVISED REDEVELOPMENT PLAN FOR THE WESTSIDE REINVESTMENT INITIATIVE NEIGHBORHOODS TO THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT (HUD), WHICH INCLUDES THE DEMOLITION OF THE 20 HOUSES IN THE SUNFLOWER AND PALM LAKE SUBDIVISIONS AND A CHANGE IN THE SINGLE-FAMILY HOUSING TYPES TO BE CONSTRUCTED; THE SOLICITATION OF AN AFFORDABLE HOME BUILDER FOR 48 SINGLE-FAMILY HOMES IN THE WRI SUBDIVISIONS; AND AUTHORIZING THE CEO OR HIS DESIGNEE TO EXECUTE ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION

DocuSigned by:

5609927B75274DC...
David Nisivoccia
 President and CEO

DocuSigned by:

B75AC7399C8B466
Timothy E. Alcott
 Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6040, approving the submission of a Revised Redevelopment Plan for the Westside Reinvestment Initiative Neighborhoods to the U.S. Department of Housing and Urban Development (HUD), which includes the Demolition of the 20 Houses in the Sunflower and Palm Lake Subdivisions and a change in the single-family housing types to be constructed; the solicitation of an affordable home builder for 48 single-family homes in the WRI Subdivisions; and authorizing the CEO or his designee to execute all documentation necessary to carry out the transaction.

FINANCIAL IMPACT:

Demolition of the 20 houses in the Sunflower and Palm Lake neighborhoods, as well as the construction of the 48 homes within Villas de Fortuna, Sunflower and Palm Lake, will be covered by the remaining litigation funds and the proceeds from the sale of the 40 homes in Blueridge. As the 48 houses sell, their proceeds will also be used to cover construction and operational costs.

SUMMARY:

In 1995, HUD awarded the San Antonio Housing Authority (SAHA) a \$48.2M HOPE VI grant to revitalize Mirasol Public Housing. As part of the effort, SAHA built 160 homes for sale, within four subdivisions, to low-income homebuyers, using a national homebuilder. Following numerous complaints of construction defects by homeowners, SAHA sued and ultimately reached a settlement whereby \$9.7 million of settlement proceeds became available to rebuild 88 houses that had never been sold or repurchased from homeowners. HUD's settlement approval of September 1, 2011, stated that because SAHA pledged to use the settlement proceeds to support the Mirasol community, consistent with the goals and purposes of the HOPE VI program, HUD and SAHA must maintain their responsibilities under the HOPE VI Grant Agreement. This endeavor is now known as the Westside Reinvestment Initiative.

The original Revitalization Plan for the four subdivisions called for the demolition of the 40 houses in Blueridge and the 28 houses in Villas de Fortuna. It also required the rehabilitation of the 9 houses in Sunflower and the 11 houses in Palm Lake. The demolition and construction of 40

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

new homes in Blueridge were completed between 2017-2019, and have been sold to home buyers qualified at 50-108% of area median income.

The 28 houses in Villas de Fortuna were demolished in 2019. Two separate Requests for Proposals (RFP) were then issued for an Affordable Housing builder. The first RFP had three responses; however, all were deemed non-responsive. The second RFP closed without receiving any proposals. Since this time, many conversations have been had with experts in the affordable single family housing industry to determine what is needed in order to garner more experienced and responsive proposals. Construction of affordable houses is extremely expensive, so in order for a single-family housing project to be financially viable for a builder, we must provide for a larger number of houses to be built.

In the interim, the 20 houses in Sunflower and Palm Lake that were originally judged to be viable for renovation became a neighborhood nuisance, due to constant vandalism. The windows and doors of these houses were secured to prevent entry; however, this led to the houses being penetrated through the walls and roofs.

For the reasons that have been described, it is SAHA's desire to demolish the 20 vacant houses, which will remove the hazard from the neighborhood and make the lots available for new construction. This will allow the agency to issue a new procurement package consisting of 48 homes. It is hoped that the larger number of homes offered in the RFP will attract more competitive bids from homebuilders. Construction of new homes will also provide homebuyers with full warranty for their homes covering both the foundation and dwelling.

In addition, SAHA will also request that HUD allow for a change in the housing types, originally committed to in the plan, which called for three, four and five bedroom houses. There was not enough of a market for the four and five bedroom houses during the Blueridge build-out, so the agency will request that HUD allow flexibility to construct according to market demand for Villas de Fortuna, Sunflower and Palm Lake.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6040

Maps of Construction Sites

**San Antonio Housing Authority
Resolution 6040**

RESOLUTION 6040, APPROVING THE SUBMISSION OF A REVISED REDEVELOPMENT PLAN FOR THE WESTSIDE REINVESTMENT INITIATIVE NEIGHBORHOODS TO THE U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT (HUD), WHICH INCLUDES THE DEMOLITION OF THE 20 HOUSES IN THE SUNFLOWER AND PALM LAKE SUBDIVISIONS AND A CHANGE IN THE SINGLE-FAMILY HOUSING TYPES TO BE CONSTRUCTED; THE SOLICITATION OF AN AFFORDABLE HOME BUILDER FOR 48 SINGLE-FAMILY HOMES IN THE WRI SUBDIVISIONS; AND AUTHORIZING THE CEO OR HIS DESIGNEE TO EXECUTE ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION

WHEREAS, SAHA received a \$48.2 Million HOPE VI grant in 1995, to revitalize Mirasol public housing; and

WHEREAS, the 160 homes constructed in the four neighborhoods (Blueridge, Villas de Fortuna, Sunflower and Palm Lake) developed issues that resulted in a settlement of \$9.7 Million with the homebuilder; and

WHEREAS, SAHA committed to use those settlement proceeds to help rebuild 88 houses within the neighborhoods; and

WHEREAS, in the first phase of the project, SAHA has demolished 40 of the existing homes in the Blueridge neighborhood and built new homes that have been sold to homebuyers who qualified at 50% to 108% AMI; and

WHEREAS, for the second phase of the project, 28 of the existing homes in the Villas de Fortuna neighborhood have been demolished, but two separate procurements to construct 28 replacement homes to be funded and sold by SAHA have failed to attract qualified bids; and

WHEREAS, continuing vandalism of the remaining 20 homes in the Sunflower and Palm Lake neighborhoods have rendered the vacant homes unsuitable for rehabilitation as originally planned; and

WHEREAS, SAHA will submit a revision to the revitalization plan to HUD to allow for the demolition of the last 20 houses in the Sunflower and Palm Lake subdivisions; and

WHEREAS, SAHA will also request that HUD allow flexibility with regard to the housing types so that the plan aligns with market demand; and

WHEREAS, SAHA authorizes the CEO or his designee to execute the necessary documents to carry out the transaction.

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

- 1) Approves Resolution 6040, approving the submission of a Revised Redevelopment Plan for the Westside Reinvestment Initiative Neighborhoods to the U.S. Department of Housing and Urban Development (HUD), which includes the Demolition of the 20 Houses in the Sunflower and Palm Lake Subdivisions and a change in the single-family housing types to be constructed; the solicitation of an affordable home builder for 48 single-family

homes in the WRI Subdivisions; and authorizing the CEO or his designee to execute all documentation necessary to carry out the transaction.

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

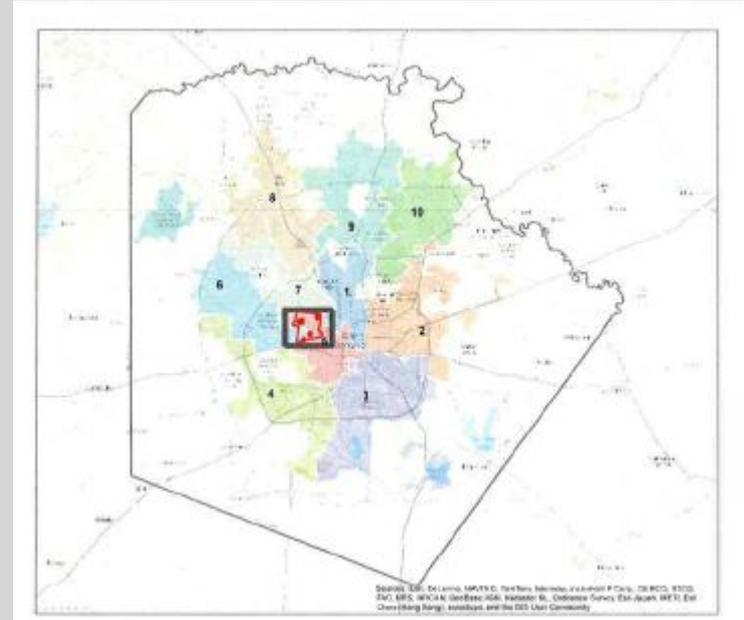
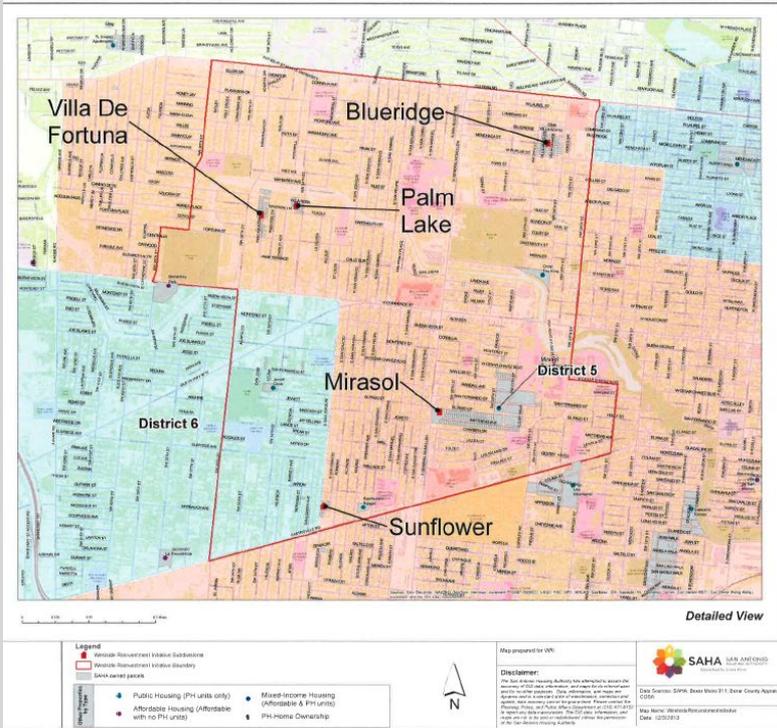


SAHA | SAN ANTONIO
HOUSING AUTHORITY
Opportunity Lives Here

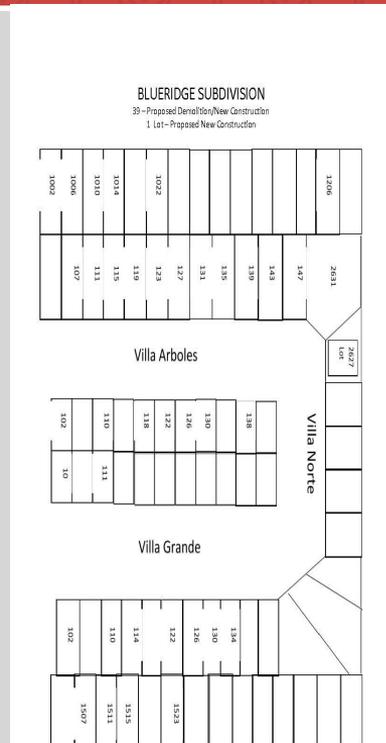
WESTSIDE REINVESTMENT INITIATIVE

June 4, 2020

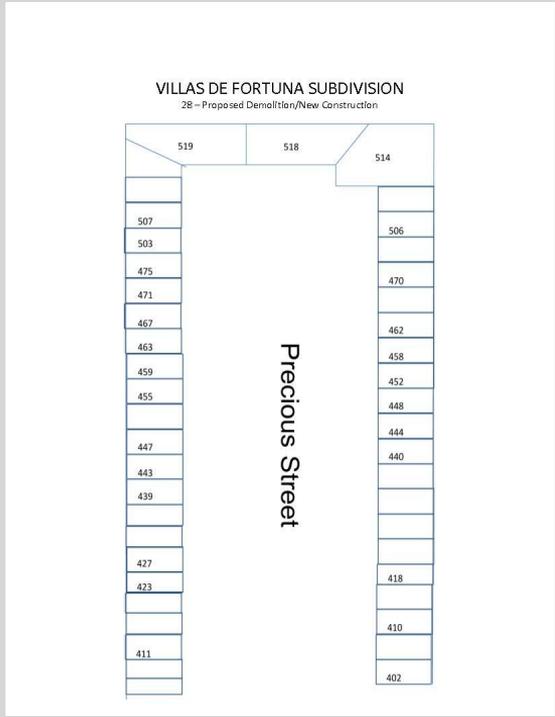
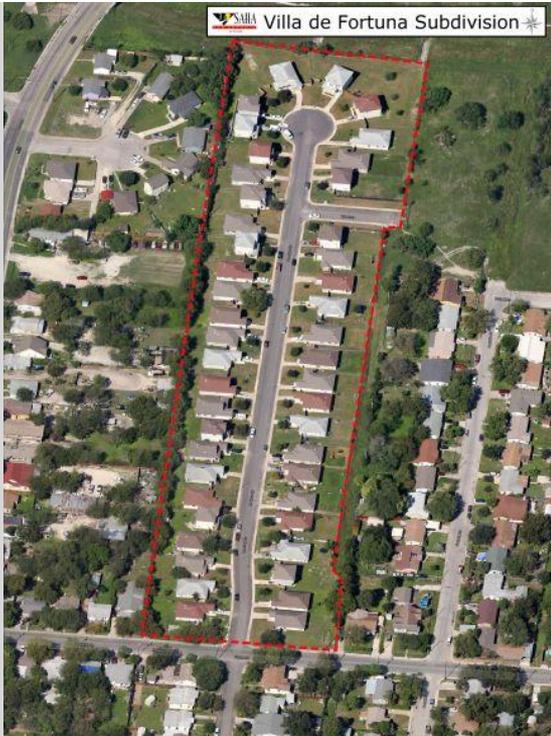
MIRASOL-Sub divisions-CoSA location



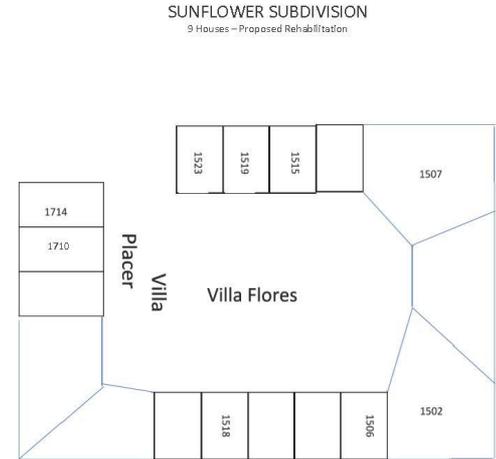
MIRASOL-Blueridge (Aerial & Site Map)



MIRASOL-Villa De Fortuna (Aerial & Site Map)



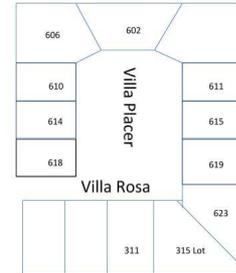
MIRASOL-Sunflower (Aerial & Site Map)



MIRASOL-Palm Lake (Aerial & Site Map)



PALM LAKE SUBDIVISION
10 Houses – Proposed Rehabilitation
1 Lot – Proposed New Construction



MIRASOL Pictures of Vandalism (Sunflower & Palm Lake Graffiti)



MIRAGE Pictures of Vandalism (break ins at Palm Lake)



MIRASOL Pictures of Vandalism

(trash and torching-Villa De Fortuna & Sunflower)



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6047, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH SA RANGLAND FAIR OAKS MF, LP OR AN AFFILIATE (RANGLAND) TO ACQUIRE RUSTICO AT FAIR OAKS APARTMENTS LOCATED IN AN UNINCORPORATED PORTION OF BEXAR COUNTY, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

DocuSigned by:
David Nisivoccia
5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Timothy Alcott
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Timothy E. Alcott
Real Estate and Legal Officer

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6047, authorizing the entering into a partnership with SA Ranchland Fair Oaks MF, LP or an affiliate (Ranchland) to acquire Rustico at Fair Oaks Apartments located in an unincorporated portion of Bexar County, TX, and authorizing the President and CEO, and his designated staff to negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction.

FINANCIAL IMPACT:

The transaction does not require a financial commitment from SAHA. It is important to note that this is a unique transaction where SAHA shall start receiving cash flow in year 1, unlike new construction projects, where the cash flow is not seen by SAHA for 3-4 years. In addition, it does provide an opportunity for a potential phase II at this project with 40-60 additional units on adjacent land and future acquisitions with a new development partner.

SUMMARY:

SAHA was approached by a representative of Ranchland about a potential business opportunity involving acquiring a partnership interest in Fair Oaks Apartments that they currently own. This complex was built in 2017, and has 292 units. Ranchland would convert the current development into an affordable complex with income limits for 40% of the units at no more than 80% Area Median Income (AMI). Additionally, there would be an additional 10% of the units serving families at no more than 60% AMI. The rent for the affordable units would be limited to approximately 1/3 of their income. AMI shall be calculated in the same manner and with the same exclusions as income for low income housing tax credit units, except, the units may include students and there shall be no adjustment for family size and no deduction for utility allowances. No tenants would be displaced. It would achieve affordability through the lease renewals, and some existing residents are already below 80% AMI; provided however, existing tenants shall be allowed to renew for a one year term during phasing of affordability. Greystar did a market analysis for the

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

area north of 1604 and IH10 and the average monthly rent for a one-bedroom unit was \$1,326.00, two-bedroom units were \$1,877.00, and three-bedroom units were \$2,325.00. Once this complex is converted to affordable units, the rents for 60% AMI units shall not be higher than \$1,065/month, irrespective of size of unit and rent for 80% units shall not be higher than \$1,420/month, irrespective of size of unit.

What makes this project particularly appealing is that there is not any affordable housing along the IH-10 corridor north of 1604 to Fair Oaks; however, there is a need for affordable housing. The complex currently serves a variety of individuals employed in various industries. The largest employers of the residents are the healthcare industry (8.59%), construction industry (6.8% of the residents), self-employed (6.3%), and the education field such as NISD (6% of the residents).

Because this apartment complex lies outside the San Antonio and Boerne city limits, but within the Extra Territorial Jurisdiction of SAHA, there are no public meeting or City Council requirements. Historically, this area has been a challenge to create or build affordable housing, because the land is expensive and elected officials in that area have not supported new construction of affordable units.

Ownership Structure: The property would be conveyed to a SAHA affiliate. A new limited partnership or limited liability company (LLC) would be created to lease the property. A SAHA related entity would serve as the limited partner or member, and a Ranchland related entity would serve as the general partner or managing member.

Property Management: The properties would be managed by a third-party management firm approved by Ranchland and SAHA.

Guarantees: SAHA shall not provide any guarantees, including compliance guarantees, and any and all carve out guarantees for the new non-recourse FHA, Fannie Mae or Freddie Mac agency debt. The property is currently financed under an FHA insured HUD 221D4 loan. Once approved by SAHA, the parties will submit an application to HUD for approval. If HUD approval requires refinancing, the parties shall work together in good faith to refinance the property, provided that SAHA shall not be responsible for any refinancing costs.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6047

Site map

CERTIFICATE FOR RESOLUTION
Rustico At Fair Oaks 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 6047, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH SA RANCLAND FAIR OAKS MF, LP OR AN AFFILIATE (RANCLAND) TO ACQUIRE RUSTICO AT FAIR OAKS APARTMENTS LOCATED IN AN UNINCORPORATED PORTION OF BEXAR COUNTY, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATION FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

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
President and CEO

**San Antonio Housing Authority
Resolution 6047**

RESOLUTION 6047, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH SA RANGLAND FAIR OAKS MF, LP OR AN AFFILIATE (RANGLAND) TO ACQUIRE RUSTICO AT FAIR OAKS APARTMENTS LOCATED IN AN UNINCORPORATED PORTION OF BEXAR COUNTY, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATION FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

WHEREAS, Ranchland has proposed a public private partnership with the San Antonio Housing Facility Corporation (SAHFC) to acquire Rustico at Fair Oaks Apartments located at 27594 IH 10 Boerne, TX; and

WHEREAS, SAHFC has agreed to (i) acquire the Land and improvements for the Project and lease them to development partnership (Partnership), pursuant to a seventy-five year Ground Leases (Ground Leases), and (ii) serve as a limited partner of the partnership or member of the limited liability company formed to own the aforementioned Project; and

WHEREAS, the Ground Leases will require lease payments to SAHFC; and

WHEREAS, in connection with the Equity Financing, a Partnership or limited liability company, controlled by a SAHA affiliate, will be required to enter into certain agreements, including but not limited to, a limited partnership agreement or limited liability company agreement, and closing certificates (Equity Documents); and

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

WHEREAS, staff requests that the Board of Commissioners authorize the President and CEO, or designee, to execute all documents necessary to consummate such transactions; and

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

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

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

- 1) The Project, the various forms of financing contemplated for the Project, including but not limited to, the Equity Financing, and the terms of the Equity Documents, the Ground Leases, and the Regulatory Agreement and the Development Agreement, are hereby authorized and approved, when such documents are approved by the officers signing them.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required for the financing of the Project, including, but not limited, to the Equity Documents, the Lease, Regulatory Agreement and Development Agreement, and all other documents necessary for the transaction including the Equity Financing, and the lease to which the Partnership, and/or SAHA related entity is a party.
- 3) The purchase of the Land and improvements and the lease of the Land and improvements, 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 transaction.
- 4) The President, any Vice President, Secretary, Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 5) The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transaction described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
- 6) The officers of this Board hereby approve the selection of Bracewell, LP as counsel to SAHFC for this transaction.
- 7) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

- 8) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.
- 9) All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.
- 10) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 11) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 4th day of June 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO



SAHA | SAN ANTONIO
HOUSING AUTHORITY
Opportunity Lives Here

Rustico at Fair Oaks Apartments

Timothy Alcott, Real Estate and Legal Services Officer

RUSTICO AT FAIR OAKS APARTMENTS



RUSTICO AT FAIR OAKS APARTMENTS



**RUSTICO AT FAIR
OAKS APARTMENTS**

RUSTICO AT FAIR OAKS APARTMENTS



SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6039, AUTHORIZING THE PROPOSED REVISIONS TO THE PUBLIC HOUSING ADMISSIONS AND CONTINUED OCCUPANCY POLICY (ACOP) AND THE HOUSING CHOICE VOUCHER ADMINISTRATIVE PLAN (ADMIN PLAN)

DocuSigned by:

5609927075274DC...
David Nisivoccia
President and CEO

DocuSigned by:

B60757B8288642A...
Brandee Perez
Chief Operating Officer

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6039, authorizing the proposed revisions to the Public Housing Admissions and Continued Occupancy Policy (ACOP) and the Housing Choice Voucher Administrative Plan (Admin Plan).

PURPOSE:

On April 10, 2020, the U.S. Department of Housing and Urban Development (HUD) released multiple waivers in response to the novel Coronavirus (COVID-19) pandemic to waive and establish alternatives for numerous statutory and regulatory requirements.

FINANCIAL IMPACT:

There is no estimated financial impact.

SUMMARY:

On April 10, 2020, the U.S. Department of Housing and Urban Development (HUD) released multiple waivers in response to the novel Coronavirus (COVID-19) pandemic to waive and establish alternatives for numerous statutory and regulatory requirements.

These waivers allow Public Housing Agencies (PHAs) to update their existing policies as necessary, per the alternative requirements, to ensure essential services continue while protecting the health and safety of staff, clients and the public.

SAHA is proposing to implement some policies contingent with COVID-19 restrictions; those policies have been added to an appendix that can be removed from the ACOP and Admin Plan, when they are no longer necessary.

Other proposed policy changes, for which COVID-19 has been a catalyst, may continue to improve processes and alleviate procedures (that are burdensome for clientele and SAHA staff) in the future, so these policies have been included in the ACOP and Admin Plan chapters to stay in place after COVID-19 restrictions are lifted.

Policies noted under Federal Housing Programs (FHP) apply to both the Public Housing and Housing Choice Voucher Programs.

The following sections provide a summary of proposed policies:

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

I. Proposed Revisions to Federal Housing Programs Policies in Admin Plan Appendix D and ACOP Appendix B:

A. The following changes allow SAHA to reduce the amount of paperwork that clients must provide to SAHA for verification:

1. Accept scans or pictures of electronic documents.
2. Skip steps of HUD's Verification Hierarchy (Written Third-Party Verification, Written Third-party Verification Form and Oral Third-party Verification) to accept tenant self-certification.
3. Waive certain documentation requirements to allow faster processing for changes, due to loss of child support.
4. Waive certain documentation requirements for families who declare that they have zero income.

B. Excludes stimulus payments received from the CARES Act in calculating income.

C. Suspends or alters repayment agreements to extend time frames and expand eligibility criteria.

D. Suspend or alter late fees and non-sufficient fund (NSF) fees.

E. Allows SAHA to conduct informal hearings remotely and delay SAHA from issuing decisions which may negatively impact clients.

II. Proposed Revisions to Public Housing Admissions and Continued Occupancy Policy (ACOP):

A. Revisions in ACOP Appendix B:

1. Allows SAHA to change the following policies without altering the lease agreement in accordance with the CARES Act:

- a) Lower or suspend certain maintenance charges.
- b) Extend time periods for issuing a notice to vacate due to nonpayment of rent and extend terms for repayment.

2. Extend time periods to complete the following procedures in accordance with HUD waivers:

- a) Recertification, which includes annual reexaminations and interim reexaminations for changes of income.

3. Allows SAHA to waive the following program requirements in accordance with HUD waivers:

- a) Recertification at transfer.
- b) Community service.

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

B. Revisions in ACOP chapters:

1. Allows the following procedures to be done remotely through virtual or other electronic means:
 - a) Lease orientation and signing.
 - b) Inspections.
 - c) Recertification.
2. Allows families to repay debts to SAHA via personal check.

III. Proposed Revisions to Housing Choice Voucher Administrative Plan (Admin Plan):

A. Revisions in Admin Plan Appendix D:

1. Allows the following procedures to be done remotely through virtual or other electronic means:
 - a) Briefing.
 - b) Inspections, including acceptance of self-certification of non-life-threatening repairs and of infestation.
2. Allows SAHA to delay processing changes of rent requested by landlords.

B. Revisions in Admin Plan chapters:

1. Provides a new COVID-19 Assistance Referral preference to homeless families referred by the San Antonio Regional Alliance for the Homeless (SARAH).
2. Allows the following procedures to be done remotely through waiving in-person requirements, or through virtual or other electronic means:
 - a) Self-certification.
 - b) Inspections.
 - c) Notice of recertification.
3. Allows an extension for landlords to complete repairs during a declared emergency or extenuating circumstance.
4. Waives the fee for a second reinspection due to good cause.

STRATEGIC GOAL:

Empower and equip families to improve their quality of life and achieve economic stability.

ATTACHMENT:

Resolution 6039
Statutory and Regulatory Waivers

**San Antonio Housing Authority
Resolution 6039**

RESOLUTION 6039, AUTHORIZING THE PROPOSED REVISIONS TO THE PUBLIC HOUSING ADMISSIONS AND CONTINUED OCCUPANCY POLICY (ACOP) AND THE HOUSING CHOICE VOUCHER ADMINISTRATIVE PLAN (ADMIN PLAN)

WHEREAS, on April 10, 2020, the U.S. Department of Housing and Urban Development (HUD) released multiple waivers in response to the novel Coronavirus (COVID-19) pandemic to waive and establish alternatives for numerous statutory and regulatory requirements; and

WHEREAS, these waivers allow Public Housing Agencies (PHAs) to update their existing policies, as necessary, per the alternative requirements, to ensure essential services continue, while protecting the health and safety of staff, clients and the public; and

WHEREAS, SAHA staff request authorization to establish the attached policies, which enable SAHA to improve processes and alleviate procedures (that are burdensome for clientele and SAHA staff), during the COVID-19 pandemic and in the future.

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

- 1) Resolution 6039, authorizing the proposed revisions to the Public Housing Admissions and Continued Occupancy Policy (ACOP) and the Housing Choice Voucher Administrative Plan (Admin 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

Item	Statutory and regulatory waivers	Summary of alternative requirements	Availability Period Ends	Did SAHA implement waiver and alternative requirement?	Date of SAHA adoption
PH and HCV-1 PHA 5-Year and Annual Plan	<u>Statutory Authority</u> Section 5A(a)(1), Section 5A(b)(1), Section 5A(g), Section 5A(h) <u>Regulatory Authority</u> § 903.5(a)(3), 903.5(b)(3), 903.21	<ul style="list-style-type: none"> Alternative dates for submission Changes to significant amendment process 	<ul style="list-style-type: none"> Varies based on FYE 7/31/20 	No	N/A
PH and HCV-2 Family income and composition – delayed annual reexaminations	<u>Statutory Authority</u> Section 3(a)(1) <u>Regulatory Authority</u> § 982.516(a)(1), § 960.257(a)	<ul style="list-style-type: none"> Permits the PHA to delay the annual reexamination of income and family composition HCV PHAs must implement HCV-7 for impacted families if they implement this waiver 	<ul style="list-style-type: none"> 12/31/20 	PH: Yes AHP: Yes, but as a last resort	4/10/20
PH and HCV-3 Annual reexamination Income Verification	<u>Regulatory Authority</u> § 5.233(a)(2) <u>Sub-regulatory Guidance</u> PIH Notice 2018-18	<ul style="list-style-type: none"> <i>Waives the requirements to use the income hierarchy, including the use of EIV, and will allow PHAs to consider self-certification as the highest form of income verification</i> PHAs that implement this waiver will be responsible for addressing material income discrepancies that may arise later 	<ul style="list-style-type: none"> 7/31/20 	Yes, but modified.	5/01/20

PH and HCV-4 Interim reexaminations	<u>Statutory Authority</u> Section 3(a)(1) <u>Regulatory Authority</u> § 5.233(a)(2), 982.516(c)(2), 960.257(b) and (d) <u>Sub-regulatory Guidance</u> PIH Notice 2018-18	<ul style="list-style-type: none"> • Waives the requirement to use the income verification requirements, including the use of EIV, for interim reexaminations 	<ul style="list-style-type: none"> • 7/31/20 	Yes, but modified.	5/01/20
PH and HCV-5 EIV System Monitoring	<u>Regulatory Authority</u> § 5.233 <u>Sub-regulatory Guidance</u> PIH Notice 2018-18	<ul style="list-style-type: none"> • Waives the mandatory EIV monitoring requirements. 	<ul style="list-style-type: none"> • 7/31/20 	Yes	4/10/20
PH and HCV-6 FSS Contract of Participation	<u>Regulatory Authority</u> § 984.303(d)	<ul style="list-style-type: none"> • Provides for extensions to FSS contract of participation 	<ul style="list-style-type: none"> • 12/31/20 	Yes	4/10/20
PH and HCV-7 Waiting List	<u>Regulatory Authority</u> § 982.206(a)(2) PIH Notice 2012-34	<ul style="list-style-type: none"> • Waives public notice requirements for opening and closing waiting list • Requires alternative process 	<ul style="list-style-type: none"> • 7/31/20 	No	N/A
HQS-1 Initial inspection	<u>Statutory Authority</u> Section 8(o)(8)(A)(i), Section 8(o)(8)(C) <u>Regulatory Authority</u> § 982.305(a), 982.305(b), 982.405	<ul style="list-style-type: none"> • Changes initial inspection requirements, allowing for owner certification that there are no life-threatening deficiencies • Where self-certification was used, PHA must inspect the unit no later than October 31, 2020. 	<ul style="list-style-type: none"> • 7/31/20 • 10/31/20 	Yes, but as last resort. Virtual inspection will be required first.	4/10/20

<p>HQS-2: PBV Pre-HAP Contract Inspections, PHA acceptance of completed units</p>	<p><u>Statutory Authority:</u> Section 8(o)(8)(A)</p> <p><u>Regulatory Authority:</u> §§ 983.301(b), 983.156(a)(1)</p>	<ul style="list-style-type: none"> Changes inspection requirements, allowing for owner certification that there are no life-threatening deficiencies Where self-certification was used, PHA must inspect the unit no later than October 31, 2020. 	<ul style="list-style-type: none"> 7/31/20 10/31/20 	<p>Yes, but as last resort. Virtual inspection will be required first.</p>	<p>4/10/20</p>
<p>HQS-3 Non-Life Threatening HQS - Initial Unit Approval</p>	<p><u>Statutory Authority</u> Section 8(o)(8)(A)(ii)</p> <p><u>Regulatory Authority</u> HOTMA HCV Federal Register Notice January 18, 2017</p>	<ul style="list-style-type: none"> Allows for extension of up to 30 days for owner repairs of non-life threatening conditions 	<ul style="list-style-type: none"> 7/31/20 	<p>N/A</p>	<p>N/A</p>
<p>HQS-4 Initial HQS -Alternative Inspections</p>	<p><u>Statutory Authority</u> Section 8(o)(8)(A)(iii)</p> <p><u>Regulatory Authority</u> HOTMA HCV Federal Register Notice January 18, 2017</p>	<ul style="list-style-type: none"> Under Initial HQS Alternative Inspection Option - allows for commencement of assistance payments based on owner certification there are no life-threatening deficiencies Where self-certification was used, PHA must inspect the unit no later than October 31, 2020. 	<ul style="list-style-type: none"> 7/31/20 10/31/20 	<p>N/A</p>	<p>N/A</p>

HQS-5 Biennial Inspections	<u>Statutory Authority</u> Section 8(o)(D) <u>Regulatory Authority</u> §§ 982.405(a), 983.103(d)	<ul style="list-style-type: none"> • Allows for delay in biennial inspections • All delayed biennial inspections must be completed as soon as reasonably possible but by no later than October 31, 2020. 	<ul style="list-style-type: none"> • 10/31/20 	No	N/A
HQS-6 Interim Inspections	<u>Statutory Authority</u> Section 8(o)(8)(F) <u>Regulatory Authority</u> §§ 982.405(g), § 983.103(e)	<ul style="list-style-type: none"> • Waives the requirement for the PHA to conduct interim inspection and requires alternative method • Allows for repairs to be verified by alternative methods 	<ul style="list-style-type: none"> • 7/31/20 	Yes	5/01/20
HQS-7 PBV Turnover Inspections	<u>Regulatory Authority</u> § 983.103(c)	<ul style="list-style-type: none"> • Allows for PBV turnover units to be filled based on owner certification there are no life-threatening deficiencies • Allows for delayed full HQS inspection 	<ul style="list-style-type: none"> • 7/31/20 • 10/31/20 	Yes, but as last resort. Virtual inspection will be required first.	4/10/20
HQS-8: PBV HAP Contract – HQS Inspections to Add or Substitute Units	<u>Statutory Authority</u> Section 8(o)(8)(A) <u>Regulatory Authority</u> §§ 983.207(a), 983.207(b)	<ul style="list-style-type: none"> • Allows for PBV units to be added or substituted in the HAP contract based on owner certification there are no life-threatening deficiencies • Allows for delayed full HQS inspection 	<ul style="list-style-type: none"> • 7/31/20 • 10/31/20 	Yes, but as last resort. Virtual inspection will be required first.	4/10/20
HQS-9 HQS QC Inspections	<u>Regulatory Authority</u> § 982.405(b)	<ul style="list-style-type: none"> • Provides for a suspension of the 	<ul style="list-style-type: none"> • 10/31/20 	Yes	4/10/20

		requirement for QC sampling inspections			
HQS--10 HQS Space and Security	<u>Regulatory Authority</u> § 982.401(d)	<ul style="list-style-type: none"> • Waives the requirement that each dwelling unit have at least 1 bedroom or living/sleeping room for each 2 persons. 	Remains in effect one year from lease term or date of notice, whichever is longer	No	N/A
HQS-11 Homeownership HQS	<u>Statutory Authority</u> Section 8(o)(8)(A)(i), Section 8(y)(3)(B) <u>Regulatory Authority</u> § 982.631(a)	<ul style="list-style-type: none"> • Waives the requirement to perform an initial HQS inspection in order to begin making homeownership assistance payments • Requires family to obtain independent professional inspection • 	<ul style="list-style-type: none"> • 7/31/20 	N/A	N/A
HCV-1 Administrative Plan	<u>Regulatory Authority</u> § 982.54 (a)	<ul style="list-style-type: none"> • Waives the requirement to adopt revisions to the admin plan 	<ul style="list-style-type: none"> • 7/31/20 	Yes	4/10/20
HCV-2 PHA Oral Briefing	<u>Regulatory Authority</u> § 982.301(a)(3) § 983.252(a)	<ul style="list-style-type: none"> • Waives the requirement for an oral briefing • Provides for alternative methods to conduct required voucher briefing 	<ul style="list-style-type: none"> • 7/31/20 	Yes	4/10/20
HCV-3 Term of Voucher -Extensions of Term	<u>Regulatory Authority</u> § 982.303(b)(1)	<ul style="list-style-type: none"> • Allows PHAs to provide voucher extensions regardless of current PHA policy 	<ul style="list-style-type: none"> • 7/31/20 	Yes	4/10/20
HCV-4 PHA Approval of Assisted Tenancy	<u>Regulatory Authority</u> § 982.305(c)	<ul style="list-style-type: none"> • Provides for HAP payments for contracts not executed within 60 days 	<ul style="list-style-type: none"> • 7/31/20 	No	N/A

		<ul style="list-style-type: none"> • PHA must not pay HAP to owner until HAP contract is executed 			
HCV-5 Absence from unit	<u>Regulatory Authority</u> § 982.312	<ul style="list-style-type: none"> • Allows for PHA discretion on absences from units longer than 180 days • PHAs must not make HAP payments beyond 12/31/20 for units vacant more than 180 consecutive days 	<ul style="list-style-type: none"> • 12/31/20 	Yes	4/10/20
HCV-6 Automatic Termination of the HAP Contract	<u>Regulatory Authority</u> § 982.455	<ul style="list-style-type: none"> • Allows PHA to extend the period of time after the last HAP payment is made before the HAP contract terminates automatically. 	<ul style="list-style-type: none"> • 12/31/20 	Yes	4/10/20
HCV-7 Increase in Payment Standard	<u>Regulatory Authority</u> § 982.505(c)(4)	<ul style="list-style-type: none"> • Provides PHAs with the option to increase the payment standard for the family at any time after the effective date of the increase, rather than waiting for the next regular reexamination to do so. 	<ul style="list-style-type: none"> • 12/31/20 	Yes, if PH-andHCV-1 is implemented for HCV households	4/10/20
HCV-8 Utility Allowance Schedule	<u>Regulatory Authority</u> § 982.517	<ul style="list-style-type: none"> • Provides for delay in updating utility allowance schedule 	<ul style="list-style-type: none"> • 12/31/20 	No	N/A
HCV-9 Homeownership Counseling	<u>Statutory Authority</u> Section 8(y)(1)(D) <u>Regulatory Authority</u>	<ul style="list-style-type: none"> • Waives the requirement for the family to obtain pre-assistance counseling 	<ul style="list-style-type: none"> • 7/31/20 	N/A	N/A

	§ 982.630, 982.636(d)				
HCV-10 FUP	<u>Statutory Authority</u> Section 8(x)(2)	<ul style="list-style-type: none"> Allows PHAs to increase age to 26 for foster youth initial lease up 	<ul style="list-style-type: none"> 12/31/20 	N/A	N/A
PH-1 Fiscal closeout of Capital Grant Funds	<u>Regulatory Authority</u> § 905.322(b)	<ul style="list-style-type: none"> Extension of deadlines for ADCC and AMCC 	Varies by PHA	No	N/A
PH-2 Total Development Costs	<u>Regulatory Authority</u> § 905.314(c)	<ul style="list-style-type: none"> Waives the TDC and HCC limits permitting approval of amounts in excess of published TDC by 25% to 50% on a case by case basis 	Applies to development proposals submitted to HUD no later than December 31, 2021	No	N/A
PH-3 Cost limitations	<u>Regulatory Authority</u> § 905.314(j)	<ul style="list-style-type: none"> Allows for the use of force account labor for modernization activities in certain circumstances 	<ul style="list-style-type: none"> 12/31/20 	No	N/A
PH-4 ACOP	<u>Regulatory Authority</u> § 960.202(c)(1)	<ul style="list-style-type: none"> Changes to approval process for ACOP 	<ul style="list-style-type: none"> 7/31/20 	Yes	4/10/20
PH-5 CSSR	<u>Statutory Authority</u> Section 12(c) <u>Regulatory Authority</u> § 960.603(a) and 960.603(b)	<ul style="list-style-type: none"> Temporarily suspends CSSR 	<ul style="list-style-type: none"> 3/31/21 	Yes	4/10/20
PH-6 Energy Audits	<u>Regulatory Authority</u> § 965.302	<ul style="list-style-type: none"> Allows for delay in due dates of energy audits 	One year beyond 2020 audit deadline	No	N/A
PH-7 Over-income families	Housing Opportunity Through Modernization Act of 2016: Final Implementation of the Public Housing Income	<ul style="list-style-type: none"> Changes to timeframes for determination of over-income 	<ul style="list-style-type: none"> 12/31/20 	N/A	N/A

	Limit 83 FR 35490 Notice: Notice PIH 2019-11				
PH-8 Resident Council Elections	<u>Regulatory Authority</u> § 964.130(a)(1)	<ul style="list-style-type: none"> Provides for delay in resident council elections 	<ul style="list-style-type: none"> 7/31/20 	No	N/A
PH-9 Utility Allowance	<u>Regulatory Authority</u> § 965.507	<ul style="list-style-type: none"> Provides for delay in updating utility allowance schedule 	<ul style="list-style-type: none"> 12/31/20 	No	N/A
PH-10 Tenant notifications	<u>Regulatory Authority</u> § 966.5	<ul style="list-style-type: none"> Advance notice not required except for policies related to tenant charges 	<ul style="list-style-type: none"> 7/31/20 	Yes	4/10/20
11a PHAS	<u>Regulatory Authority</u> 24 CFR Part 902	<ul style="list-style-type: none"> Allows for alternatives related to inspections PHA to retain prior year PHAS score unless requests otherwise 	HUD will resume issuing new PHAS scores starting with PHAs with FYE dates of 3/31/21	N/A	N/A
11b SEMAP	<u>Regulatory Authority</u> 24 CFR Part 985	<ul style="list-style-type: none"> PHA to retain prior year SEMAP score unless requests otherwise 	HUD will resume issuing new SEMAP scores starting with PHAs with FYE dates of 3/31/21	N/A	N/A
11c Financial reporting	<u>Regulatory Authority</u> §§ 5.801(c), 5.801(d)(1)	<ul style="list-style-type: none"> Allows for extensions of financial reporting deadlines 	Varies by PHA FYE	No	N/A
12a Form HUD 50058	<u>Regulatory Authority</u> 24 CFR Part 908, § 982.158 <u>Sub-regulatory Guidance</u> PIH Notice 2011-65	<ul style="list-style-type: none"> Waives the requirement to submit 50058 within 60 days Alternative requirement to submit within 90 days of the effective date of action 	<ul style="list-style-type: none"> 12/31/20 	No	N/A

12b Designated housing plan	<u>Statutory Authority</u> Section 7(e)(1)	<ul style="list-style-type: none"> Allows for HUD to delay notification about designated housing plan 	<ul style="list-style-type: none"> 7/31/20 	N/A	N/A
12c Deadline for reporting Operating and Capital Fund expenditures	<u>Statutory Authority</u> Section 9(j) <u>Regulatory Authority</u> § 905.306(d)(5)	<ul style="list-style-type: none"> Provides a one-year extension 	One-year extension, however no programmatic expenditure end date shall be extended beyond one month prior to closure of relevant appropriations acc	No	N/A

BOARD OF COMMISSIONERS

RESOLUTION 6045, AUTHORIZING THE SAN ANTONIO HOUSING AUTHORITY TO BECOME A PARTICIPANT MEMBER OF SOURCEWELL, A NATIONWIDE PURCHASING COOPERATIVE, WHICH OFFERS ACCESS TO NATIONWIDE CONTRACTS FOR ITS MEMBERS

DocuSigned by:
David Nisivoccia
3609927B73274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Steven Morando
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Steven Morando
Director of Procurement and General Services

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members.

FINANCIAL IMPACT:

There is no cost for SAHA to become a member of Sourcewell.

SUMMARY:

HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes by relieving them of developing specifications or of issuing solicitations. Because cooperatives award contracts, based on competitive bid or proposal processes, SAHA is not required to issue its own competitive solicitation in cases where the use of available contracts is appropriate and in accordance with SAHA's Procurement Policy. These contracts provide a good alternate source for products and services that are needed in SAHA's operations.

This request is to obtain Board of Commissioners approval to allow SAHA to become a member of Sourcewell, formerly National Joint Powers Alliance, a nationwide purchasing cooperative created by the Minnesota legislature as a local unit of government. SAHA's membership will allow the agency to utilize any of Sourcewell's awarded contracts, on an as needed basis in accordance with the SAHA Procurement Policy. Eligible membership and participation is available to states, cities, counties, all government agencies, both public and non-public educational agencies, colleges, universities and non-profit organizations. There are over thirty Texas Housing Authorities who are members of Sourcewell to include Austin, Arlington, Corpus Christi, Galveston, Houston, Laredo and Travis County. Also, major Texas cities that are members include the cities of Austin, Dallas, Corpus Christi, El Paso, Fort Worth, Houston, Laredo, San Antonio, and Waco. Texas counties that are members include Bexar, Harris Nueces, Travis, Dallas, El Paso, and Galveston counties.

Sourcewell develops national competitive solicitations based on its member's needs and a viable industry solution. They advertise in various media to include but not limited to USA Today (National), and Public Purchase. They also notify each state procurement department for

SAN ANTONIO HOUSING AUTHORITY

June 4, 2020

re-posting of the solicitation within their system, at their option. Contracts awarded by Sourcewell are generally a four year term with the potential for an additional one-year extension at the discretion of Sourcewell. SAHA will determine the term of contracts as they are recommended to the Board for approval.

Sourcewell has awarded contracts for Fleet Management Services, which is a primary reason for our interest in joining this cooperative; however, other contracts may be beneficial for our use in the future. As with all cooperative contracts over \$50,000.00 that we intend to utilize, approval will be obtained from the Board beforehand.

SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which gives it access to all State-awarded contracts, such as Texas Multiple Award Schedules (TxMAS), and the Department of Information Services (DIR) technology contracts, U.S. Communities Government Purchasing Alliance and the Cooperative Purchasing Network (TCPN) (both now known as Omnia Partners) and the Houston-Galveston Area Council of Governments (H-GAC), all of which are nationwide purchasing cooperatives that have contracts currently utilized by SAHA. These contracts follow an acceptable competitive bid or proposal solicitation process. Membership in Sourcewell will add to the cooperative purchasing opportunities available to SAHA.

STRATEGIC GOAL:

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

ATTACHMENT:

Resolution 6045

**San Antonio Housing Authority
Resolution 6045**

RESOLUTION 6045, AUTHORIZING THE SAN ANTONIO HOUSING AUTHORITY TO BECOME A PARTICIPANT MEMBER OF SOURCEWELL, A NATIONWIDE PURCHASING COOPERATIVE, WHICH OFFERS ACCESS TO NATIONWIDE CONTRACTS FOR ITS MEMBERS

WHEREAS, HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes; and

WHEREAS, SAHA requests approval to become a participant member of Sourcewell, a nationwide purchasing cooperative, which will provide access to contracts they procure; and

WHEREAS, this cooperative program awards contracts based on the competitive bid or proposal process; therefore, SAHA would not be required to issue its own competitive solicitation in cases where the use of available contracts is appropriate and in accordance with SAHA procurement policies; and

WHEREAS, there is no cost for SAHA to become a member of Sourcewell, a nationwide purchasing cooperative; 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 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members.
- 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.

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

Attested and approved as to form:

**David Nisivocchia
President and CEO**

BOARD OF COMMISSIONERS

CONSIDERATION AND APPROPRIATE ACTION REGARDING RESOLUTION 6046, AUTHORIZING THE AWARD OF CONTRACTS FOR VARIOUS SECURITY SERVICES AGENCY WIDE TO BLUE ARMOR SECURITY SERVICES, INC. (ABE, DBE, ESBE, MBE, SBE, SECTION 3 BUSINESS), TEXAS LAWMAN SECURITY & TRAFFIC CONTROL SERVICES, LLC, (HABE) AND TEXAS ASSET PROTECTION, LLC (ESBE, HABE, MBE, SBE, VBE) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,060,000.00 FOR YEAR ONE, \$1,110,000.00 FOR YEAR TWO, \$1,165,000.00 FOR YEAR THREE, \$1,225,000.00 FOR YEAR FOUR, AND \$1,285,000.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:
David Nisivoccia
5609927B75274DC...
David Nisivoccia
President and CEO

DocuSigned by:
Steven Morando
5AC93CF03F5A422...
Steven Morando
Director of Procurement
and General Services

DocuSigned by:
Domingo Ibarra
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Domingo Ibarra
Director of Security

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for various security services is not expected to exceed an annual cumulative amount of \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five. The recommended award amounts have been increased approximately 5% each year to allow for any unforeseeable events and for properties transitioning back from third-party management companies to Beacon Communities. These services will be funded through the approved operating budgets and/or operating reserves.

SUMMARY:

SAHA requires the services of a vendor to provide various security services agency wide to include peace officers (certified), and commissioned and non-commissioned security guards as needed for a security presence (stationed or mobile patrol) at SAHA properties and events. They will also be utilized to provide as needed fire watch services.

On March 19, 2020, SAHA issued a "Request For Proposals" (RFP) #2003-990-46-5009 for Security Services Agency Wide which closed on April 24, 2020. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), the Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 25 vendors. A total of five proposals were received in response

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

to this solicitation: Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE), Texas Lawman Security and Traffic Control Services, LLC (HABE, Section 3 Business), Texas Veteran Security, LLC (DIBE, ESBE, HABE, MBE, SBE, VBE, HUB, Section 3 Business), Watchmen Protective Services, LLC (ESBE, HABE, MBE, SBE). All proposals were evaluated on the following criteria: experience, key personnel, capacity, price, and strength of the Section 3 and SWMBE utilization plans. Based on the above, we are recommending contract awards to the three highest rated proposers: Blue Armor Security Services, Inc., Texas Lawman Security & Traffic Control Services, LLC, and Texas Asset Protection, LLC.

Blue Armor Security Services, Inc. was founded in 2003, and is located in San Antonio, Texas. This company has been certified as an ESBE, HABE, MBE, SBE, WBE by the South Central Texas Regional Certification Agency, a HUB by the State of Texas, and a Section 3 Business by SAHA. They specialize in a variety of security services to include, but not limited to, surveillance, personal protection, patrol, armed and unarmed security officers, off-duty peace officers and emergency response. These services are provided to residential customers, businesses, and new development communities throughout the State of Texas to include the following: Austin, Boerne, Crystal City, Ft. Worth/Dallas, Houston, Jourdanton, New Braunfels, Pearsall, Pleasanton, Rio Grande Valley, Seguin, San Antonio, and Waco. Blue Armor Security has received prior awards from SAHA for security guard services for Central Office and various security services and has performed satisfactorily under both agreements. Their client list includes Bexar County; Port San Antonio; San Antonio Water System; VIA Metropolitan Transit; WATTS Water Technologies San Antonio; Estates at Champions Ridge; Estates at Champions Run; Cross Timber HOA; Greystone HOA; Hidden Forest HOA; Huntington HOA; Tarantino Properties Fort Worth, Houston, San Antonio and Waco; Go Rio Cruises; KABB/WOAI/Fox News San Antonio; KEYE-TV/Telemundo in Austin; and Texas Carver Academy School. Blue Armor Security's Section 3 Good Faith Effort Plan includes providing training in the following areas: Leadership Training, Seminar; Level II Non-Commissioned Unarmed Security Officer (Guard) Certification; Resume Writing; and Job Interview skills.

Texas Lawman Security and Traffic Control Services LLC, was established in 2008, and headquartered in San Antonio, Texas. This company self-certifies as an HABE and has been certified by SAHA as a Section 3 Business. They specialize in mobile patrol services, onsite security, off duty Texas peace officers, traffic control, private investigations, and fire watch. These services are provided to neighborhoods/subdivisions, apartment communities, and independent and private schools. Texas Lawman Security and Traffic Control Services has received prior awards from SAHA for Security Guard Services for Beacon Communities and we have utilized their services to assist in fulfilling the immediate security needs of the agency as a result of the current events surrounding the COVID-19 virus. They have performed satisfactorily under both awards. Their client list includes the Housing Authority of Bexar County and numerous private management companies to include, but not limited to, Orion Real Estate Services Texas, United Apartment Group, the Vineyard Shopping Center and 3C-C4 Family. This vendor's Section 3 utilization plan includes a 30% goal for Section 3 new hires.

Texas Asset Protection, LLC (TAP) was established in 2017, and is headquartered in San Antonio, Texas. This company was derived from International Investigations and Security that was established in 2004. The security division branched off from the parent company in 2017, and was named Texas Asset Protection, LLC (TAP). They have been certified as an ESBE, HABE, MBE,

SAN ANTONIO HOUSING AUTHORITY**June 4, 2020**

SBE, VBE by the South Central Texas Regional Certification Agency. TAP offers armed/unarmed security, access control, security patrol, personal protection officers, off duty police security, and traffic control for Bexar County and the surrounding areas. Their clientele includes apartment complexes, auto dealerships, bus stations, construction sites, financial institutions, gated communities, health care facilities, hotels and motels, outlets and malls, private property, religious centers, restaurants, meat markets, retail stores, shopping centers, and warehouses and manufacturing. TAP has received no prior awards from SAHA. Their client list includes Consulate General of Mexico, Residence Inn by Marriott, Medio Springs Ranch, and Spectrum Association Management. Their Section 3 utilization plan includes a 30% goal for Section 3 new hires.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Domingo Ibarra, Director of Security, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENT:

Resolution 6046
Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 6046**

RESOLUTION 6046, AUTHORIZING THE AWARD OF CONTRACTS FOR VARIOUS SECURITY SERVICES AGENCY WIDE TO BLUE ARMOR SECURITY SERVICES, INC. (ABE, DBE, ESBE, MBE, SBE, SECTION 3 BUSINESS), TEXAS LAWMAN SECURITY & TRAFFIC CONTROL SERVICES, LLC, (HABE) AND TEXAS ASSET PROTECTION, LLC (ESBE, HABE, MBE, SBE, VBE) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,060,000.00 FOR YEAR ONE, \$1,110,000.00 FOR YEAR TWO, \$1,165,000.00 FOR YEAR THREE, \$1,225,000.00 FOR YEAR FOUR, AND \$1,285,000.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, on March 19, 2020, SAHA issued a “Request For Proposals” (RFP) #2003-990-46-5009 for Security Services Agency Wide, which closed on April 24, 2020; and

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

WHEREAS, we are recommending contract awards to Blue Armor Security Services, Inc., Texas Lawman Security & Traffic Control Services, LLC, and Texas Asset Protection, LLC. They are the highest rated responsive and responsible proposers; and

WHEREAS, the current award recommendation for various security services is not expected to exceed an annual cumulative amount of \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five. The recommended award amounts have been increased approximately 5% each year to allow for any unforeseeable events and properties transitioning back from third-party management companies to Beacon Communities. These services will be funded through the approved operating budgets and/or operating reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

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

- 1) Approves Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 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
Security Services Agency Wide
2003-990-46-5009

Criterion Description	Weight	Blue Armor Security Services, Inc.	Texas Asset Protection, LLC	Texas Lawman Security & Traffic Control Services, LLC	Texas Vetern Security, LLC	Watchmen Protective Services, LLC.
Relevant Experience:	1-5 25%					
Rater 1		5.00	2.00	5.00	2.00	3.00
Rater 2		4.00	3.00	4.00	2.00	3.00
Rater 3		5.00	2.00	5.00	1.00	3.00
Total Score		14.00	7.00	14.00	5.00	9.00
Average Score		4.67	2.33	4.67	1.67	3.00
Weighted Score		1.17	0.58	1.17	0.42	0.75
Key Personnel:	1-5 20%					
Rater 1		5.00	2.00	5.00	2.00	0.00
Rater 2		4.00	3.00	3.00	3.00	1.00
Rater 3		4.00	3.00	4.00	2.00	1.00
Total Score		13.00	8.00	12.00	7.00	2.00
Average Score		4.33	2.67	4.00	2.33	0.67
Weighted Score		0.87	0.53	0.80	0.47	0.13
Price proposal:	1-5 25%					
Total Score		4.96	5.00	4.87	4.96	4.96
Weighted Score		1.24	1.25	1.22	1.24	1.24
Capacity:	1-5 20%					
Rater 1		5.00	3.00	4.00	2.00	3.00
Rater 2		4.00	3.00	4.00	3.00	2.00
Rater 3		4.00	2.00	3.00	2.00	2.00
Total Score		13.00	8.00	11.00	7.00	7.00
Average Score		4.33	2.67	3.67	2.33	2.33
Weighted Score		0.87	0.53	0.73	0.47	0.47
Strength of the Section 3 plans:	1-5 5%					
Rater 1		3.00	3.00	3.00	3.00	3.00
Rater 2		3.00	3.00	3.00	3.00	3.00
Rater 3		3.00	3.00	3.00	3.00	3.00
Total Score		9.00	9.00	9.00	9.00	9.00
Average Score		3.00	3.00	3.00	3.00	3.00
Weighted Score		0.15	0.15	0.15	0.15	0.15
Strength of the SWMBE plans:	1-5 5%					
Rater 1		3.00	3.00	3.00	3.00	2.00
Rater 2		3.00	3.00	3.00	3.00	2.00
Rater 3		3.00	3.00	3.00	2.00	1.00
Total Score		9.00	9.00	9.00	8.00	5.00
Average Score		3.00	3.00	3.00	2.67	1.67
Weighted Score		0.15	0.15	0.15	0.13	0.08
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#						
Category 1: As detailed in Attachment D	5 (.25)					
Category II: As detailed in Attachment D	4 (.2)					
Category III: As detailed in Attachment D	3 (.15)					
Category IV: As detailed in Attachment D	2 (.1)	0.10		0.10	0.10	
Total Weighted Score		4.54	3.20	4.32	2.97	2.82

Advertisement List
Solicitation # 2003-990-46-5009
Security Services Agency Wide

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Sherry Logan	info@alamocitychamber.org slogan@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	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	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	

**Advertisement List
Solicitation # 2003-990-46-5009
Security Services Agency Wide**

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 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 11/15/18			
	HUBS on CMBL		
ACUMEN PROTECTION GROUP LLC	Lillian Stephens	lillian.stephens@acumenprotectiongrp.com	210-904-7875
ARBER, INC.	ROBERT M. LOZANO	corporate@arberinc.com	210-736-6200
BLUE ARMOR SECURITY SERVICES, INC.	CEO/President /Willie Ng	willie.ng@bluearmorsecurity.com	210-495-4610
MED SECURITY, INC.	ROD KENNEDY	rkennedy@med-securityinc.com	210-314-1850
TEXAS VETERAN SECURITY LLC	GERARD MORALES	TEXASVETOPS@GMAIL.COM	210-404-8094
WARHAWK GROUP LLC	Clarence Redrick	Clarence.Redrick@warhawkgroup.org	210-823-0405

