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: (224) 938-1501 and enter PIN Number: 739144840#, prior to 1:00 p.m.

PRESENTATION
3. WiFi at SAHA Properties (Ed Hinojosa, Chief Financial Officer; Jo Ana Alvarado, Director of Innovative Technology)

INDIVIDUAL ITEMS FOR CONSIDERATION
4. Consideration and approval regarding Resolution 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed $290,000.00 (Hector Martinez, Director of Construction Services and Sustainability; Steven Morando, Director of Procurement)

5. Consideration and approval regarding Resolution 6062, authorizing the award of a contract for Construction Management/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount not to exceed $102,560.00; for a period of one year (Hector Martinez, Director of Construction Services and Sustainability; Steven Morando, Director of Procurement)

6. Consideration and approval regarding Resolution 6056, authorizing the amendment and restatement of Resolution 5946, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to $60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith (Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
7. Consideration and approval regarding Resolution 6058, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Watson Road Apartments Project (Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

8. Consideration and approval regarding Resolution 6059, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Copernicus Apartments Project (Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

9. Consideration and approval regarding Resolution 6068, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Buckhorn Lofts Project (Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

10. 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.
WI-Fi Expansion

Budget and Expenditures

The Budget

- $4 Million Dollar budget approved as of July 1, 2020
  - 3 Million for 52 PH properties
  - 1 Million for 24 Beacon Properties

Expenditures

- Labor
  - One Dedicated Wi-Fi Technical Support Analyst
  - Concurrent contractor teams for electrical work
  - Concurrent contractors for cabling and mounting of Wi-Fi equipment in residential areas
  - Hardware procurement
  - Bandwidth procurement
  - Labor for 60% dedicated time of 2 IT Network team staff
WI-FI Expansion
Topology, Security and Design

The Plan
Priority 1 - Big 3
- Cassiano
- Lincoln
- Alazan

Design
- Saturate residential area for accessibility inside the home
- Install Fiber backbone at larger properties, copper at smaller properties to manage costs
- Implement innovative Mesh and Solar Mesh Wi-Fi technologies

Security
- Open Public Wi-Fi accessed by any device
- Content Filtering for undesirable sites
- Public Wi-Fi with no password needed for access
Cassiano Homes - Solar Mesh WiFi - SMARTI

Family community built in 1951

District 5
Councilwoman Shirley Gonzales
2919 S. Laredo, 78207
SAISD School District

1,254 total children
1,790 residents currently served
96 buildings
499 units
Cassiano Homes – Main Office Area
Wi-Fi Saturated Signal Coverage

- Rocket
- SMARTI Solar Poles
- Nanobeam
- IDF
Lincoln Heights

Family community built in 1940
1315 N. Elmendorf, 78207

District 1
Councilman Roberto Treviño
SAISD School District

507 Total Children
50 buildings
338 units
875 Total Clients
Lincoln Heights
Wi-Fi Saturated Signal Coverage
Alazan Apache Courts

Family community built in 1939
1011 S. Brazos, 78207
District 5
Councilwoman Shirley Gonzales
SAISD School District
1,193 Total Children
149 Buildings
741 Total units
1,837 Total Clients
Concurrent Timeline
Crews of 3–6 teams

**PHASE 1**
**JULY – DEC. 2020**
Top 3 PH Family Properties
- Cassiano
- Lincoln
- Alazan

**PHASE 2**
**JANUARY – APRIL 2021**
Remaining Family Properties (19)

**PHASE 3**
**JANUARY – APRIL 2021**
Beacon Properties (24)

**PHASE 4**
**APRIL – JUNE 2021**
Public Housing Elderly and Disabled Properties (30)

**GOAL: Project Completion by June 30, 2021**
Challenges

COVID-19

- Many businesses trying to install, upgrade and expand their Wi-Fi
- Keeping SAHA staff healthy and safe
- Hiring contractors with enough healthy talent to build concurrent crews
- Contractors reporting shortage and back order of Wi-Fi hardware
- Contractors reporting shipping delays
Concurrent Timeline

BIG 3 MILESTONES . JULY – DECEMBER 2020

1. Procurement
2. Project Preparation
3. Wi-Fi Hardware Installation
4. Wi-Fi Hardware Configuration
5. Testing
Concurrent Timeline – Big 3 Milestones

1. **PROCUREMENT**
   **JULY 13 – 17**
   Determine procurement vehicle

   **JULY 20 – AUGUST 31**
   Execute procurement vehicle

   Build equipment and vendor requirement documentation

   Order WiFi Hardware and bandwidth

   Hire vendors with crews or temps to run 3 to 6 concurrent crews

2. **PROJECT PREPARATION**
   **SEPT. 1 – 18**
   Receive delivery of Equipment

   Train and prepare contractors and extra staff for project

   Scheduling and project assignment

   Inventory and assignment

3. **WIFI HARDWARE INSTALLATION**
   **SEPTEMBER 21 – OCTOBER 30**
   Mount Wi-Fi Access points and Microwave

   Mount Solar Poles with Solar equipment (Cassiano and Lincoln)

   Cable and Power install

   Bandwidth Installation

   Installation of backend equipment in MDF closets

   Test all equipment installations
Concurrent Timeline – Big 3 Milestones

4

**WIFI HARDWARE CONFIGURATION**
**SEPTEMBER 21 – NOVEMBER 13**
Configure WiFi Hardware
- Firewall
- Open DNS
- Cloud Controller
- Switches
- Access Points
- Rocket Microwaves and Repeaters
- Solar Equipment

5

**TESTING**
**NOVEMBER 15 – DECEMBER 11**
- Test all configurations
- Test Connectivity
- Test Bandwidth strength
- Test Signal Saturation
- Ensure signal can be reached within radius
- Test all device types for connectivity

6

**GO LIVE**
**DECEMBER 14, 2020**
## Remaining Public Housing Family Properties (19)

**Concurrent Timeline: January – March 2021**

<table>
<thead>
<tr>
<th>Property 1</th>
<th>Property 2</th>
<th>Property 3</th>
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<tbody>
<tr>
<td>Cheryl West</td>
<td>Cross Creek</td>
<td>Mirasol</td>
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<td>Mission Park</td>
<td>Morris C. Beldon</td>
<td>Francis Fury</td>
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<td>Glen Park, Kenwood North</td>
<td>Highview</td>
<td>LC Rutledge</td>
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<tr>
<td>and Kenwood Manor</td>
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<tr>
<td>Olive Park</td>
<td>Park Square</td>
<td>Pin Oak II</td>
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<td>Springview</td>
<td>TL Shaley</td>
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<td>Villa Veramendi</td>
<td>Village East</td>
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<td>Neighborhood</td>
<td>Property</td>
<td>Neighborhood</td>
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<td>------------------------------</td>
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<tr>
<td>Bella Claire</td>
<td>Burning Tree</td>
<td>Castle Point</td>
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<tr>
<td>Clairemont Townhomes</td>
<td>Cottage Creek 1 &amp; 2</td>
<td>Converse Ranch 1 &amp; 2</td>
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<td>Crown Meadows</td>
<td>Dietrich</td>
<td>Encanta Villa</td>
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<td>La Providencia</td>
<td>Monterey Park</td>
<td>Reagan West</td>
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<td>Villa de Valencia</td>
<td>Warren House</td>
<td>Woodhill Apartments</td>
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<td>Pecan Hill</td>
<td>San Alfonso</td>
<td>Sunshine Plaza</td>
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## Public Housing Elderly/Disabled Properties (30)

**Timeline:** April – June 2021

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<td>Fair Avenue</td>
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<td>Frank E. Hornsby</td>
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<td>Jewett Circle</td>
<td>Le Chalet</td>
<td>Lewis Chatham</td>
<td>Lila Cockrell</td>
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<td>Linda Lou</td>
<td>Lofts Marie McGuire</td>
<td>Madonna</td>
<td>Matt Garcia</td>
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<td></td>
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<tr>
<td>The Midway</td>
<td>Parkview</td>
<td>Pin Oak I</td>
<td>Reymundo Rangel</td>
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<td>Sahara Ramsey</td>
<td>San Pedro Arms</td>
<td>South San</td>
<td>Sun Park Lane</td>
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<td>Tarry Towne</td>
<td>Victoria Plaza</td>
<td>Villa Hermosa</td>
<td>Villa Tranchese</td>
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<td>William Sinkin</td>
<td>Williamsburg</td>
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Partnerships

- ConnectHomeSA
- CPS Energy
- SAISD
- City of San Antonio Information Technology Services Department
- Innovation City of San Antonio
QUESTIONS?
Appendix
## Big 3 Estimated First and Second Year Totals

<table>
<thead>
<tr>
<th>Community</th>
<th>Type</th>
<th>Community Room</th>
<th>ConnectHome Lab</th>
<th>*Estimated First Year Costs</th>
<th>Estimated Second Year Costs</th>
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<td>Alazan/Apache/Guadalupe</td>
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<td>$63,600</td>
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<td>✔️</td>
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<td>$58,800</td>
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<td>Lincoln Heights</td>
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<td><strong>$663,000</strong></td>
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## Estimated Costs Detail for Cassiano Homes

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<td>42.00</td>
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<td>Outdoor Mesh AP</td>
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<td>70.00</td>
<td>12,600.00</td>
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<tr>
<td>Rocket</td>
<td>250.00</td>
<td>7.00</td>
<td>1,750.00</td>
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<tr>
<td>Antenna</td>
<td>200.00</td>
<td>7.00</td>
<td>1,400.00</td>
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<tr>
<td>Firewall</td>
<td>10,000.00</td>
<td>2.00</td>
<td>20,000.00</td>
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<tr>
<td>8-Port POE Switch</td>
<td>250.00</td>
<td>20.00</td>
<td>5,000.00</td>
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<tr>
<td>Misc Hardware</td>
<td>500.00</td>
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<td>1,000.00</td>
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<tr>
<td>Mounting Access points and cable runs</td>
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<td>Power Mods</td>
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<tr>
<td>Pole Mounting</td>
<td>1,500.00</td>
<td>7.00</td>
<td>10,500.00</td>
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<tr>
<td>1 GB bandwidth Fiber ($2,100 Per Month)</td>
<td>25,200.00</td>
<td>2.00</td>
<td>50,400.00</td>
</tr>
<tr>
<td>Open DNS License (Per Year)</td>
<td>120.00</td>
<td>70.00</td>
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<td>Smarti Pole</td>
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<td><strong>TOTAL</strong></td>
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<tr>
<td>Item</td>
<td>Cost</td>
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</tr>
<tr>
<td>Microwave</td>
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<td>17.00</td>
<td>3,400.00</td>
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<td>Outdoor Mesh AP</td>
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<td>8,820.00</td>
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<tr>
<td>Rocket</td>
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<td>4.00</td>
<td>1,000.00</td>
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<tr>
<td>Antenna</td>
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<td>Firewall</td>
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<td>5,000.00</td>
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<td>8-Port POE Switch</td>
<td>250.00</td>
<td>5.00</td>
<td>1,250.00</td>
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<tr>
<td>Misc Hardware</td>
<td>500.00</td>
<td>2.00</td>
<td>1,000.00</td>
</tr>
<tr>
<td>Mounting Access points and cable runs</td>
<td>500.00</td>
<td>50.00</td>
<td>25,000.00</td>
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<tr>
<td>Power Mods</td>
<td>350.00</td>
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<td>17,500.00</td>
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<tr>
<td>Pole Mounting</td>
<td>1,500.00</td>
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<tr>
<td>1 GB bandwidth Fiber ($2,100 Per Month)</td>
<td>25,200.00</td>
<td>2.00</td>
<td>50,400.00</td>
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<tr>
<td>Open DNS License (Per Year)</td>
<td>120.00</td>
<td>49.00</td>
<td>5,880.00</td>
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<tr>
<td>Potential Construction Costs</td>
<td>10,000.00</td>
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<td>10,000.00</td>
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<tr>
<td><strong>TOTAL</strong></td>
<td><strong>131,550.00</strong></td>
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## Estimated Cost Detail for Alazan Apache

<table>
<thead>
<tr>
<th>Item</th>
<th>Cost</th>
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<tbody>
<tr>
<td>Microwave</td>
<td>200.00</td>
<td>46.00</td>
<td>9,200.00</td>
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<tr>
<td>Outdoor Mesh AP</td>
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<td>Rocket</td>
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<td>Antenna</td>
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<td>Firewall</td>
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<tr>
<td>8-Port POE Switch</td>
<td>250.00</td>
<td>40.00</td>
<td>10,000.00</td>
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<tr>
<td>Misc Hardware</td>
<td>500.00</td>
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<td>1,000.00</td>
</tr>
<tr>
<td>Mounting Access points and cable runs</td>
<td>500.00</td>
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<td>Power Mods</td>
<td>350.00</td>
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<td>Pole Mounting</td>
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<td>19,500.00</td>
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<tr>
<td>1 GB bandwidth Fiber ($2,100 Per Month)</td>
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<td>2.00</td>
<td>50,400.00</td>
</tr>
<tr>
<td>Open DNS License (Per Year)</td>
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<td>110.00</td>
<td>13,200.00</td>
</tr>
<tr>
<td>Potential Construction Costs</td>
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<td>50,000.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>292,450.00</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Long Term Support and Management

- WiFi Technical Support Analyst
  - Maintain and manage WiFi expansion
  - Support ConnectHomeSA digital training

- Public Housing Bandwidth PY $392,040
- Beacon Bandwidth costs PY $219,360
- PH OpenDNS licensing PY $99,480
- Beacon OpenDNS licensing PY $37,680

Total 2nd year operations costs $748,560
REQUESTED ACTION:
Consideration and approval regarding Resolution 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed $290,000.00.

FINANCIAL IMPACT:
The current award recommendation for purchase and installation of cabinets at Victoria Plaza Apartments is not expected to exceed an amount of $290,000.00. Source of funds is CFP and/or proceeds from the sale of Public Housing Scattered Site homes.

SUMMARY:
Victoria Plaza Apartments is a Senior/Disabled development built in 1959 and is located in downtown San Antonio near HemisView Plaza. This development is a nine-story, high-rise brick building, comprised of 185 units, including: 16 efficiency units, 152 one-bedroom units, 16 two-bedroom units, and 1 three-bedroom unit.

As part of the Victoria Plaza substantial rehabilitation and modernization project, SAHA will be installing all new cabinets and countertops in the kitchen areas of 185 residential units and the first floor common area community kitchen. SAHA requires the services of a vendor for the purchase and installation of cabinets and countertops at this property. This project will be completed by November 1, 2020.

On June 23, 2020, SAHA issued an Invitation For Bids (IFB) #2006-150-49-5039 for Purchase and Installation of Cabinets at Victoria Plaza Apartments that closed on July 13, 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 65 vendors. A total of two bids were received in response to this solicitation: Henock Construction, LLC (HABE) and McGovern Woodcraft & Design, LLC. Both bids were evaluated on the following criteria: purchase price, reputation of the bidder and their goods or services, quality of the goods or services, extent to which the goods or services, extent to which the goods or services meet SAHA’s needs, total long term cost, and any relevant criteria contained in the solicitation document. Based on the above we are recommending a contract award to Henock Construction, LLC. They are the lowest priced responsive and responsible bidder.
COMPANY PROFILE:
Henock Construction, LLC was founded in 2001 and is headquartered in San Antonio, Texas. They self-certify as a HABE. They are a general contractor providing services in the areas to include, but not limited to, additions, renovations, historic restorations, design build, electrical, plumbing, paint, drywall, framing, insulation, acoustical, doors, windows, cabinets, crainte, ADA renovations, roofing, lightning protection, and mechanical. This contractor has received no prior awards from SAHA. Their client list includes Bexar County, City of Floresville, University Health Systems, Northside Independent School District, and the San Antonio Port Authority.

CONTRACT OVERSIGHT:
Contract oversight will be provided by Hector Martinez, Director of Construction Services and Sustainability, who will monitor the vendor’s adherence to contract requirements and performance.

STRATEGIC GOAL:
Preserve and improve existing affordable housing resources.

ATTACHMENTS:
Resolution 6061
Bid Tabulation
Advertisement List
RESOLUTION 6061, AUTHORIZING THE AWARD OF A CONTRACT FOR THE PURCHASE AND INSTALLATION OF CABINETS AT VICTORIA PLAZA APARTMENTS TO HENOCK CONSTRUCTION, INC. (HABE) FOR AN AMOUNT NOT TO EXCEED $290,000.00

WHEREAS, on June 23, 2020, SAHA issued an Invitation For Bids (IFB) #2006-150-49-5039 for Purchase and Installation of Cabinets at Victoria Plaza Apartments that closed on July 13, 2020; and

WHEREAS, two bids were received in response to the IFB; and

WHEREAS, we are recommending a contract award to Henock Construction, LLC. They are the lowest priced responsive and responsible bidder; and

WHEREAS, the current award recommendation for purchase and installation of cabinets at Victoria Plaza Apartments is not expected to exceed an amount of $290,000.00. Source of funds is CFP and/or proceeds from the sale of Public Housing Scattered Site homes; 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 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed $290,000.00.

2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

________________________________________
David Nisivoccia
President and CEO
### Advertisement List

**Solicitation # 2006-150-49-5039**  
**Purchase and Installation of Cabinets at Victoria Plaza Apartments**

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<thead>
<tr>
<th>Associations /Vendors</th>
<th>Contact Name</th>
<th>Email</th>
<th>Notes</th>
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<td>African American Chamber of Commerce of San Antonio</td>
<td>Lou Miller</td>
<td><a href="mailto:blackchamber@aol.com">blackchamber@aol.com</a></td>
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<tr>
<td>Alamo Asian American Chamber of Commerce</td>
<td>Elva Adams</td>
<td><a href="mailto:elva.adams@wellsfargo.com">elva.adams@wellsfargo.com</a></td>
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<tr>
<td>Alamo City Black Chamber Of Commerce</td>
<td>Bede Ramcharan</td>
<td><a href="mailto:info@alamocitychamber.org">info@alamocitychamber.org</a></td>
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<tr>
<td>American Council of Engineering Companies - San Antonio (ACEC-SA)</td>
<td>Anne Whittington</td>
<td><a href="mailto:anne@acectx.org">anne@acectx.org</a></td>
<td></td>
</tr>
<tr>
<td>American Institute of Architects</td>
<td>Paula</td>
<td><a href="mailto:paula@aiasa.org">paula@aiasa.org</a></td>
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<tr>
<td>American Subcontractors Association</td>
<td>Jennifer Swinney</td>
<td><a href="mailto:jennifer@asasanantonio.org">jennifer@asasanantonio.org</a></td>
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</tr>
<tr>
<td>Associated Builders and Contractors S. Texas Chapter</td>
<td>Steve Schultz</td>
<td><a href="mailto:steve@abcsouthtexas.org">steve@abcsouthtexas.org</a></td>
<td></td>
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<tr>
<td>Builders Exchange</td>
<td>Jeannette Olguin</td>
<td><a href="mailto:jeannette@virtualbx.com">jeannette@virtualbx.com</a></td>
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</tr>
<tr>
<td>Construct Connect</td>
<td></td>
<td><a href="mailto:content@constructconnect.com">content@constructconnect.com</a></td>
<td></td>
</tr>
<tr>
<td>CFMA</td>
<td></td>
<td><a href="mailto:kimr@avacpa.com">kimr@avacpa.com</a></td>
<td></td>
</tr>
<tr>
<td>Construction Journal</td>
<td>Danielle Giammarino</td>
<td><a href="mailto:DGIammarino@constructionjournal.com">DGIammarino@constructionjournal.com</a></td>
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<tr>
<td>Goodwill Industries</td>
<td>Steven Hussain, Angelique de Oliveira</td>
<td><a href="mailto:shussain@goodwill.sa.org">shussain@goodwill.sa.org</a>, <a href="mailto:adeoliveira@goodwillsa.org">adeoliveira@goodwillsa.org</a></td>
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<tr>
<td>Greater San Antonio Builders Association</td>
<td>Kristi Sutterfield</td>
<td><a href="mailto:ksutterfield@sabuilders.com">ksutterfield@sabuilders.com</a></td>
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</tr>
<tr>
<td>The San Antonio Chamber of Commerce</td>
<td>Dave Petersen</td>
<td><a href="mailto:dpetersen@sachamber.org">dpetersen@sachamber.org</a></td>
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<tr>
<td>Hispanic Contractors Association de San Antonio</td>
<td>Clarissa Perez, Dave Sanchez</td>
<td><a href="mailto:exdir@hcadesa.org">exdir@hcadesa.org</a>, <a href="mailto:admin@hcadesa.org">admin@hcadesa.org</a>, <a href="mailto:dave@hcadesa.org">dave@hcadesa.org</a></td>
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<tr>
<td>Home Depot Pro Accounts</td>
<td>Darren Friesenhahn</td>
<td><a href="mailto:Darren_Friesenhahn@homedeapot.com">Darren_Friesenhahn@homedeapot.com</a></td>
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<tr>
<td>IEC</td>
<td>Julie Howard</td>
<td><a href="mailto:jhoward@iecsanantonio.com">jhoward@iecsanantonio.com</a>, <a href="mailto:rvasquez@iecsanantonio.com">rvasquez@iecsanantonio.com</a></td>
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<tr>
<td>MCA-SMACNA</td>
<td></td>
<td><a href="mailto:mca-smacna@mca-smacna.org">mca-smacna@mca-smacna.org</a></td>
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<tr>
<td>Minority Business Council</td>
<td>Hector Garcia</td>
<td><a href="mailto:hector@hegarciacpa.com">hector@hegarciacpa.com</a></td>
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<tr>
<td>National Alliance of Craftsmen Association</td>
<td>Victor Landa</td>
<td><a href="mailto:arvelasquez01@yahoo.com">arvelasquez01@yahoo.com</a></td>
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<td>National Association of Women in Construction (NAWIC)</td>
<td>Sandee Morgan</td>
<td><a href="mailto:nawicerin@gmail.com">nawicerin@gmail.com</a>, <a href="mailto:nawicsatx@gmail.com">nawicsatx@gmail.com</a></td>
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<tr>
<td>NAWBO San Antonio</td>
<td>Madeline Slay</td>
<td><a href="mailto:Madeline@masarchitecture.com">Madeline@masarchitecture.com</a></td>
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<tr>
<td>Plumbing Heating Cooling Contractors Association</td>
<td>Heidi Timble</td>
<td><a href="mailto:Heidi@phcc-sanantonio.org">Heidi@phcc-sanantonio.org</a></td>
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<tr>
<td>Professional Engineers in Private Practice</td>
<td>Diane Hoskins</td>
<td><a href="mailto:bexarpepp@sbcglobal.net">bexarpepp@sbcglobal.net</a></td>
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**Revised 6/5/20**
<table>
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<td>Solicitation # 2006-150-49-5039</td>
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<tr>
<td>Purchase and Installation of Cabinets at Victoria Plaza Apartments</td>
</tr>
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</table>

### Advertisement List

#### Solicitation # 2006-150-49-5039

| 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 | orestes.hubbard@utsa.edu |
| | Jennifer Mort | jennifer.mort@utsa.edu |
| | Jacqueline Jackson | 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 06/15/2020

#### HUBS on CMBL

<p>| Nelson Interiors, LLC | Emily Howard | <a href="mailto:Emily@nelsoninteriors.com">Emily@nelsoninteriors.com</a> |</p>
<table>
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<th>Advertisement List</th>
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<tr>
<td>Solicitation # 2006-150-49-5039</td>
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<td>Purchase and Installation of Cabinets at Victoria Plaza Apartments</td>
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### Section 3 Bidders

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<tr>
<th>Company/Contractor</th>
<th>Contact Name(s)</th>
<th>Email(s)</th>
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</thead>
<tbody>
<tr>
<td>All Pro Gen Const</td>
<td>Raul Scott, Jorge Zapata, Raul Scott Jr</td>
<td><a href="mailto:rs@apgc.pro">rs@apgc.pro</a>, <a href="mailto:jorge@apgc.pro">jorge@apgc.pro</a>, <a href="mailto:rauljr@apgc.pro">rauljr@apgc.pro</a></td>
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<tr>
<td>Geofill Construction</td>
<td>Jan Puente</td>
<td><a href="mailto:jpuente.geofill@outlook.com">jpuente.geofill@outlook.com</a></td>
</tr>
<tr>
<td>Jerdon Enterprise L.P.</td>
<td>Kathryn Tennell</td>
<td><a href="mailto:kathy@jerdonlp.com">kathy@jerdonlp.com</a></td>
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<tr>
<td>Commercor, LLC</td>
<td>Robert Broniszewski</td>
<td><a href="mailto:commercorconstruction@gmail.com">commercorconstruction@gmail.com</a></td>
</tr>
<tr>
<td>EA Contractor</td>
<td>Enrique Rodriguez</td>
<td><a href="mailto:enrique@mtsconstructor.com">enrique@mtsconstructor.com</a>, <a href="mailto:adriananavarro3@hotmail.com">adriananavarro3@hotmail.com</a></td>
</tr>
<tr>
<td>JC's Construction &amp; Remodeling, LLC</td>
<td>Basidalia Alvarez</td>
<td><a href="mailto:jscandrsatx@gmail.com">jscandrsatx@gmail.com</a></td>
</tr>
<tr>
<td>JGG Construction</td>
<td>Joseph Gonzales</td>
<td><a href="mailto:integrated02@aol.com">integrated02@aol.com</a></td>
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<tr>
<td>Mcfarland &amp; Mcfarland Construction &amp; Remodeling</td>
<td>James Mcfarland</td>
<td><a href="mailto:mcfarland9598@gmail.com">mcfarland9598@gmail.com</a></td>
</tr>
<tr>
<td>Garcia Brothers Make Ready &amp; Repairs</td>
<td>Jesse Garcia</td>
<td><a href="mailto:GBMR.REPAIRS@YAHOO.COM">GBMR.REPAIRS@YAHOO.COM</a></td>
</tr>
<tr>
<td>R&amp;J Muniz Remodeling</td>
<td>Rafaela Varela</td>
<td><a href="mailto:munizjuan60@yahoo.com">munizjuan60@yahoo.com</a></td>
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<tr>
<td>J.C. Enriquez and Son Plumbing &amp; Remodeling</td>
<td>Joe Enriquez</td>
<td><a href="mailto:joey@weplumbtoplease.com">joey@weplumbtoplease.com</a></td>
</tr>
<tr>
<td>TME Construction, L.L.C.</td>
<td>Ernesto Caro</td>
<td><a href="mailto:tme1construction@gmail.com">tme1construction@gmail.com</a></td>
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<tr>
<td>Safe Co. Construction</td>
<td>Liz Janette Martinez</td>
<td><a href="mailto:savecocorp@gmail.com">savecocorp@gmail.com</a></td>
</tr>
<tr>
<td>Shimerda Enterprises, LLC.</td>
<td>Edward Shimerda</td>
<td><a href="mailto:cbch@countryboycolin.com">cbch@countryboycolin.com</a></td>
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<tr>
<td>Presidio Construction, LLC.</td>
<td>Mike Martinez E.</td>
<td><a href="mailto:mike.presidio@yahoo.com">mike.presidio@yahoo.com</a></td>
</tr>
<tr>
<td>M&amp;M Weatherization CO.</td>
<td>Laura Ramirez</td>
<td><a href="mailto:laura@mmwtx.com">laura@mmwtx.com</a></td>
</tr>
<tr>
<td>Vela Group, LLC.</td>
<td>Joe Vela</td>
<td><a href="mailto:joe.vela@velagroupinc.com">joe.vela@velagroupinc.com</a></td>
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<tr>
<td>4L Construction</td>
<td>Maria &quot;Lisel&quot; Aleman</td>
<td><a href="mailto:liselaleman@yahoo.com">liselaleman@yahoo.com</a></td>
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<tr>
<td>Ram's Weatherization and Construction, LLC.</td>
<td>Maria De La Fuente</td>
<td><a href="mailto:md.ramswx@gmail.com">md.ramswx@gmail.com</a></td>
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<tr>
<td>DCA Contractor, LLC.</td>
<td>Dora Candia</td>
<td><a href="mailto:info@dcacontractor.com">info@dcacontractor.com</a></td>
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### Direct Solicits

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<tr>
<th>Company</th>
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<tr>
<td>M&amp;M Painting and Construct.</td>
<td>Steve Shealy</td>
<td><a href="mailto:steve@mandmpaint.com">steve@mandmpaint.com</a></td>
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<tr>
<td>Albrecht Incorporated</td>
<td>Kathleen Albrecht</td>
<td><a href="mailto:kitty@albrechtinc.net">kitty@albrechtinc.net</a></td>
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<tr>
<td>Cleaning Solutions, Inc.</td>
<td>Willie Thorton</td>
<td><a href="mailto:thorntn@airmail.net">thorntn@airmail.net</a></td>
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<tr>
<td>Decorative Ventures, LLC</td>
<td>Franklin Kisberg</td>
<td><a href="mailto:fkisberg@kenmarkinc.com">fkisberg@kenmarkinc.com</a></td>
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<tr>
<td>R.E.D. Construction, Inc. Db</td>
<td>Daniel Villarreal</td>
<td><a href="mailto:ruben@3vcompany.com">ruben@3vcompany.com</a></td>
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<tr>
<td>Woodrose Company, Inc.</td>
<td>Frances Loyd</td>
<td><a href="mailto:franloyd@woodrosecompany.com">franloyd@woodrosecompany.com</a></td>
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<tr>
<td>Cabinets and Granite</td>
<td>Web Site Contact</td>
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<td>Gomez Cabinets</td>
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<td><a href="mailto:info@gomezcabinets.com">info@gomezcabinets.com</a></td>
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<tr>
<td>Bills Cabinet Shop</td>
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<td><a href="mailto:ron@billscabinetshop.com">ron@billscabinetshop.com</a></td>
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<tr>
<td>Oncken &amp; Sons</td>
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<td><a href="mailto:info@onckenandsons.com">info@onckenandsons.com</a></td>
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<tr>
<td>Company</td>
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| Alamo Ranch Cabinets            | alamoranchcabinets@gmail.com  
alamoranchhands@gmail.com | 6/24/2020 1:11 pm             |
| Michael Edwards Custom          | WEB SITE Contact                                  | 6/24/2020 1:11 pm             |
| Christensen Woodworks           | paula@christensenwoodworks.com                     | Failed to work 1:18 pm 6/24/2020 |
| Life Art Cabinetry              | info@lifeartcabinetry.com                          | 6/24/2020 1:23 pm             |
| Erwazad Cabinet                 | Web site contact                                  | 6/24/2020 1:13 pm             |
| San Antonio Cabinets & Gran     | Web site contact                                  | 6/24/2020 1:29 pm             |
| ProFresh Cabinets               | Web site contact                                  | 6/24/2020 1:18 pm             |
| Masterbrand/KM remodeling       | Web site contact                                  | 6/24/2020 1:47 pm             |
| AD Cabinets & Granite           | info@adcabinets.com                                | 6/24/2020 1:50 pm             |
| 1st Rate Const                  | firstrateconst85@gmail.com                         | 6/24/2020 1:52 pm             |
| Cabinetry Designs               | info@cabinetrydesigns.com                          |                             |
| HGS Custom Cabinets             | handyguystx@gmail.com                              |                             |
| Millennia Cabinetry Inc         | info@millcab.com                                   |                             |
| The Cabinet House               | info@thecabinethousesa.com                         |                             |
| The Cabinet Wizard              | Web site contact                                  | 6/24/2020 1:47 pm             |
| Designs by Sherry               | Custom Wood Works CWWWOOD@YAHOO.COM                | 6/24/2020 1:50 pm             |
| Chaparral Cabinetry             | info@ChaparralCabinetry.com                        |                             |
| J-Kraft Inc                     | info@jkraftinc.com                                 |                             |
| John Dancey Custom Homes        | John@JohnDancey.com                                |                             |
| Cabinets To Go                  | store621@cabinetstogo.com                          |                             |
| ABCabinetry                     | contact@abcabinetry.com                            |                             |
| Madera Cabinetry & Remodeling   | MaderaCabinetryRemodeling@gmail.com                | 6/24/2020 1:52 pm             |
| New Generation Kitchen & Bath   | Web site contact                                  | 6/24/2020 1:54 pm             |
| Spencer LLC                     | No Bid info@SpencerLLC.com                         | Too Far Away                 |
| MultiCraftsman                  | info@multicraftsman.com                            |                             |
| Moses General Contractors       | service@mosesgeneralcontractors.com               |                             |
| Barker Modern                   | info@barkermodern.com                              |                             |
| McGovern Woodcraft              | Web site contact                                  | 6/24/2020 1:54 pm             |
| Kitchen Remodeling              | info@kitchenremodelingsanantoniotx.com            | Not found                    |
| Factory Plaza                   | estimate@FactoryPlaza.com                         |                             |
| CSJ Cabinet Supply              | csjcabinet@gmail.com                               |                             |
| Cabinets and Granite Creations  | info@San-Antonio-Granite.com                      |                             |
| The Cabinet Corner              | Louis Rincon info@San-Antonio-Granite.com         | Added 6/25/2020               |
|                                | Maria Alcorta ljrent@sbcglobal.net                 |                             |
|                                | Maria@TheCabinetCorner.org                        |                             |
### Advertisement List
**Solicitation # 2006-150-49-5039**
**Purchase and Installation of Cabinets at Victoria Plaza Apartments**

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</table>

Web Site contact message:

The San Antonio Housing Authority is seeking bids for the purchase and installation of cabinets at the Victoria Plaza Apartments. The bid documents and plans are available on the SAHA web site at [www.saha.org](http://www.saha.org), click menu, then Work With Us, then Procurement, then Current Bids, click on the bid number to open the file for reading or download. Call or email for any questions or clarifications.
<table>
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<tr>
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<th>McGovern Woodcraft &amp; Design, LLC</th>
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<tr>
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<td>Cost</td>
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<td>$290,000.00</td>
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RESOLUTION 6062, AUTHORIZING THE AWARD OF A CONTRACT FOR CONSTRUCTION MANAGEMENT/COMMISSIONING AGENT - EPC II TO GROUP 14 ENGINEERING, PBC FOR AN AMOUNT NOT TO EXCEED $102,560.00; FOR A PERIOD OF ONE YEAR

REQUESTED ACTION:
Consideration and approval regarding Resolution 6062, authorizing the award of a contract for Construction Management/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount not to exceed $102,560.00; for a period of one year.

FINANCIAL IMPACT:
The current award recommendation for Construction Management/Commissioning Agent - EPC II is not expected to exceed an amount of $102,560.00 and will be funded with EPC II loan proceeds.

SUMMARY:
On April 4, 2019, SAHA received Board approval to execute an Interagency Agreement with the Housing Authority of the City and County of Denver to pursue a self-managed energy performance contract (EPC) to include up to 2,324 public housing units.

On February 6, 2020, SAHA received Board approval to award a contract to Geofill Material Technologies dba Geofill Construction to provide pre-construction and construction management services for the complete implementation of an energy performance contract. The project will include 34 developments encompassing 2,324 dwelling units. The contractor will work with SAHA to provide value engineering to ensure the project is within the desired budget, develop a guaranteed maximum price for the project, coordinate with their consultants to optimize constructability, sequencing, scheduling and project details, and oversee the implementation and completion of the EPC.

SAHA requires the services of a qualified consultant to provide construction administration services to ensure that the SAHA Phase II EPC meets all HUD EPC Commissioning requirements. Their responsibilities will include, but are not limited to: assisting with pre-construction coordination activities; representing the owner, architectural, energy savings, and engineering interests throughout the course of construction phase; attend and participate in owner, architect, and contractor meetings; review and approve submittals and design documents to ensure they are in accordance with project specifications and meet energy and water performance specifications; bringing to the attention of the Owner any significant changes to the program of the project or items that will result in a Change Order or change in energy/water efficiency performance; provide primary oversight and responsibility to capture all available incentives and rebates from local utilities and other sources; provide quality control and site inspections.
required by project lender, HUD, and SAHA prior to each pay application approval; and ensure appropriate owner maintenance trainings are being conducted.

On June 16, 2020, SAHA issued a Request For Proposals #2006-961-14-5035 for Construction Management/Commissioning Agent - EPC II that closed on July 2, 2020. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 37 vendors. One proposal was received in response to this solicitation from Group 14 Engineering (DBE, SBE, WBE). The proposal was evaluated on the following criteria: experience, project approach and capability, compensation, and strength of the Section 3 and SWMBE Utilization Plans. Based on the above, we are recommending a contract award to Group 14 Engineering, PBC; they have been determined to be a responsive and responsible proposer whose cost has been deemed to be both fair and reasonable.

COMPANY PROFILE:
Group 14 Engineering was established in 1992 and is headquartered in Denver, Colorado. They have been certified as a DBE, SBE, and WBE by the City and County of Denver and the Women’s Business Enterprise National Council (WBENC). This firm is an energy efficiency and sustainability consultant that has worked with affordable housing providers performing services to include, but not limited to, measurement and verification services, EPC consulting services, residential and multi-family energy audits, commissioning and re-commissioning services, bid specifications, energy design assistance, utility allowance development, resident engagement, green operations and maintenance (O&M) training, and sustainability consulting.

This firm is currently under contract with SAHA to provide self-managed energy performance contract (EPC), energy audit and utility allowance study, and measurement and verification energy sustainability services. They have worked with housing authorities to include, but not limited to, Albuquerque Housing Authority, Chattanooga Housing Authority, Contra Costa Housing Authority, DC Housing Authority, Denver Housing Authority, Lakewood Housing Authority, Santa Fe Housing Authority, Topeka Housing Authority, Trenton Housing Authority, New York Housing Authority, Wilmington Housing Authority, and York Housing Authority.

CONTRACT OVERSIGHT:
Contract oversight will be provided by Hector Martinez, Director of Construction Services and Sustainability 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:
Transform core operations to be a high performing and financially strong organization.

ATTACHMENTS:
Resolution 6062
Scoring Matrix
Advertisement List
San Antonio Housing Authority
Resolution 6062

RESOLUTION 6062, AUTHORIZING THE AWARD OF A CONTRACT FOR CONSTRUCTION
MANAGEMENT/COMMISSIONING AGENT - EPC II TO GROUP 14 ENGINEERING, PBC FOR
AN AMOUNT NOT TO EXCEED $102,560.00; FOR A PERIOD OF ONE YEAR

WHEREAS, on June 16, 2020, SAHA issued a Request For Proposals #2006-961-14-5035 for
Construction Management/Commissioning Agent - EPC II that closed on July 2, 2020; and

WHEREAS, one proposal was received in response to the RFP; and

WHEREAS, we are recommending a contract award to Group 14 Engineering, PBC, they have
been determined to be a responsive and responsible proposer whose cost has been deemed to
be both fair and reasonable; and

WHEREAS, the current award recommendation for Construction Management/Commissioning
Agent - EPC II is not expected to exceed an amount of $102,560.00 and will be funded with EPC
II loan proceeds; 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 6062, authorizing the award of a contract for Construction
Managemen/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount
not to exceed $102,560.00; for a period of one year.

2) Authorizes the President and CEO, or designee, to execute all necessary documents
associated with this contract.

Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO
## Advertisement List

**Solicitation # RFP 2006-961-14-5035**  
**Construction Management/Commissioning Agent - EPC II**

<table>
<thead>
<tr>
<th>Associations /Vendors</th>
<th>Contact Name</th>
<th>Email</th>
<th>Notes</th>
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<tr>
<td>African American Chamber of Commerce of San Antonio</td>
<td>Lou Miller</td>
<td><a href="mailto:blackchamber@aol.com">blackchamber@aol.com</a></td>
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<tr>
<td>Alamo Asian American Chamber of Commerce</td>
<td>Elva Adams</td>
<td><a href="mailto:elva.adams@wellsfargo.com">elva.adams@wellsfargo.com</a></td>
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<tr>
<td>Alamo City Black Chamber Of Commerce</td>
<td>Bede Ramcharan</td>
<td><a href="mailto:info@alamocitychamber.org">info@alamocitychamber.org</a></td>
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<tr>
<td>American Council of Engineering Companies - San Antonio (ACEC-SA)</td>
<td>Anne Whittington</td>
<td><a href="mailto:anne@acectx.org">anne@acectx.org</a></td>
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<td>American Institute of Architects</td>
<td>Paula</td>
<td><a href="mailto:paula@aiasa.org">paula@aiasa.org</a></td>
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<tr>
<td>American Subcontractors Association</td>
<td>Jennifer Swinney</td>
<td><a href="mailto:jennifer@asasanantonio.org">jennifer@asasanantonio.org</a></td>
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<tr>
<td>Associated Builders and Contractors S. Texas Chapter</td>
<td>Steve Schultz</td>
<td><a href="mailto:steve@abcsouthtexas.org">steve@abcsouthtexas.org</a></td>
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<tr>
<td>Builders Exchange</td>
<td>Jeannette Olguin</td>
<td><a href="mailto:jeannette@virtualbx.com">jeannette@virtualbx.com</a></td>
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<td><a href="mailto:kimr@avacpa.com">kimr@avacpa.com</a></td>
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<tr>
<td>Construction Journal</td>
<td>Danielle Giammarino</td>
<td><a href="mailto:DGiammarino@constructionjournal.com">DGiammarino@constructionjournal.com</a></td>
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<tr>
<td>Goodwill Industries</td>
<td>Steven Hussain</td>
<td><a href="mailto:shussain@goodwill.sa.org">shussain@goodwill.sa.org</a></td>
<td><a href="mailto:adeoliveira@goodwillsa.org">adeoliveira@goodwillsa.org</a></td>
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<td>Greater San Antonio Builders Association</td>
<td>Kristi Sutterfield</td>
<td><a href="mailto:ksutterfield@sabuilders.com">ksutterfield@sabuilders.com</a></td>
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<td>The San Antonio Chamber of Commerce</td>
<td>Dave Petersen</td>
<td><a href="mailto:dpetersen@sachamber.org">dpetersen@sachamber.org</a></td>
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<td>Clarissa Perez</td>
<td><a href="mailto:exdir@hcadesa.org">exdir@hcadesa.org</a></td>
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<td>Dave Sanchez</td>
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<td>Home Depot Pro Accounts</td>
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<td><a href="mailto:Darren_Friesenhahn@homedeport.com">Darren_Friesenhahn@homedeport.com</a></td>
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<tr>
<td>IEC</td>
<td>Julie Howard</td>
<td><a href="mailto:jhoward@iecsanantonio.com">jhoward@iecsanantonio.com</a></td>
<td><a href="mailto:rvasquez@iecsanantonio.com">rvasquez@iecsanantonio.com</a></td>
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<tr>
<td>Minority Business Council</td>
<td>Hector Garcia</td>
<td><a href="mailto:hector@hegarciacpa.com">hector@hegarciacpa.com</a></td>
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<tr>
<td>National Alliance of Craftsmen Association</td>
<td>Victor Landa</td>
<td><a href="mailto:arvelasquez01@yahoo.com">arvelasquez01@yahoo.com</a></td>
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<tr>
<td>National Association of Women in Construction (NAWIC)</td>
<td>Sandee Morgan</td>
<td><a href="mailto:nawicerin@gmail.com">nawicerin@gmail.com</a></td>
<td><a href="mailto:nawicsatx@gmail.com">nawicsatx@gmail.com</a></td>
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<tr>
<td>NAWBO San Antonio</td>
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<td><a href="mailto:Madeline@masarchitecture.com">Madeline@masarchitecture.com</a></td>
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<tr>
<td>Plumbing Heating Cooling Contractors Association</td>
<td>Heidi Timble</td>
<td><a href="mailto:Heidi@phcc-sanantonio.org">Heidi@phcc-sanantonio.org</a></td>
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**Associations Revised as of 2/7/2019**
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<th>Professional Engineers in Private Practice</th>
<th>Diane Hoskins</th>
<th><a href="mailto:bexarpepp@sbcglobal.net">bexarpepp@sbcglobal.net</a></th>
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<td>Real Estate Council of San Antonio</td>
<td>Martha Mangum</td>
<td><a href="mailto:martham@recsanantonio.com">martham@recsanantonio.com</a></td>
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<td>SAABE</td>
<td>Melodie</td>
<td><a href="mailto:mg.assoc.mgmt@gmail.com">mg.assoc.mgmt@gmail.com</a></td>
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<tr>
<td>San Antonio Board of Realtors</td>
<td>Suzanne</td>
<td><a href="mailto:Suzanne@sabor.com">Suzanne@sabor.com</a></td>
</tr>
<tr>
<td>SA Chapter of the Associated General Contractors</td>
<td>Dana Marsh</td>
<td><a href="mailto:sanantonioagc@gmail.com">sanantonioagc@gmail.com</a></td>
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<tr>
<td>San Antonio Hispanic Chamber of Commerce</td>
<td>Brianna Dimas</td>
<td><a href="mailto:briannad@sahcc.org">briannad@sahcc.org</a> <a href="mailto:mariyaf@sahcc.org">mariyaf@sahcc.org</a></td>
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<td>San Antonio Masonry Contractors Association</td>
<td>Debbie Mason</td>
<td><a href="mailto:thesamca@gmail.com">thesamca@gmail.com</a></td>
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<td>San Antonio Women's Chamber of Commerce</td>
<td>Cindy Libera</td>
<td><a href="mailto:admin@sawomenschamber.org">admin@sawomenschamber.org</a></td>
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<td>SmartApartmentData.com</td>
<td><a href="mailto:constructionadmin@smartlocating.com">constructionadmin@smartlocating.com</a></td>
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<td>South Central Regional Certification Agency</td>
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<td>South San Antonio Chamber of Commerce</td>
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<td>Texas Society of Professional Engineers</td>
<td><a href="mailto:jennifer@tspe.org">jennifer@tspe.org</a></td>
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<td>TIBH Industries</td>
<td>Robert Olivo</td>
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<td>UTSA Minority Business Development Agency</td>
<td>Orestes Hubbard Jennifer Mort Jacqueline Jackson</td>
<td><a href="mailto:orestes.hubbard@utsa.edu">orestes.hubbard@utsa.edu</a> <a href="mailto:jennifer.mort@utsa.edu">jennifer.mort@utsa.edu</a> <a href="mailto:Jacqueline.Jackson@utsa.edu">Jacqueline.Jackson@utsa.edu</a></td>
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<td>UTSA Procurement Technical Assistance Center</td>
<td>Terri Williams</td>
<td><a href="mailto:ptac@utsa.edu">ptac@utsa.edu</a></td>
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<td>West San Antonio Chamber of Commerce</td>
<td>Julie Jimenez</td>
<td><a href="mailto:info@westsachamber.org">info@westsachamber.org</a> <a href="mailto:julie@westsachamber.org">julie@westsachamber.org</a></td>
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<tr>
<td>Women's Business Enterprise</td>
<td>Avery Smith</td>
<td><a href="mailto:bids@wbea-texas.org">bids@wbea-texas.org</a></td>
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<td>Public Purchase</td>
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<td>Texas ESBD</td>
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**Direct Solicits as of 6/5/2020**

- **HUBS on CMBL**

- **ABS FACILITY SERVICES, LLC.**
  - albert@abstab.com
## Advertisement List

**Solicitation # RFP 2006-961-14-5035**  
**Construction Management/Commissioning Agent - EPC II**

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<tr>
<th>Company Name</th>
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<td>AIR BALANCING COMPANY, INC.</td>
<td><a href="mailto:Tracy@airbalancingco.com">Tracy@airbalancingco.com</a></td>
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<tr>
<td>ALPHA BUILDING CORPORATION</td>
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<tr>
<td>AXXIS BUILDING SYSTEMS, INC.</td>
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<tr>
<td>BOCCI ENGINEERING, LLC</td>
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<td>COASTAL COMMISSIONING GROUP LLC</td>
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<td>LCCX, LLC DBA LACKEY DE CARVAJAL CX</td>
<td><a href="mailto:mike.lackey@lccx.com">mike.lackey@lccx.com</a></td>
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<td>LISA L. SIEVERS LLC</td>
<td><a href="mailto:lisa@lisasievers.com">lisa@lisasievers.com</a></td>
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<td><a href="mailto:info@m3tcxa.com">info@m3tcxa.com</a></td>
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<tr>
<td>PENNINGTON &amp; ASSOCIATES COMMISSIONING, L</td>
<td><a href="mailto:cpennington@pa-cx.com">cpennington@pa-cx.com</a></td>
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RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

REQUESTED ACTION:
Consideration and approval regarding Resolution 6056, authorizing the amendment and restatement of Resolution 5946, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to $60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith.

FINANCIAL IMPACT:
The bonds will assist with financing of the Project. The total financing will be brought to the Board of Commissioners for approval at a later date.

SUMMARY:
Las Varas Public Facility Corporation (LVPFC) was created by the San Antonio Housing Authority pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code. Part of the financing for the Project will be through 4% tax credits. To issue 4% tax credits, LVPFC must first apply for an allocation of volume cap for private activity bonds, which if received, leads to a non-competitive application process for the 4% tax credits.

To promote certain private activities (which are deemed to benefit the public), each state is authorized to allow the issuance of a set amount of private activity “volume cap” tax-exempt bonds. The volume cap bonds can be allocated to finance multifamily housing projects. Projects that are financed (whether new construction or acquisition/rehab) in part by tax exempt bonds are eligible for 4% tax credits.

LVPFC will seek approval to take non-binding preliminary action to apply to the Texas Bond Review Board for volume cap in the amount of up to $60,000,000.00 and to apply for 4% Tax Credits.
SAN ANTONIO HOUSING AUTHORITY

August 13, 2020

STRATEGIC GOAL:
Strategically expand the supply of affordable housing.

ATTACHMENTS:
Resolution 6056
Resolution 20LVPFC-08-06
Resolution 20FAC-08-06
CERTIFICATE FOR RESOLUTION 6056

The undersigned officer of the Housing Authority of the City of San Antonio, Texas (Authority) hereby certifies as follows:

1. The Board of Commissioners of the Authority (Board) held a meeting on August 13, 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, was a written

RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THERewith

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

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

SIGNED AND SEALED this 13th day of August 2020.

David Nisivoccia
President and CEO
RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) was created by the Housing Authority of the City of San Antonio, Texas (Sponsor) pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (Act); and

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted; and

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

Section 1. The Issuer’s Resolution providing for the amendment and restatement of Resolution 18LVPC-07-19, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to $60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith, a copy of which is attached hereto as Exhibit A and made a part hereof for all purposes, is hereby specifically approved.

Section 2. The approval herein given is in accordance with the provisions of the Act and is not to be construed as any undertaking by the Sponsor, and the Bonds shall never constitute an indebtedness or pledge of the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas, within the meaning of any constitutional or statutory provision, and the holder of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas except those revenues assigned and pledged by the Issuer in the Indenture of Trust referenced in the Issuer Resolution.
Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

____________________________________
David Nisivoccia
President and CEO
EXHIBIT A

ISSUER’S RESOLUTION
CERTIFICATE FOR RESOLUTION

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 2, 2018, (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 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $50,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN’S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY’S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED AND SEALED August 2, 2018.

_______________________
David Nisivoccia
Secretary/Treasurer
Las Varas Public Facility Corporation
Resolution 18LVPFC-07-19

RESOLUTION 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $50,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN’S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY’S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

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

WHEREAS, the Issuer is empowered to finance the costs of, public facilities consisting of a residential development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds;

WHEREAS, Las Varas Public Facility Corporation, the San Antonio Housing Facility Corporation or an affiliated Texas limited partnership (User) acting through, requests that (i) the Issuer finance the acquisition, construction, and equipping of up to 250-unit multifamily housing facility to be located on the SE Corner of E Nueva Street and St. Mary’s Street and to be known as St. John’s Square (Project); and (ii) the Issuer file and/or refile a 2018 and/or 2019 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

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

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

WHEREAS, this Resolution shall constitute the Issuer’s commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed $50,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses
and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

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

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

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

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

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

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

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

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

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

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

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

1) Subject to the terms hereof, the Issuer agrees that it will
a. subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed $50,000,000;
b. cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;
c. if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth herein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and
d. take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

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

3) It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer’s adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

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

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

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

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

7) This Resolution shall be deemed to constitute the acceptance of the User’s proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.
8) The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2018, and/or 2019, Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

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

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

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

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

13) Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed $50,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

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

15) 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.

16) 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.

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

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

19) This Resolution shall be in force and effect from and after its passage.

Approved the 2nd day of August 2018.

______________________________
Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

______________________________
David Nisivoccia
Secretary/Treasurer
CERTIFICATE FOR RESOLUTION 20LVPFC-08-06

The undersigned officer of the Las Varas Public Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (LVPFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of LVPFC (Board) held a meeting on August 13, 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-08-06, AUTHORIZING THE AMENDMENT AND
   RESTATEMENT OF RESOLUTION 18LVPFC-07-19, CONCERNING THE
   APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN
   ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED
   PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING
   OF UP TO $60,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF
   THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S
   SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA
   STREET AND ST. MARY'S STREET; 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 this 13th day of August 2020.

David Nisivoccia
Secretary/Treasurer
Las Varas Public Facility Corporation
Resolution 20LVPFC-08-06

RESOLUTION 20LVPFC-08-06, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN’S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY’S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

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

WHEREAS, the Issuer is empowered to finance the costs of public facilities consisting of a residential development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, the Issuer previously adopted Resolution 18LVPFC-07-19 to induce tax-exempt financing for the St. John's Square development; and

WHEREAS, the Issuer desires to amend and restate the previously adopted inducement resolution pursuant to the terms stated herein; and

WHEREAS, Las Varas Public Facility Corporation, the San Antonio Housing Facility Corporation or an affiliated Texas limited partnership (User) acting through, requests that (i) the Issuer finance the acquisition, construction, and equipping of an approximately 253-unit multifamily housing facility to be located on the SE Corner of E Nueva Street and St. Mary's Street to be known as St. John's Square (Project); and (ii) the Issuer file and/or refile a 2020 and/or subsequent year Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein; and

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

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

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed $60,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

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

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

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

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

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

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

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

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

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and
WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

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

1. Subject to the terms hereof, the Issuer agrees that it will:
   a. subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed $60,000,000.00;
   b. cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User;
   c. if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth herein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and
   d. take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

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

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

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

c. No bonds will be issued without the approval of the Housing Authority.

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

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

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

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

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

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

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

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

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

13. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed $60,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

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

15. 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.

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

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

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

Passed and approved the 13th day of August 2020.

______________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

______________________________
David Nisivoccia
Secretary/Treasurer
CERTIFICATE FOR RESOLUTION
ST. JOHNS SQUARE APARTMENTS

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 13, 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-08-06, AUTHORIZING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; 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 13th day of August 2020.

___________________________
David Nisivoccia
Secretary/Treasurer
San Antonio Housing Facility Corporation
Resolution 20FAC-08-06

RESOLUTION 20FAC-08-06, AUTHORIZING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO $60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN’S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY’S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, St. John’s Square Apartments, LP, a Texas limited partnership (Partnership), has been formed to acquire and construct an approximately 253-unit multifamily housing facility (Housing Facility) to be located in San Antonio, Texas (Project);

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana “Cha” Guzman</td>
<td>Chair and Director</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair and Director</td>
</tr>
<tr>
<td>Charles Clack</td>
<td>Director</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Director</td>
</tr>
<tr>
<td>Olga Kauffman</td>
<td>Director</td>
</tr>
<tr>
<td>Ruth Rodriguez</td>
<td>Director</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>Secretary/Treasurer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Timothy Alcott</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
</tbody>
</table>

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 transactions 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 by the Board of Directors of the San Antonio Housing Facility Corporation, that:

Section 1. 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.
Section 2. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. 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 4. 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 5. 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 6. 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 7. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 8. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 13th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia,  
Secretary/Treasurer
BOND DEALS

- **BUCKHORN LOFTS**
  - 324 UNITS | DISTRICT 7

- **ST. JOHN’S SQUARE**
  - 253 UNITS | DISTRICT 1

- **COPERNICUS**
  - 324 UNITS | DISTRICT 2

- **WATSON ROAD**
  - 345 UNITS | DISTRICT 4
Map of St. John’s Square
St. John’s Square
One Block West of Hemisfair

OPPORTUNITY LIVES HERE
@HousingSAT
St. John’s Square
One Block West of Hemisfair
St. John’s Square
Ground Floor Commercial

OPPORTUNITY LIVES HERE
@HousingSAT
QUESTIONS?
RESOLUTION 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE WATSON ROAD APARTMENTS PROJECT

REQUESTED ACTION:
Consideration and approval regarding Resolution 6058, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Watson Road Apartments Project

FINANCIAL IMPACT:
None at this time. However, by authorizing us to submit applications early, this project has a greater chance of being done, which could mean millions of dollars in additional revenue.

SUMMARY:
Today we are seeking authority to file applications relating to our proposed Watson Road 4% tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We will apply for volume cap which may not be awarded until the end of the year, if any volume cap is available. We need to submit our applications as soon as we can. We will also have to apply for the tax credits to the Texas Department of Housing and Community Development. Accordingly, we are asking you to authorize these actions so that we may get in line, however, we are not asking you to specifically approve or be bound to this project. These are non-binding Resolutions. This will enable us to move forward, make applications for volume cap and tax credits and begin to put the financings together and negotiate the specific terms of the deals, which we will bring back to you for approval.

The Watson Road Project is a 345-unit project proposed by the NRP Group to be located at the northeast corner of Watson Road and Somerset Road. It is proposed to contain 35 units at 40% of the median income and below, 275 units at 60% of the median income and 35 units at 70% of median income. All units will have restricted rent and must accept Section 8 vouchers. The total project cost is estimated to be approximately $38,000,000.00.

Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership which will own the project.

The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio
SAN ANTONIO HOUSING AUTHORITY

August 13, 2020

Housing Facility Corporation to approve inducement Resolutions for the above project.

STRATEGIC GOAL:
Strategically expand the supply of affordable housing.

ATTACHMENTS:
Resolution 6058
Resolution 20LVPFC-08-08
Resolution 20FAC-08-08
Map of Project Location
CERTIFICATE FOR RESOLUTION 6058

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 Directors of SAHA (Board) held a meeting on August 13, 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 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE WATSON ROAD APARTMENTS PROJECT

   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 13th day of August 2020.

______________________________
David Nisivoccia
President and CEO
San Antonio Housing Authority
Resolution 6058

RESOLUTION 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND
THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT
RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR
THE WATSON ROAD APARTMENTS PROJECT

WHEREAS, Watson Road Ltd., a Texas limited partnership (Partnership), and SAHA Watson Road
GP, LLC, a Texas limited liability company and its general partner (General Partner), will be
formed to acquire and construct an approximately 345-unit multifamily housing facility (Housing
Facility) to be located at the northeast corner of Watson Road and Somerset Road, San Antonio,
Texas (Land, together with the Housing Facility, the Project); and

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

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer)
issue its Multifamily Housing Revenue Bonds (Watson Road Apartments) Series 2020 or 2021
(Bonds) to finance the Project (Bond Financing); and

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

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

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

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

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be
contributed by a limited partner to be determined at a later date (Equity Financing); and
WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (Equity Documents); and

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

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

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

<table>
<thead>
<tr>
<th>Name of Commissioner/Officer</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana M. “Cha” Guzmán</td>
<td>Chair</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Olga Kaufman</td>
<td>Commissioner</td>
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<tr>
<td>Ruth Rodriguez</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Charles Clack</td>
<td>Commissioner</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>President and CEO</td>
</tr>
<tr>
<td>Timothy E. Alcott</td>
<td>Chief Legal and Real Estate Officer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Chief Financial Officer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Chief Administrative Officer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Chief Operating Officer</td>
</tr>
</tbody>
</table>

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

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

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

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

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

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to 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. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA’s adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

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

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

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHA for this transaction.

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

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

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

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

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

Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

______________________________  
David Nisivocia  
President and CEO
CERTIFICATE FOR RESOLUTION 20LVPFC-08-08

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 13, 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-08-08, CONCERNING THE APPLICATION OF WATSON ROAD LTD. RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE WATSON ROAD APARTMENTS, TO BE LOCATED NEAR THE NORTHEAST CORNER OF WATSON ROAD AND SOMERSET ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED this 13th day of August 2020.

___________________________________________
David Nisivocia
Secretary/Treasurer
RESOLUTION 20LVPFC-08-08, CONCERNING THE APPLICATION OF WATSON ROAD LTD. RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE WATSON ROAD APARTMENTS, TO BE LOCATED NEAR THE NORTHEAST CORNER OF WATSON ROAD AND SOMERSET ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

WHEREAS, Watson Road Ltd., a Texas limited partnership (User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 345-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Watson Road Apartments (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer’s Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

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

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

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

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

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

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

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

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

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

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

Section 18. This Resolution shall be in force and effect from and after its passage.
Passed and approved the 13th day of August 2020.

______________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

______________________________
David Nisivoccia
Secretary/Treasurer
CERTIFICATE FOR RESOLUTION 20FAC-08-08

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 13, 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-08-08, INDUCING THE WATSON ROAD APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 13th day of August 2020.

___________________________
David Nisivoccia
Secretary/Treasurer
San Antonio Housing Facility Corporation
Resolution 20FAC-08-08

RESOLUTION 20FAC-08-08, INDUCING THE WATSON ROAD APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Watson Road Ltd., a Texas limited partnership (Partnership), and SAHA Watson Road GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 345-unit multifamily housing facility (Housing Facility) to be located at the northeast corner of Watson Road and Somerset Road, 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), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Watson Road Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

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

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

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

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and
WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

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

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

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

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

<table>
<thead>
<tr>
<th>Name of Director/Officer</th>
<th>Position</th>
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</thead>
<tbody>
<tr>
<td>Dr. Ana M. “Cha” Guzman</td>
<td>Chair and Director</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair and Director</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Director</td>
</tr>
<tr>
<td>Olga Kaufman</td>
<td>Director</td>
</tr>
<tr>
<td>Ruth Rodriguez</td>
<td>Director</td>
</tr>
<tr>
<td>Charles Clack</td>
<td>Director</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>Secretary/Treasurer</td>
</tr>
<tr>
<td>Timothy E. Alcott</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
</tbody>
</table>

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

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

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

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

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

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

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

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

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

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

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

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

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

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

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

Passed and approved the 13th day of August 2020.

_______________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

_______________________________
David Nisivoccia,
Secretary/Treasurer
BOND DEALS

BUCKHORN LOFTS
324 UNITS | DISTRICT 7

ST. JOHN'S SQUARE
253 UNITS | DISTRICT 1

COPERNICUS
324 UNITS | DISTRICT 2

WATSON ROAD
345 UNITS | DISTRICT 4
Watson Road

Lorraine Robles, Director of Development Services and Neighborhood Revitalization
### Unit and Income Distribution

#### Unit Distribution

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<th># Units</th>
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#### Income Distribution

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<td>10%</td>
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<tr>
<td>MR</td>
<td>-</td>
<td>0%</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>345</strong></td>
<td><strong>100%</strong></td>
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QUESTIONS?
RESOLUTION 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

REQUESTED ACTION:
Consideration and approval regarding Resolution 6059, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Copernicus Apartments Project.

FINANCIAL IMPACT:
None at this time. However, by authorizing us to submit applications early, this project has a greater chance of being done which could mean millions of dollars in additional revenue.

SUMMARY:
Today we are seeking authority to file applications relating to our proposed Copernicus Apartments 4% tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We will apply for a volume cap which may not be awarded until the end of the year, if any volume cap is available. We need to submit our applications as soon as we can. We will also have to apply for the tax credits to the Texas Department of Housing and Community Development.

Accordingly, we are asking you to authorize these actions so that we may get in line, however, we are not asking you to specifically approve or be bound to this project. These are non-binding Resolutions. This will enable us to move forward, make applications for volume cap and tax credits and begin to put the financings together and negotiate the specific terms of the deals, which we will bring back to you for approval.

The Copernicus Apartments Project is a 324-unit project proposed by the NRP Group to be located at approximately 439 SE Loop 410, San Antonio, Texas. It is proposed to contain 32 units at 40% of the median income and below, 65 units at 50% of the median income, 129 units at 60% of the median income and 98 units at 70% of median income. All units will have restricted rent and must accept Section 8 vouchers. The total project cost is estimated to be approximately $55 million.
Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership which will own the project.

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

**STRATEGIC GOAL:**
Strategically expand the supply of affordable housing.

**ATTACHMENTS:**
Resolution 6059
Resolution 20LVPFC-08-09
Resolution 20FAC-08-09
Map of Project Location
CERTIFICATE FOR RESOLUTION 6059

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 Directors of SAHA (Board) held a meeting on August 13, 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 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

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 13th day of August 2020.

David Nisivoccia
President and CEO
RESOLUTION 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Copernicus GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 439 SE Loop 410, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

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

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Copernicus Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

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

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

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

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

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and
WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including, but not limited to, an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

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

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

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

<table>
<thead>
<tr>
<th>Name of Commissioner/Officer</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana M. “Cha” Guzmán</td>
<td>Chair</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Olga Kaufman</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Ruth Rodriguez</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Charles Clack</td>
<td>Commissioner</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>President and CEO</td>
</tr>
<tr>
<td>Timothy E. Alcott</td>
<td>Chief Legal and Real Estate Officer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Chief Financial Officer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Chief Administrative Officer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Chief Operating Officer</td>
</tr>
</tbody>
</table>

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

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

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

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

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

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to 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. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA’s adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that:

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

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

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHA for this transaction.

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

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

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

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

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

Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

________________________________________
David Nisivoccia
President and CEO
CERTIFICATE FOR RESOLUTION 20LVPFC-08-09

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 13, 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-08-09, CONCERNING THE APPLICATION OF COPERNICUS APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE COPERNICUS APARTMENTS, TO BE LOCATED AT APPROXIMATELY 439 SE LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED this 13th day of August 2020.

____________________________
David Nisivoccia
Secretary/Treasurer
Las Varas Public Facility Corporation
Resolution 20LVPFC-08-09

RESOLUTION 20LVPFC-08-09 CONCERNING THE APPLICATION OF COPERNICUS APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE COPERNICUS APARTMENTS, TO BE LOCATED AT APPROXIMATELY 439 SE LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similarly named partnership as designated by the sole member of the User's general partner, as the User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 324-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Copernicus Apartments (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer’s Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

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

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

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

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

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

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

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

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

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

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

Section 18. This Resolution shall be in force and effect from and after its passage.
Passed and approved the 13th day of August 2020.

________________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

________________________________
David Nisivoccia
Secretary/Treasurer
CERTIFICATE FOR RESOLUTION 20FAC-08-09

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 13, 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-08-09, INDUCING THE COPERNICUS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 13th day of August 2020.

_________________________________
David Nisivoccia
Secretary/Treasurer
RESOLUTION 20FAC-08-09, INDUCING THE COPERNICUS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Copernicus GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 439 SE Loop 410, 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), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Copernicus Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

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

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

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

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

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

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

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

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

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

<table>
<thead>
<tr>
<th>Name of Director/Officer</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana M. “Cha” Guzman</td>
<td>Chair and Director</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair and Director</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Director</td>
</tr>
<tr>
<td>Olga Kaufman</td>
<td>Director</td>
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<tr>
<td>Ruth Rodriguez</td>
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<tr>
<td>Charles Clack</td>
<td>Director</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>Secretary/Treasurer</td>
</tr>
<tr>
<td>Timothy E. Alcott</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
</tbody>
</table>

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

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

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

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

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

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

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

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

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

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

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

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

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

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

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

Passed and approved on the 13th day of August 2020.

__________________________________________
Ana M. “Cha” Guzman  
Chair, Board of Directors

Attested and approved as to form:

__________________________________________
David Nisivoccia,  
Secretary/Treasurer
BOND DEALS

BUCKHORN LOFTS
324 UNITS | DISTRICT 7

ST. JOHN'S SQUARE
253 UNITS | DISTRICT 1

COPERNICUS
324 UNITS | DISTRICT 2

WATSON ROAD
345 UNITS | DISTRICT 4
Copernicus

Lorraine Robles, Director of Development Services and Neighborhood Revitalization
### UNIT AND INCOME DISTRIBUTION

<table>
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<tr>
<th># Beds</th>
<th># Units</th>
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<tr>
<td>1</td>
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<td>TOTAL</td>
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<tr>
<th>Income</th>
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<td>98</td>
<td>30%</td>
</tr>
<tr>
<td>MR</td>
<td>-</td>
<td>0%</td>
</tr>
<tr>
<td>TOTAL</td>
<td>324</td>
<td>100%</td>
</tr>
</tbody>
</table>
QUESTIONS?
RESOLUTION 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND
THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT
RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR
THE BUCKHORN LOFTS PROJECT

REQUESTED ACTION:
Consideration and approval regarding Resolution 6068, authorizing the Las Varas Public Facility
Corporation and the San Antonio Housing Facility Corporation to approve inducement
resolutions for proposed tax credits and tax exempt bond financing for the Buckhorn Lofts
Project.

FINANCIAL IMPACT:
None at this time. However, by authorizing us to submit applications early, this project has a
greater chance of being done, which could mean millions of dollars in additional revenue.

SUMMARY:
Today we are seeking authority to file applications relating to our proposed Buckhorn Lofts 4%
tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with
tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap
allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We
will apply for volume cap which may not be awarded until the end of the year, if any volume cap
is available. We need to submit our applications as soon as we can. We will also have to apply for
the tax credits to the Texas Department of Housing and Community Development.

Accordingly, we are asking you to authorize these actions so that we may get in line, however,
we are not asking you to specifically approve or be bound to this project. These are
non-binding Resolutions. This will enable us to move forward, make applications for volume cap
and tax credits and begin to put the financings together and negotiate the specific terms of the
deals, which we will bring back to you for approval.

The Buckhorn Lofts project is a 324-unit project proposed by the NRP Group to be located at
approximately 10805 N Loop 1604, San Antonio, Texas. It is proposed to contain 32 units at 40%
of the median income and below, 260 units at 60% of the median income and 32 units at 70% of
median income. All units will have restricted rent and must accept Section 8 vouchers. The total
project cost is estimated to be approximately $38,000,000.00.

Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio
Housing Facility Corporation will own the land and create a single member limited liability
company to serve as the general partner of the tax credit partnership which will own the project.
The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement Resolutions for the above project.

**STRATEGIC GOAL:**
Strategically expand the supply of affordable housing.

**ATTACHMENTS:**
Resolution 6068
Resolution 20LVPFC-08-10
Resolution 20FAC-08-10
Map of Project Location
CERTIFICATE FOR RESOLUTION
BUCKHORN LOFTS

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 Directors of SAHA (Board) held a meeting on August 13, 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 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE BUCKHORN LOFTS PROJECT

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 13th day of August 2020.

David Nisivoccia
President and CEO
RESOLUTION 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE BUCKHORN LOFTS PROJECT

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Buckhorn Lofts GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 10805 N Loop 1604, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

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

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Buckhorn Lofts) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

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

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

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

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

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and
WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

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

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

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

<table>
<thead>
<tr>
<th>Name of Commissioner/Officer</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana “Cha” Guzman</td>
<td>Chair</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair</td>
</tr>
<tr>
<td>Jo-Anne Kaplan</td>
<td>Commissioner</td>
</tr>
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<td>Olga Kaufman</td>
<td>Commissioner</td>
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<td>Ruth Rodriguez</td>
<td>Commissioner</td>
</tr>
<tr>
<td>Charles Clack</td>
<td>Commissioner</td>
</tr>
<tr>
<td>David Nisivoccia</td>
<td>President and CEO</td>
</tr>
<tr>
<td>Timothy E. Alcott</td>
<td>Chief Legal and Real Estate Officer</td>
</tr>
<tr>
<td>Ed Hinojosa</td>
<td>Chief Financial Officer</td>
</tr>
<tr>
<td>Muriel Rhoder</td>
<td>Chief Administrative Officer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Chief Operating Officer</td>
</tr>
</tbody>
</table>

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

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

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

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

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

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to 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. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA’s adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that:

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

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

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHA for this transaction.

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

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

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

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

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

Passed and approved the 13th day of August 2020.

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

Attested and approved as to form:

________________________________________
David Nisivocchia
President and CEO
CERTIFICATE FOR RESOLUTION 20LVPFC-08-10

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 13, 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-08-10, CONCERNING THE APPLICATION OF BUCKHORN LOFTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BUCKHORN LOFTS, TO BE LOCATED AT APPROXIMATELY 10805 N LOOP 1604, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED this day 13th of August 2020.

____________________________
David Nisivoccia
Secretary/Treasurer
RESOLUTION 20LVPFC-08-10, CONCERNING THE APPLICATION OF BUCKHORN LOFTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO $38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BUCKHORN LOFTS, TO BE LOCATED AT APPROXIMATELY 10805 N LOOP 1604, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similarly named partnership as designated by the sole member of the User’s general partner, as the User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 324-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Buckhorn Lofts (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer’s Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

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

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

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

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

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

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

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

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

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

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

Section 18. This Resolution shall be in force and effect from and after its passage.
Passed and approved the 13th day of August 2020.

__________________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

__________________________________
David Nisivoccia
Secretary/Treasurer
CERTIFICATE FOR RESOLUTION 20FAC-08-10

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

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 13, 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-08-10, INDUCING THE BUCKHORN LOFTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED AND SEALED this 13th day of August 2020.

___________________________
David Nisivoccia
Secretary/Treasurer
San Antonio Housing Facility Corporation
Resolution 20FAC-08-10

RESOLUTION 20FAC-08-10, INDUCING THE BUCKHORN LOFTS TRANSACTION, INCLUDING
THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR
SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS
DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH
APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN
CONNECTION THEREWITH

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similar name as the
General Partner designates, as the Partnership, and SAHA Buckhorn Lofts GP, LLC, a Texas
limited liability company and its general partner (General Partner), will be formed to acquire and
construct an approximately 324-unit multifamily housing facility (Housing Facility) to be
approximately located at 10805 N Loop 1604, San Antonio, Texas (Land, together with the
Housing Facility, the Project); and

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

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer)
issue its Multifamily Housing Revenue Bonds (Buckhorn Lofts) Series 2020 or 2021 (Bonds) to
finance the Project (Bond Financing); and

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

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

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

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership,
General Partner and/or SAHFC will be required to execute, complete and deliver various
applications, agreements, documents, certificates and instruments to TDHCA (TDHCA
Documents); and
WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

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

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

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

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

<table>
<thead>
<tr>
<th>Name of Director/Officer</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. Ana “Cha” Guzman</td>
<td>Chair</td>
</tr>
<tr>
<td>Jessica Weaver</td>
<td>Vice Chair</td>
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<tr>
<td>Jo-Anne Kaplan</td>
<td>Director</td>
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<tr>
<td>Olga Kaufman</td>
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<td>Ruth Rodriguez</td>
<td>Director</td>
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<td>Charles Clack</td>
<td>Director</td>
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<tr>
<td>David Nisivoccia</td>
<td>Secretary/Treasurer</td>
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<tr>
<td>Timothy E. Alcott</td>
<td>Assistant Secretary/Treasurer</td>
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<td>Ed Hinojosa</td>
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<tr>
<td>Muriel Rhoder</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
<tr>
<td>Brandee Perez</td>
<td>Assistant Secretary/Treasurer</td>
</tr>
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</table>

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

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

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

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.
Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

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

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

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

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

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

Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

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

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

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

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

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

Passed and approved the 13th day of August 2020.

____________________________________
Ana M. “Cha” Guzman
Chair, Board of Directors

Attested and approved as to form:

____________________________________
David Nisivoccia
Secretary/Treasurer
BOND DEALS

BUCKHORN LOFTS
324 UNITS | DISTRICT 7

ST. JOHN'S SQUARE
253 UNITS | DISTRICT 1

COPERNICUS
324 UNITS | DISTRICT 2

WATSON ROAD
345 UNITS | DISTRICT 4
Buckhorn

Lorraine Robles, Director of Development Services and Neighborhood Revitalization
# UNIT DISTRIBUTION

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# INCOME DISTRIBUTION

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<tr>
<td><strong>TOTAL</strong></td>
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QUESTIONS?