



**LAS VARAS PUBLIC FACILITY
CORPORATION MEETING
SEPTEMBER 2, 2021**



BOARD OF DIRECTORS

Dr. Ana "Cha" Guzmán	Jessica Weaver	Loren D. Dantzler	Olga Kauffman	Gabriel Lopez	Ignacio Perez	Ruth Rodriguez
Chair	Vice Chair	Director	Director	Director	Director	Director

LAS VARAS PUBLIC FACILITY CORPORATION

***BOARD MEETING**

HYBRID TELECONFERENCE

Call In Phone Number: (346) 248-7799
Meeting ID: 93839434337# Passcode: 654170#
818 S. Flores St., San Antonio, TX 78204
1:00 p.m., Thursday, September 2, 2021

The Board of Directors will convene for a Board meeting for discussion on the following matters (Note: A quorum of the Board will be physically present at this location, but up to three other Commissioners may attend by videoconferencing, as permitted by Tex. Gov't Code Section 551.127):

MEETING CALLED TO ORDER

1. The Board of Directors may hold a closed meeting pursuant to Texas Government Code § 551.071-076 for consultation concerning attorney-client matters, real estate, litigation, personnel, and security matters. The Board reserves the right to enter into closed meeting at any time, during the course of the meeting.

PUBLIC COMMENT

2. **Public Comment at approximately 1:00 p.m.** (may be heard after this time) Citizens are provided up to three minutes each to speak to any agenda items. Citizens wishing to speak to items posted on the agenda should personally request to be placed on the Public Comment roster prior to 12:45 p.m. at 818 S. Flores St., San Antonio, TX 78204 or register online and access Phone Number: **(346) 248-7799** and enter Meeting ID: **93839434337#** and Passcode: **654170#**, prior to 12:45 p.m. A Spanish/English translator will be available to citizens needing translation.

Now is the time for public comments. The Board asks the public to address concerns related to SAHA matters and policy and not include statements that may be considered defamatory of any individual. The Board encourages members of the public to direct specific concerns or problems to SAHA staff for more prompt resolution. The Board will not discuss the comments of speakers or respond to speakers during the public comment portion of the agenda.

MINUTES

3. Minutes
 - Approval of the June 3, 2021, Las Varas Public Facility Corporation Meeting minutes

CONSENT ITEMS

4. Consideration and approval regarding Resolution 21LVPFC-08-19, authorizing Las Varas Public Facility Corporation to declare its intent to issue bonds up to \$20,000,000.00 to provide financing for a multifamily residential rental development for persons of low and moderate income (Aurora Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing

other provisions relating to the subject (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)

5. Consideration and approval regarding Resolution Resolution 21LVPFC-08-20, concerning the application of North Pond Apartments LTD. relating to the proposed financing of up to \$20,000,000.00 of the costs of the acquisition, construction, and equipping of the North Pond Apartments, to be located within Victoria Commons west of the IH 37 frontage road in downtown San Antonio, Texas; and other matters in connection therewith (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)

6. Adjournment

*Note: Whenever the Texas Open Meetings Act (Section 551.001 et seq. of the Texas Government Code) provides for a closed meeting in matters concerning legal advice, real estate, contracts, personnel matters, or security issues, the Board may find a closed meeting to be necessary. For the convenience of the citizens interested in an item preceded by an asterisk, notice is given that a closed meeting is contemplated. However, the Board reserves the right to go into a closed meeting on any other item, whether it has an asterisk, when the Board determines there is a need and a closed meeting is permitted.

"Pursuant to § 30.06, Penal Code, (trespass by holder license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to § 30.07, Penal Code, (trespass by holder license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

MINUTES
LAS VARAS PUBLIC FACILITY CORPORATION - TELECONFERENCE
Call In Phone Number: (346) 248-7799
Meeting ID: 93839434337# Passcode: 654170#
1:00 p.m., Thursday, June 3, 2021

SCHEDULED: 1:00 p.m. - Teleconference

DIRECTORS PRESENT:

Dr. Ana “Cha” Guzman, Chair
Olga Kauffman, Director
Gabriel Lopez, Director
Ruth Rodriguez, Director

DIRECTORS ABSENT:

Jessica Weaver, Vice Chair
Ignacio Perez, Director

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

Ed Hinojosa, Jr., Interim President and CEO
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Timothy E. Alcott, Chief Legal and Real Estate Officer
Jo Ana Alvarado, Director of Innovative Technology
George Ayala, Director of Procurement
Kristi Baird, Director of Beacon Communities
Diana Kollodziej Fiedler, Director of Finance and Accounting
Domingo Ibarra, Director of Security
Aiyana Longoria, Director of Internal Audit

Hector Martinez, Director of Construction Services and Sustainability
Richard Milk, Director of Policy and Planning
Michael Reyes, Director of Communications and Public Affairs
Lorraine Robles, Director of Development Services and Neighborhood Revitalization
Janie Rodriguez, Director of Human Resources
Tom Roth, Director of Asset Management
Joel Tabar, Director of Community Development Initiatives
Zachariah Woodard, Director of Federal Housing Programs

Item 1: Meeting called to order

Dr. Ana “Cha” Guzman, Chair, called the meeting to order at 4:46 p.m.

Item 2: Public Comment

Citizens are provided three minutes each to speak to any agenda items. There were no citizens who spoke to the agenda.

Item 3: Minutes

- Approval of the May 6, 2021, Las Varas Public Facility Corporation Meeting minutes

Motion: Director Lopez moved to approve the May 6, 2021 Las Varas Public Facility Corporation Meeting minutes. Director Rodriguez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Olga Kauffman, Director	X			
Gabriel Lopez, Director	X			
Ruth Rodriguez, Director	X			

CONSENT ITEMS

Item 4: Consideration and approval regarding Resolution 21LVPFC-05-20, authorizing the Las Varas Public Facility Corporation Multifamily Housing Governmental Note (Granada Apartments), Series 2021; and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer)
Consent

Item 5: Consideration and approval regarding Resolution 21LVPFC-05-21, concerning the application of SoSA at Palo Alto, LP relating to the proposed financing of up to \$31,000,000.00 of the costs of the acquisition, construction, and equipping of the Palo Alto Apartments, to be located at approximately the southeast corner of Palo Alto Road and Loop 410, San Antonio, Texas; and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer)
Consent

Item 6: Consideration and approval regarding Resolution 21LVPFC-05-22, concerning the application of the related companies relating to the proposed financing of up to \$40,000,000.00 of the costs of the acquisition, rehabilitation, and equipping of the San Jose Apartments, to be located at approximately 2914 Roosevelt Avenue, San Antonio, Texas; and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer)
Consent

Item 7: Consideration and approval regarding Resolution 21LVPFC-05-23, concerning the application of Vaquero Zarzamora Multifamily, LP relating to the proposed financing of up to \$35,000,000.00 of the costs of the acquisition, construction, and equipping of the Zarzamora Commons Apartments, to be located at approximately the southwest corner of South Zarzamora Street and Loop 410, San Antonio, Texas; and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer)
Consent

Motion: Director Lopez moved to approve items #4-7. Director Kauffman seconded the motion.
Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Olga Kauffman, Director	X			
Gabriel Lopez, Director	X			
Ruth Rodriguez, Director	X			

Item 8: Adjournment

With no objections, Chair Guzman adjourned the meeting at 4:48 p.m.

ATTEST:

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

Date


Ed Hinojosa, Jr.
Interim Secretary/Treasurer

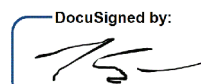
Date

LAS VARAS PUBLIC FACILITY CORPORATION**September 2, 2021**

BOARD OF DIRECTORS
Las Varas Public Facility Corporation Meeting

RESOLUTION 21LVPFC-08-19, AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS UP TO \$20,000,000.00 TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (AURORA APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

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Ed Hinojosa, Jr.
President and CEO

DocuSigned by:

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Timothy E. Alcott
Chief Real Estate and Asset
Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 21LVPFC-08-19, authorizing Las Varas Public Facility Corporation to declare its intent to issue bonds up to \$20,000,000.00 to provide financing for a multifamily residential rental development for persons of low and moderate income (Aurora Apartments); prescribing certain terms and conditions of such bonds; authorizing the filing of an application for allocation of private activity bonds with the Texas Bond Review Board; and containing other provisions relating to the subject.

FINANCIAL IMPACT:

The bonds will assist with financing of the Project and there will be a 2% issuer's fee. The total financing will be brought to the Board of Commissioners for approval at a later date.

SUMMARY:

The Aurora Apartments is an approximately 105-unit multifamily project located at 509 Howard Street, San Antonio, Texas 78212, near the corner of Howard Street and West Cypress Street, requesting up to \$20,000,000.00 of volume cap.

The Aurora Apartments project will be the rehabilitation of an existing facility and will have 50% of the units set aside for families at 50% of the area median income, with the remaining 50% of the units to be set aside for families at 60% of the area median income. Las Varas Public Facility Corporation will be the proposed issuer of the bonds.

Las Varas Public Facility Corporation ("LVPFC") is an affiliate nonprofit public facility corporation of the Housing Authority of the City of San Antonio. 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

LAS VARAS PUBLIC FACILITY CORPORATION

September 2, 2021

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 a volume cap in the amount of up to \$20,000,000.00 and to apply for 4% Tax Credits.

The attached Resolution authorizes Las Varas Public Facility Corporation to approve an inducement Resolution for the above project.

STRATEGIC OUTCOMES:

- SAHA residents live in quality affordable housing.
- SAHA residents have a sufficient supply of affordable housing options.

ATTACHMENTS:

Resolution 21-LVPFC-08-19
Presentation

CERTIFICATE FOR RESOLUTION
Resolution 21LVPFC-08-19

The undersigned officer of the Las Varas Public Facility Corporation (the “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 September 2, 2021 (“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 21LVPFC-08-19, AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS UP TO \$20,000,000.00 TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (AURORA APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

(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 this 2nd day of September 2021.

Ed Hinojosa, Jr.
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 21LVPFC-08-19**

RESOLUTION 21LVPFC-08-19, AUTHORIZING LAS VARA PUBLIC FACILITY CORPORATION TO DECLARE ITS INTENT TO ISSUE BONDS UP TO \$20,000,000.00 TO PROVIDE FINANCING FOR A MULTIFAMILY RESIDENTIAL RENTAL DEVELOPMENT FOR PERSONS OF LOW AND MODERATE INCOME (AURORA APARTMENTS); PRESCRIBING CERTAIN TERMS AND CONDITIONS OF SUCH BONDS; AUTHORIZING THE FILING OF AN APPLICATION FOR ALLOCATION OF PRIVATE ACTIVITY BONDS WITH THE TEXAS BOND REVIEW BOARD; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT

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 nonprofit public facility corporation (“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 of San Antonio, Texas (“City”) by the issuance of housing revenue bonds; and

WHEREAS, Fairstead, or an affiliated Texas limited partnership (“User”), requests that (i) the Issuer finance the acquisition, rehabilitation, and equipping of an approximately 105-unit multifamily housing residential facility to be located at 509 Howard Street, San Antonio, Texas 78212, and to be known as the Aurora Apartments (“Project”); and (ii) the Issuer file and/or refile a 2021 and/or any subsequent year Application (defined hereafter) and/or any carryforward application 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 development costs of the Project (“Development Costs”); 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 intent, 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 \$20,000,000.00 and to expend the proceeds thereof to pay Development Costs, including costs of acquisition, rehabilitation, 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” (“Application”) to the Texas Bond Review Board and adopt this Resolution authorizing the filing, and re-filing, either for carryforward volume cap or filing in subsequent years, of the Application; and

WHEREAS, the 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 the City for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the 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 \$20,000,000.00;
 - 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 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 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 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.

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) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

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 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 a 2021 and/or 2022 Application, and/or any carryforward 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.

9) The Issuer respectfully requests that the 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 Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each 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 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 \$20,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

14) The Board authorizes any officer of the Issuer 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) That the Issuer hereby authorizes the filing and any resubmission of an Application with the TBRB, that Locke Lord LLP be designated as the authorized representative of the Issuer for purposes of an Application and that any officer of the Issuer is hereby authorized and directed to execute an Application on behalf of the Issuer and to take any and all other actions related to such Application or necessary or desirable to carry out the provisions of this Resolution.

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

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

Passed and approved the 2nd day of September 2021.

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

Attested and approved as to form:

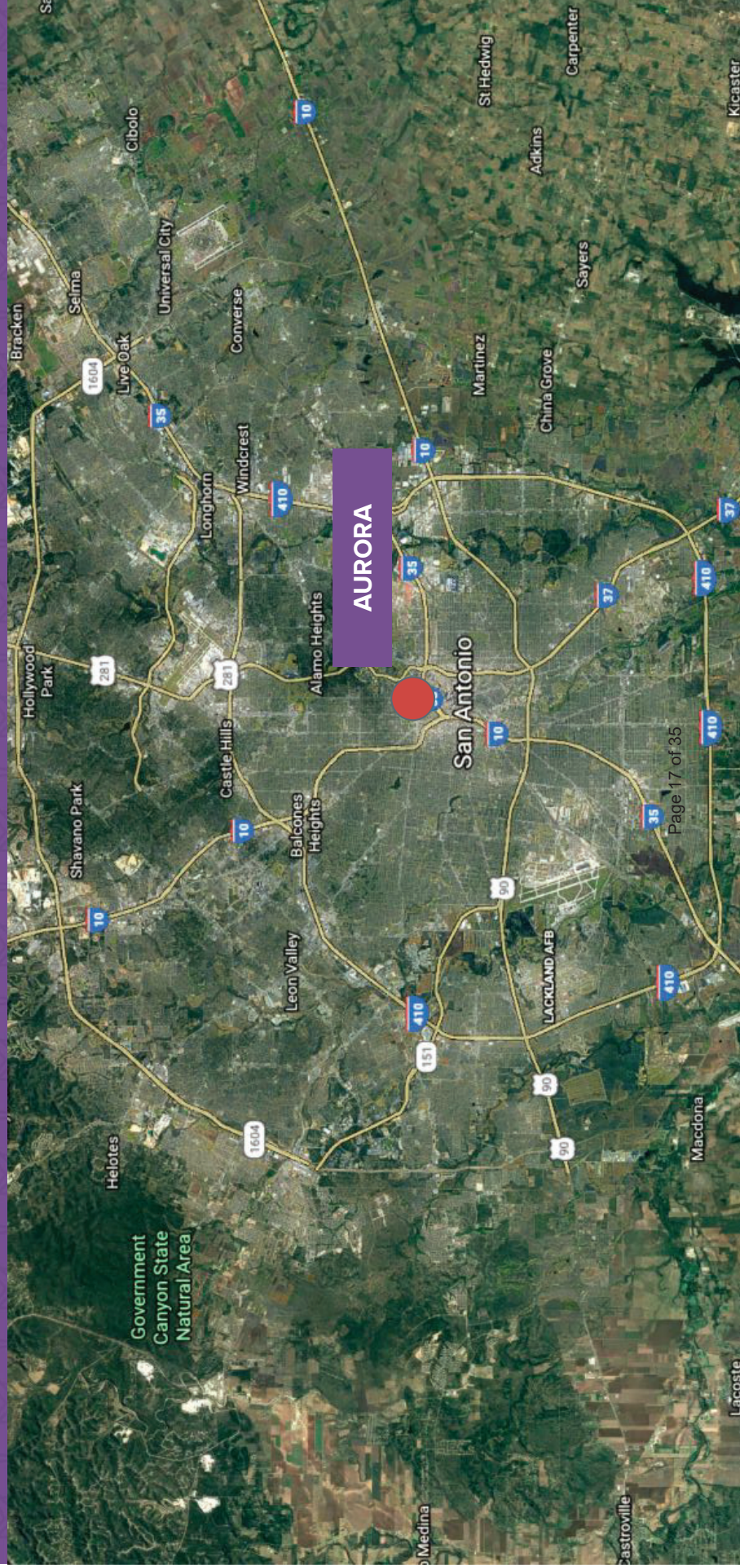
Ed Hinojosa, Jr.
Secretary/Treasurer



Aurora Apartments

Timothy E. Alcott, Chief Real Estate and Asset Management Officer
Lorraine Robles, Director of Development Services and Neighborhood
Revitalization

MAP



REGIONAL CENTERS

PHASE 1 CENTERS

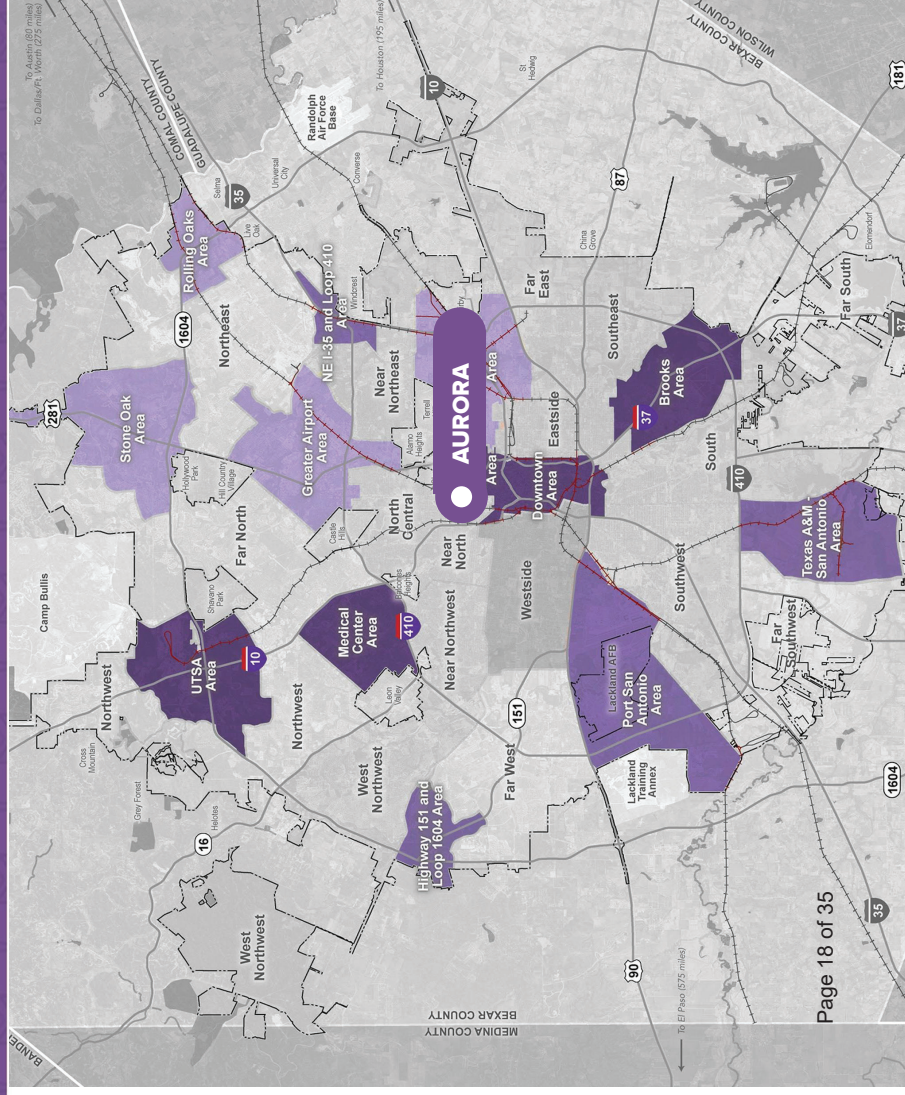
- Downtown
- Medical Center
- UTSA
- Midtown
- Brooks

PHASE 2 CENTERS

- NE I-35 and Loop 410
- Highway 151 and Loop 1604
- Texas A&M — San Antonio
- Port San Antonio

PHASE 3 CENTERS

- Greater Airport Area
- Fort Sam Houston
- Rolling Oaks
- Stone Oak



AURORA



- ❖ City Council District 1
- ❖ San Antonio ISD
- ❖ 105 Units
 - 50% AMI - 53
 - 60% AMI - 52
- ❖ Bond Issuance
- ❖ Total Development Cost:
\$31,710,245.00

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QUESTIONS?

OPPORTUNITY **LIVES HERE**
@SAHAhousing

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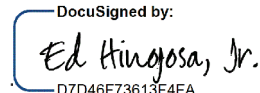


LAS VARAS PUBLIC FACILITY CORPORATION

September 2, 2021

BOARD OF DIRECTORS
Las Varas Public Facility Corporation Meeting

RESOLUTION 21LVPFC-08-20, CONCERNING THE APPLICATION OF NORTH POND APARTMENTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$20,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE NORTH POND APARTMENTS, TO BE LOCATED WITHIN VICTORIA COMMONS WEST OF THE IH 37 FRONTAGE ROAD IN DOWNTOWN SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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Ed Hinojosa, Jr.
President and CEO

DocuSigned by:

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Timothy E. Alcott
Chief Real Estate and Asset
Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 21LVPFC-08-20, concerning the application of North Pond Apartments Ltd. relating to the proposed financing of up to \$20,000,000.00 of the costs of the acquisition, construction, and equipping of the North Pond Apartments, to be located within Victoria Commons west of the IH 37 frontage road in downtown San Antonio, Texas; and other matters in connection therewith.

FINANCIAL IMPACT:

The bonds will assist with financing of the Project and there will be a 2% issuers fee. The total financing will be brought to the Board of Commissioners for approval at a later date.

SUMMARY:

Las Varas Public Facility Corp (LVPFC) is seeking authority to file applications relating to our proposed 2021 and/or 2022 tax-exempt bond and 4% tax credit projects. 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. LVPFC will be applying for a volume cap, which will not be awarded until the end of the year, if any volume cap is available. Certain state agencies have the right to use the available volume cap before local agencies, and last year the state agencies used almost all of the volume cap and only seven local agency projects received volume cap. Volume cap available to local agencies is awarded on a first come, first served basis, according to when the application is submitted. Therefore, LVPFC would need to submit applications as soon as possible. We must also apply for tax credits to the Texas Department of Housing and Community Development. Accordingly, Staff is requesting that the Board authorize these actions so that we may begin the process, but ***we are not asking to specifically approve or be bound to these projects. These are non-binding Resolutions.*** This will enable us to move forward, make applications for volume cap and tax credits, and begin to coordinate the financing and negotiate the specific terms of the deals, which will be brought back for Board approval.

The North Pond Apartments is an approximately 108-unit multifamily project located within Victoria Commons west of the IH-37 frontage road, seeking up to \$20,000,000.00 of volume cap.

LAS VARAS PUBLIC FACILITY CORPORATION**September 2, 2021**

The agency will be issuing a Request for Proposals for the development of the North Pond Apartments project which will be new construction. All units will be low income housing tax credit units serving families whose incomes average 60%. The specific unit mix and any subsidized programs will be determined once a developer is procured. All units will have restricted rent and must accept Section 8 vouchers.

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 Resolutions authorize Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement Resolutions for the above project.

STRATEGIC OUTCOMES:

- SAHA residents live in quality affordable housing.
- SAHA residents have a sufficient supply of affordable housing options.

ATTACHMENTS:

Resolution 21LVPFC-08-20
Presentation

CERTIFICATE FOR RESOLUTION
Resolution 21LVPFC-08-20

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

1. In accordance with its bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on September 2, 2021 (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 21LVPFC-08-20, CONCERNING THE APPLICATION OF NORTH POND APARTMENTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$20,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE NORTH POND APARTMENTS, TO BE LOCATED WITHIN VICTORIA COMMONS WEST OF THE IH 37 FRONTAGE ROAD IN DOWNTOWN SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED this 2nd day of September 2021.

Ed Hinojosa, Jr.
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 21LVPFC-08-20**

RESOLUTION 21LVPFC-08-20, CONCERNING THE APPLICATION OF NORTH POND APARTMENTS LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$20,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE NORTH POND APARTMENTS, TO BE LOCATED WITHIN VICTORIA COMMONS WEST OF THE IH 37 FRONTAGE ROAD IN DOWNTOWN 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, North Pond Apartments LP, or a similarly named and to-be-formed Texas limited partnership (User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, rehabilitation, improvement, and equipping of an approximately 108-unit multifamily housing facility to be located within Victoria Commons west of the IH-37 frontage road in downtown San Antonio, Texas, and proposed to be known as the North Pond Apartments or similarly styled (Project); and (ii) the Issuer file a 2021 and/or 2022 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 \$20,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

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

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

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

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

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

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

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

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

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

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

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the 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 \$20,000,000.00;

(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 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;

(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) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

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

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2021 and/or 2022 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 \$20,000,000.00. 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 2nd day of September 2021.

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

Attested and approved as to form:

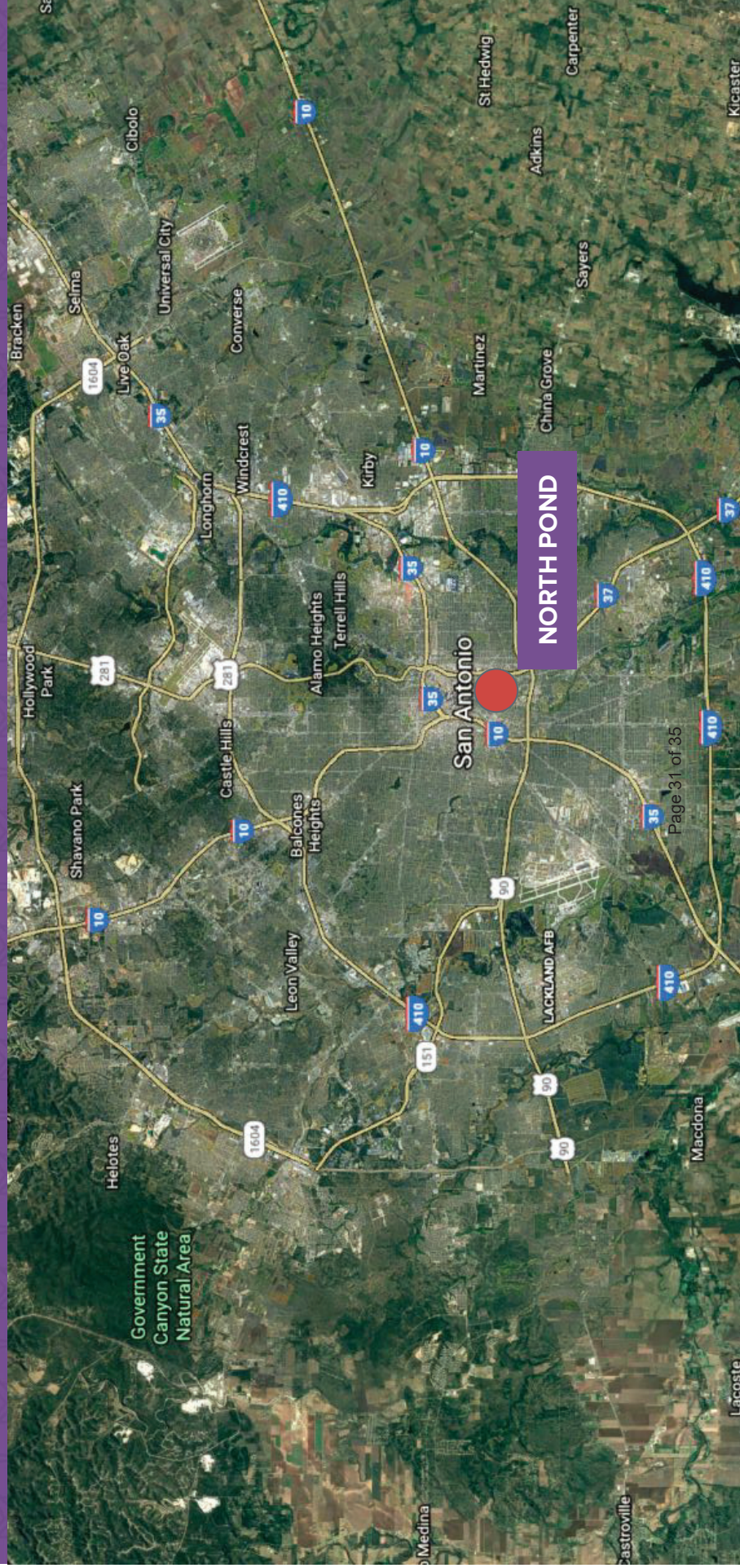
Ed Hinojosa, Jr.
Secretary/Treasurer



VICTORIA COMMONS NORTH POND

Timothy E. Alcott, Chief Real Estate and Asset Management Officer
Lorraine Robles, Director of Development Services and Neighborhood
Revitalization

MAP



REGIONAL CENTERS

PHASE 1 CENTERS

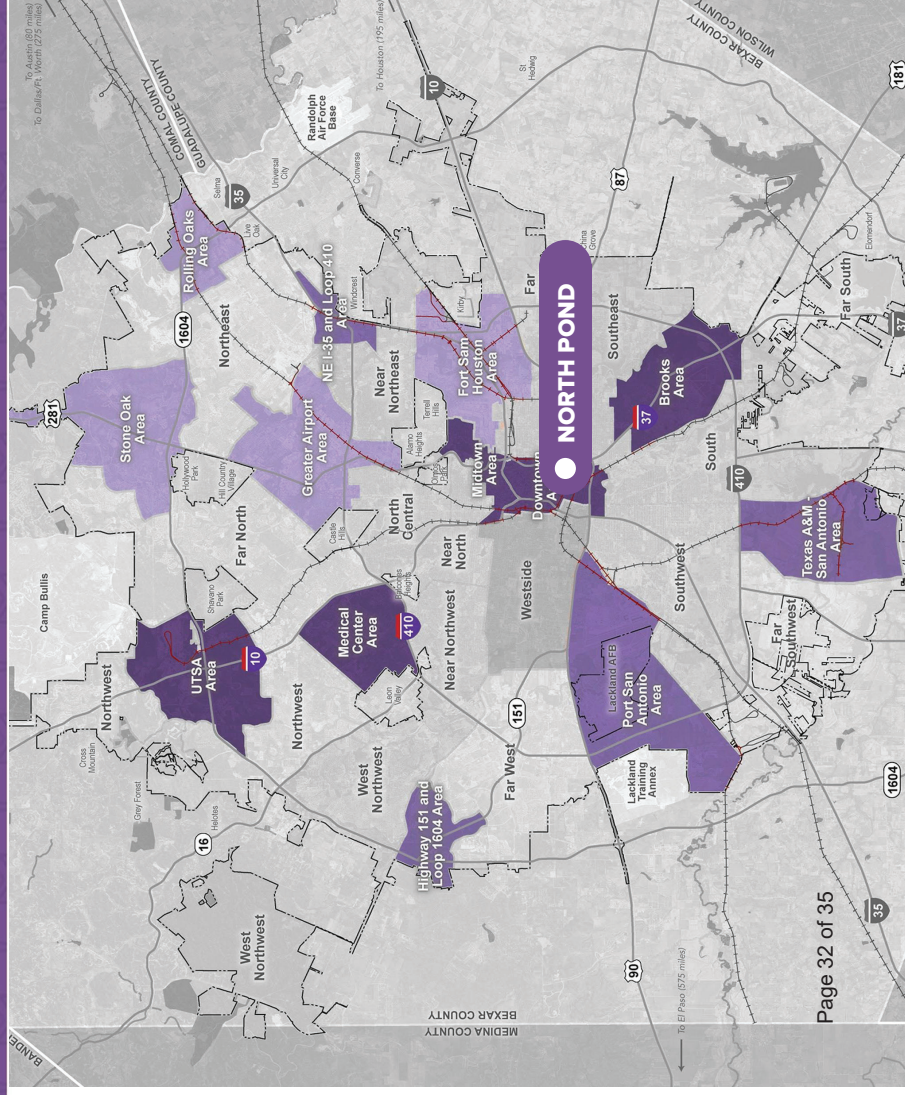
- Downtown
- Medical Center
- UTSA
- Midtown
- Brooks

PHASE 2 CENTERS

- NE I-35 and Loop 410
- Highway 151 and Loop 1604
- Texas A&M — San Antonio
- Port San Antonio

PHASE 3 CENTERS

- Greater Airport Area
- Fort Sam Houston
- Rolling Oaks
- Stone Oak



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NORTH POND



- ❖ City Council District 1
- ❖ San Antonio ISD
- ❖ Bond Issuance

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VICTORIA COMMONS - MASTER PLAN



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QUESTIONS?

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