



**SAN ANTONIO HOUSING FACILITY
CORPORATION MEETING
FEBRUARY 16, 2022**



BOARD OF DIRECTORS

Dr. Ana "Cha" Guzmán Chair	Olga Kauffman Vice Chair	Gilbert Casillas Director	Dalia Contreras Director	Loren D. Dantzler Director	Gabriel Lopez Director	Ignacio Perez Director
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SAN ANTONIO HOUSING FACILITY CORPORATION
***BOARD MEETING**

Call In Phone Number: (346) 248-7799
Meeting ID: 93839434337# Passcode: 654170#
818 S. Flores St., San Antonio, TX 78204
2:00 p.m., Wednesday, February 16, 2022

At least four Commissioners 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. The Presiding officer will also be present at this location.

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 2:00 p.m.** (may be heard after this time) Citizens are provided up to three minutes each to speak to any agenda item. Citizens wishing to speak to items posted on the agenda should personally request to be placed on the Public Comment roster prior to 1:45 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 1:45 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 February 2, 2022, San Antonio Housing Facility Corporation Meeting minutes

CONSENT ITEM

4. Consideration and approval regarding Resolution 22FAC-02-16, inducing the Vista at Silver Oaks 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 (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)

5. Adjournment

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

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

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

MINUTES
SAN ANTONIO HOUSING FACILITY CORPORATION
Call In Phone Number: (346) 248-7799
Meeting ID: 93839434337# Passcode: 654170#
818 S. Flores St., San Antonio, TX 78204
1:00 p.m., Wednesday, February 2, 2022

SCHEDULED: 1:00 p.m. - San Antonio Housing Facility Corporation Meeting

DIRECTORS PRESENT:

Dr. Ana "Cha" Guzman, Chair
Olga Kauffman, Vice Chair
Gilbert Casillas, Director
Dalia Contreras, Director
Gabriel Lopez, Director
Ignacio Perez, Director

DIRECTORS ABSENT:

Loren D. Dantzler, Director

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

STAFF:

Ed Hinojosa, Jr., President and CEO
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Tim Alcott, Chief Real Estate and Asset
Management Officer
Diana Kollodziej Fiedler, Chief Financial
Officer
Richard Milk, Planning Officer
Michael Reyes, Public Affairs Officer
Jo Ana Alvarado, Director of Innovative
Technology
George Ayala, Director of Procurement
Kristi Baird, Director of Beacon Communities

Domingo Ibarra, Director of Security
Aiyana Longoria, Director of Internal Audit and
Interim Director of Human Resources
Hector Martinez, Director of Construction
Services and Sustainability
Lorraine Robles, Director of Development
Services and Neighborhood Revitalization
Stephanie Rodriguez, Interim Director of
Assisted Housing Programs
Tom Roth, Director of Asset Management
Joel Tabar, Director of Community
Development Initiatives
Zachariah Woodard, Director of Public
Housing

Item 1: Meeting called to order

Dr. Guzman, Board Chair, called the meeting to order at 2:02 p.m.

Item 2: Public Comment

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

Item 3: Minutes

- Approval of the October 7, 2021, San Antonio Housing Facility Corporation Meeting minutes

Motion: Director Lopez moved to approve the October 7, 2021, San Antonio Housing Facility Corporation Meeting minutes. Vice Chair Kauffman seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Olga Kauffman, Vice Chair	X			
Gilbert Casillas, Director	X			
Dalia Contreras, Director	X			
Gabriel Lopez, Director	X			
Ignacio Perez, Director	X			

CONSENT ITEMS

Item 4: Consideration and approval regarding Resolution 22FAC-01-25, authorizing the award of a contract for Construction Manager at Risk Services to Franklin Construction LTD for an amount not to exceed \$17,315,000.00 to include project maximums for general contractor charges of 6% for general conditions, 2% for overhead, and a 4% profit; for a period of 24 months (George Ayala, Director of Procurement; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
Consent

Item 5: Consideration and approval regarding Resolution 22FAC-01-21, San Antonio Housing Facility Corporation declaring intent to issue bonds to provide financing for a multifamily residential rental development for persons of low and moderate income (Tigoni Villas 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; authorizing a capital contribution of \$500,000.00 in Moving To Work (MTW) funds; and, containing other provisions relating to the subject (Thomas Roth, Director of Asset Management)
Consent

Item 6: Consideration and approval regarding Resolution 22FAC-01-19, authorizing the execution of all documentation necessary to carry out the bond financing for the Kitty Hawk Flats Apartments transaction; and other matters in connection therewith (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)
Consent

Motion: Director Lopez moved to approve items 4-6. Director Perez seconded the motion.
Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Olga Kauffman, Vice Chair	X			
Gilbert Casillas, Director	X			
Dalia Contreras, Director	X			
Gabriel Lopez, Director	X			
Ignacio Perez, Director	X			

Item 7: Consideration and approval regarding Resolution 22FAC-01-20, inducing the Cloudhaven 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 (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)
Consent

Item 8: Consideration and approval regarding Resolution 22FAC-01-22, inducing the Eisenhower 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 (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)
Consent

Item 9: Consideration and approval regarding Resolution 22FAC-01-23, inducing the Manitou 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 (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)
Consent

Item 10: Consideration and approval regarding Resolution 22FAC-01-24, inducing the Rainbow Drive 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 (Timothy E. Alcott, Chief Real Estate and Asset Management Officer)
Consent

Without objection, the Board tabled agenda items 7-10, at the request of staff.

Item 11: Adjournment.
With no objections, Chair Guzman adjourned the meeting at 2:03 p.m.

ATTEST:

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

Date

Ed Hinojosa, Jr.
Secretary/Treasurer


Date

SAN ANTONIO HOUSING FACILITY CORPORATION

February 16, 2022

BOARD OF DIRECTORS
San Antonio Housing Facility Corporation

RESOLUTION 22FAC-02-16, INDUCING THE VISTA AT SILVER OAKS 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

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Ed Hinojosa, Jr.
 President and CEO

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Timothy E. Alcott
 Chief Real Estate and Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 22FAC-02-16, inducing the Vista at Silver Oaks 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.

FINANCIAL IMPACT:

None at this time. However, by authorizing us to submit an application early, this project has a greater chance of being constructed, which could mean additional revenue.

SUMMARY:

Today we are seeking authority to file an application with the Texas Department of Housing and Community Affairs ("TDHCA") relating to a potential 2022 9% tax credit project, the Vista at Silver Oaks Apartments, an approximately 76-unit multifamily housing project located at approximately the intersection of Silver Oaks and Brazil Drive in San Antonio (the "Project"), to be developed by Atlantic Pacific Communities ("Atlantic Pacific"). The 9% tax credit program is highly competitive and not all projects that apply will receive an allocation. Whether a project receives an allocation depends on how well it scores according to various metrics established by TDHCA.

Accordingly, we are asking you to authorize this action so that Atlantic Pacific may begin the tax credit application process with TDHCA, but ***we are not asking you to specifically approve or be bound to this project. This is a non-binding Resolution.*** This will enable us to move forward, make an application for tax credits, and begin to put financing together and negotiate the specific terms of the deal, which we will bring back to you for approval.

The Project will be new construction and will target families at 60% or below of the area median income. All of the units will be two- and three-bedroom units. 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.

SAN ANTONIO HOUSING FACILITY CORPORATION

February 16, 2022

The attached Resolution authorizes the San Antonio Housing Facility Corporation to approve an inducement Resolution for the Project.

RESIDENT FOCUSED OUTCOMES:

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

ATTACHMENTS:

Resolution 22FAC-02-16

Presentation

CERTIFICATE FOR RESOLUTION 22FAC-02-16

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 the bylaws of SAHFC, the Board of Directors of SAHFC (the "Board") held a meeting on February 16, 2022 (the "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 22FAC-02-16, INDUCING THE VISTA AT SILVER OAKS 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

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

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

SIGNED AND SEALED this 16th day of February 2022.



Ed Hinojosa, Jr.
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 22FAC-02-16**

RESOLUTION 22FAC-02-16, INDUCING THE VISTA AT SILVER OAKS 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, the Housing Authority of the City of San Antonio, Texas (the “Authority”), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Facility Corporation, a nonstock, nonprofit public facility corporation (“SAHFC”); and

WHEREAS, SAHFC, on behalf of the Authority, is empowered to finance the costs of public facilities that will provide decent, safe, and sanitary housing at affordable prices for residents of the City of San Antonio; and

WHEREAS, Atlantic Pacific Communities or its affiliate (the “User”), has filed an Application for financing (the “Application”), requesting that (i) SAHFC participate in the acquisition, construction, and equipping of a proposed 76-unit multifamily housing facility to be located at approximately the southern side of the intersection of Silver Oaks and Brazil Drive, San Antonio, Bexar County, Texas 78213 and to be known as the Vista at Silver Oaks Apartments (the “Project”); and

WHEREAS, the User intends to finance the Project in part with 9% housing tax credits and possibly a direct loan competitively procured from the Texas Department of Housing and Community Affairs (“TDHCA”); and

WHEREAS, this Resolution shall constitute SAHFC’s preliminary, non-binding commitment, subject to the terms hereof, to proceed; and

WHEREAS, the User has requested that SAHFC create a single-member limited liability company to serve as a general partner of the User; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain equity and debt financing for the Project, including 9% tax credits and a direct loan from the TDHCA; and

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

<u>Name of Directors/Officers</u>	<u>Position</u>
Dr. Ana M. “Cha” Guzman	President and Director
Olga Kauffman	Vice President and Director
Ignacio Perez	Director
Dalia Contreras	Director

Gilbert Casillas
Gabriel "Gabe" Lopez
Loren D. Dantzler
Ed Hinojosa, Jr.
Diana Fiedler
Timothy E. Alcott
Muriel Rhoder
Brandee Perez
Michael Reyes
Richard Milk

Director
Director
Director
Secretary/Treasurer
Assistant Secretary/Treasurer
Assistant Secretary/Treasurer
Assistant Secretary/Treasurer
Assistant Secretary/Treasurer
Assistant Secretary/Treasurer
Assistant Secretary/Treasurer

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

Section 1. Subject to the terms hereof, SAHFC agrees that it will, acting in either its own capacity or as the party controlling the general partner of the User:

(a) cooperate with the User with respect to the Project, and, if arrangements therefore satisfactory to the User and SAHFC 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 applications, notices, contracts or agreements deemed necessary and desirable by the User or SAHFC in connection with the Project, specifically including any applications, agreements, documents, certificates and instruments necessary to obtain tax credits and a direct loan from the TDHCA (collectively, the "Contracts"), providing among other things for financing, acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project, all as shall be authorized, required, or permitted by law and as shall be satisfactory to SAHFC and the User;

(b) if requested by the User, work with a Historically Underutilized Business, including sharing ownership in the general partnership of the User, sharing developer fees and cash flow of the User to enable the Project to be competitive;

(c) own the real estate and serve as the general contractor for the Project to obtain tax exemptions;

(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.

Neither the State of Texas (the "State"), the Authority, nor any political subdivision or agency of the State shall be obligated to pay any debt or other obligation of the User or the Project and that

neither the faith and credit nor the taxing power of the State, the Authority, or any political subdivision or agency thereof is pledged to any obligation relating to the Project.

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

(a) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the 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 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 Authority); and

Section 3. 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. **Provided that neither the User 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 User nor anyone claiming by, through or under the User, 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 4. The Board authorizes the President, Vice President, Secretary/Treasurer, or Assistant Secretary/Treasurer of the Board to execute any Contracts and take any and all actions required to obtain tax credits, equity financing and debt financing (including a direct loan from the TDHCA).

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

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

Passed and approved the 16th day of February 2022.

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

Attested and approved as to form:

Ed Hinojosa, Jr.
Secretary/Treasurer

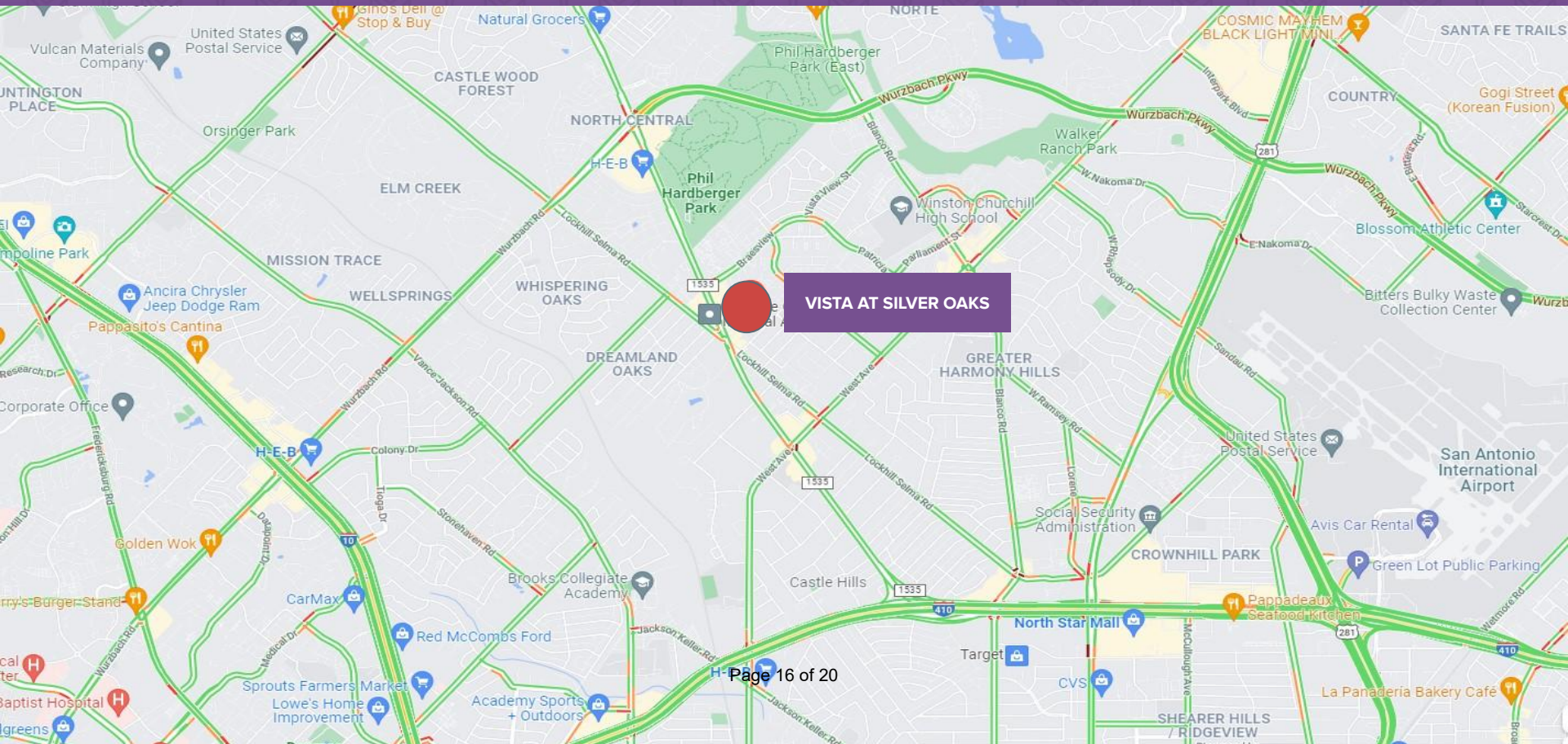


VISTA AT SILVER OAKS

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



VISTA AT SILVER OAKS



REGIONAL CENTERS

PHASE 1 CENTERS

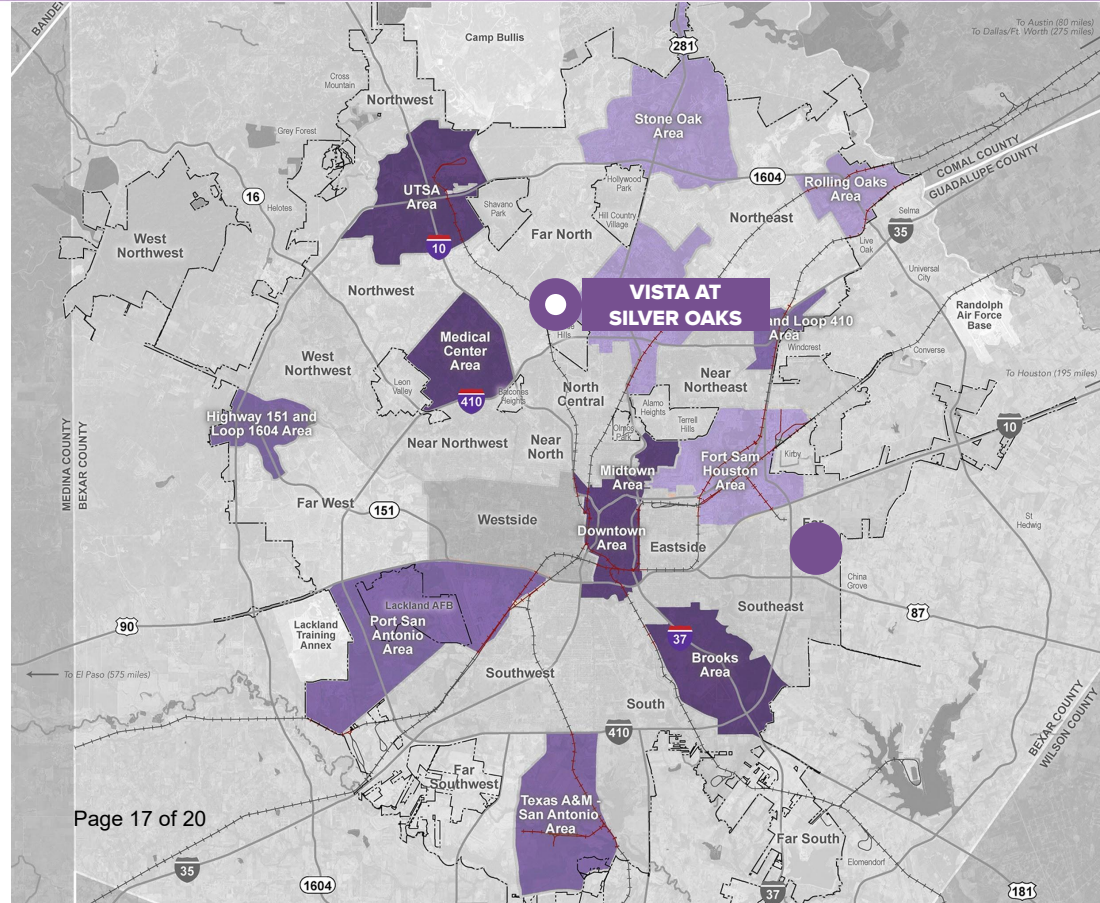
Downtown
Medical Center
UTSA
Midtown
Brooks

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



VISTA AT SILVER OAKS



- ❖ City Council District 9
- ❖ North East ISD
- ❖ 76 Units
 - 30% AMI - 8
 - 50% AMI - 23
 - 60% AMI - 45
- ❖ 9% Tax Credit Deal
- ❖ Total Development Cost:
\$24,183,403.00

Vista At Silver Oaks-Proforma Breakdown	
Use of Funds	Permanent
Acquisition Costs	\$5,050,000.00
Construction Hard Cost Contingency	\$619,735
Construction Costs	\$12,836,257.00
Architect/Engineering	\$398,000.00
Permits & Fees	\$448,256.00
Title & Survey	\$240,897.00
Construction Period Expenses	\$47,500.00
Financing Costs	\$1,319,276.00
Professional Services	\$465,885.00
Tax Credit Fees	\$80,000.00
Development Fee	\$2,307,314.00
Reserves & Other	\$370,283.00
Total	\$24,183,403.00

QUESTIONS?