

AGENDA

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

A MEETING OF THE OF THE SAN ANTONIO HOUSING TRUST
PUBLIC FACILITY CORPORATION BOARD OF DIRECTORS WILL BE HELD VIA
ZOOM LINK:

<https://us02web.zoom.us/j/83132662163?pwd=ZlhnZ05iYTFFFL3BjWFdUVnQ1NTNCZz09>
DIAL-IN NUMBER: 1-346-248-77990 MEETING ID: 831 3266 2163 PASSWORD: 830696

ON TUESDAY, NOVEMBER 24, 2020

AT 10:00 A.M., TO CONSIDER THE FOLLOWING MATTERS:
BRIEFING AND POSSIBLE ACTION ON:

1. Approval of minutes
2. Public Comment
3. Consideration and possible action to approve a Resolution inducing the **East Commerce Apartments**, a new 250-unit mixed-income affordable/market PFC structure in partnership with Cohen-Esrey Development Group, located on 12 acres of vacant land at 3623 East Commerce Street in Council District 2.
4. Consideration and possible action to approve a Resolution inducing the **Longhorn Quarry II Apartments**, a new 355-unit mixed-income affordable/market PFC structure in partnership with the Morgan Group Development and Bitterblue, Inc., located on 14 acres of vacant land near the intersection of Thousand Oaks Drive and Wurzbach Parkway in Council District 10.
5. A briefing on policies and protections regarding tenants' rights.
6. Possible action authorizing a Resolution confirming and ratifying Pedro A. Alanis as Assistant Secretary of San Antonio Housing Trust Public Facility Corporation

***Executive Session**

The Board reserves the right to enter into an Executive Session at any time to discuss any of the agenda items pursuant to Section 551.071 (Consultation with Attorney) or 551.072 (Deliberation Regarding Real Property).

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION BOARD MEMBERS:

Council Member Roberto C. Trevino (District 1), Council Member Rebecca J. Viagran (District 3), Council Member Dr. Adriana Rocha Garcia (District 4), Council Member Shirley Gonzales (District 5), Council Member John Courage (District 9)

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 1

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: Citywide

SUBJECT:

Approval of minutes

SUMMARY:

This item includes the approval of minutes from the October 21, 2020 meeting.

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION
OFFICIAL MEETING MINUTES
October 21, 2020

- The Public Facility Corporation met in session at 1:02 p.m, via Zoom
- The meeting was called to order by Councilwoman Viagran and the roll was called by Maria Bradley.

PRESENT: Councilwoman Rebecca Viagran, Councilman Roberto Treviño, Councilwoman Shirley Gonzales and Councilman John Courage, Councilwoman Dr. Adriana Rocha Garcia

ABSENT:

Staff/Visitors Present:

Pedro Alanis- Interim Executive Director San Antonio Housing Trust Public Facility Corporation; Nicole Collazo- Assistant Director San Antonio Housing Trust Public Facility Corporation; JD Hernandez – Asset Manager San Antonio Housing Trust Public Facility Corporation; Sharon Jennings-Contract Officer San Antonio Housing Trust Public Facility Corporation; Maria Bradley - Administrative Assistant, San Antonio Housing Trust Public Facility Corporation; James Plummer-Bracewell LLP; Summer Greathouse-Bracewell LLC; Allison Shae- NHSD, Edward Mungia- District 4, Teresa Menendez Myers- District 5, Jean Latsha- NRP Group, Ileana Sandoval-District 9, Ben Olivo- San Antonio Heron, Mitchell Parton-San Antonio Business Journal, Derek Roberts- D9

1. Approval of minutes for September 30,2020.

MINUTES COMMISSION ACTION:

The motion was made by Councilwoman Dr. Rocha Garcia and seconded by Councilman Courage to approve the minutes from September 30, 2020.

AYES: 5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED.

2. PUBLIC COMMENT-

NONE.

3. Consideration and possible action to approve a Resolution authorizing execution of a Memorandum of Understanding with Alamo Area Mutual Housing Association in connection with the cattleman Square Apartments, a new 140-unit 4% Low Income Housing Tax Credit multi-family project in partnership with Alamo Community Group, located on 1.57 acres in the near west side of downtown in Council District 5

Pete Alanis briefed on this new construction project in District 5. Currently being developed by the Alamo Community Group. The PFC will be the general partner and will receive 25% in stake in the Developer fees over a 10-year period, after the PFC will receive 50% of the Cash Flow and a right of first refusal if the project does sell. The PFC staff and the Alamo Community Group will be applying for a 4% LIHTC as well as a \$3,000,000 multi-family loan through

TDHCA. Councilwoman Gonzales is excited and is looking forward to the project.

COMMISSION ACTION:

The motion was made by Councilwoman Gonzales and seconded by Councilwoman Rocha Garcia to approve item # 3.

AYES: 5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED.

- 4. **Resolution authorizing Preserve at Billy Mitchell Apartments transaction (formerly known as Preserve at the Port), including the execution of all documentation necessary to carry out the transaction; authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Port San Antonio Preserve GP, LLC; and authorizing the financing for such transaction; and authorizing San Antonio Housing Trust Public Corporation to serve as the general contractor; and other matters in connection therewith**

Pete Alanis stated this is the final approval to authorize the Preserve at Billy Mitchell Apartments. The multi-family apartment complex is located at 402 Gilmore Avenue in District 5. The \$65.3 Million project will be funded with tax credit equity. The development will have 30%-70% AMI levels and will accepted Section 8 vouchers. The developer has agreed to provide basic internet access for residents at the 30%-50% AMI levels and also provide washer and dryer in each unit. The rents at the 30\$ AMI will range from \$405-\$486, at the 50% AMI is will range from \$675-\$936 and the 70% AMI will range from \$945-\$1,310.

The PFC will receive \$250,000 origination fee and will receive \$1,200,000 Developer fee from closing through construction completion.

Councilwoman Gonzales would like the PFC to continue to focus on more rehab projects. She is looking forward to the groundbreaking soon and she motioned to approved.

COMMISSION ACTION:

The motion was made by Councilwoman Gonzales and seconded by Councilman Trevino to approve item #4

AYES: 5

NAYS: 0

ABSTAIN: 0

The MOTION CARRIED.

- 5. **Resolution authorizing the Canyon Pass Apartments transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Canyon GP, LLC; and authorizing the financing for such transaction; and authorizing San Antonio Housing Trust Public Facility Corporation to enter into a joint venture agreement to serve as the general contractor; and other matters in connection therewith**

Pete Alanis briefed on the project that is being developed by Pedcor. It is a 264-unit multifamily 4% tax credit project located in District 9. All units will be rented to individuals whose income is at or below 60% of the medium family income. Rents will be around \$810-\$1,123 based on the

number of bedrooms. The project is expected to cost about \$52,078. The PFC will own the land and lease it to the tax credit partnership. The PFC/FC will receive an estimate of \$8,7000,0000 during the 15 years.

COMMISSION ACTION:

The motion was made by Councilman Courage and seconded by Councilwoman Dr. Rocha Garcia for approval of item #5.

AYES: 5

NAYS: 0

ABSTAIN: 0

The MOTION CARRIED.

6. **Deliberate the management, purchase, exchange, lease or value of certain real properties and obtain legal advice regarding related legal issues pursuant to Texas Government Code Sec. 551.072 (Real Property) and Texas Government Code Sec. 551.071 (Consultation with Attorney)**

1:25pm into Executive Session

2:03pm coming back from Executive Session

COMMISSION ACTION:

No action was taken.

Councilwoman Viagran adjourned the meeting. There being no further business, the meeting adjourned at 2:03p.m.

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 2

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: Citywide

SUBJECT:

Public Comment

SUMMARY:

This item will allow 3 minutes each for interested speakers to address the Board

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 3

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 2

SUBJECT: Inducement Resolution for East Commerce Apartments

SUMMARY:

Consideration and possible action to approve a Resolution inducing the East Commerce Apartments, a new 250-unit mixed income affordable/market PFC structure in partnership with Cohen-Esrey Development Group, located on 12 acres of vacant land at 3623 East Commerce Street in Council District 2.

BACKGROUND:

Cohen-Esrey Development Group is seeking a partnership through a 75-year lease with the San Antonio Housing Trust Public Facility Corporation to develop a new \$37.9 million, 250-unit multi-family new construction project, whereby the PFC shall have ownership of the land with the equity partnership in the project.

The apartments are anticipated to include covered parking, a playground, pool, and garden. The unit mix will include efficiency, one, two and three-bedroom units and shall provide 26 (10%) units for tenants whose income is less than 60% of the area median income ("AMI"); and 102 (40%) units are for tenants whose income is less than 80% of AMI. The remaining units will be market-rate units. The Project will accept Section 8 vouchers and the unit leases will provide for certain additional tenants' rights to be adopted by the PFC Board at a later date.

The following is the early rent mix and projection, which is subject to change:

Unit Type	AMI	Units	Monthly Rent
0BR	60%	3	\$712
0BR	80%	10	\$964
0BR	Mkt	12	\$1075
1BR	60%	13	\$766
1BR	80%	51	\$1,036
1BR	Mkt	61	\$1,225
2BR	60%	9	\$915
2BR	80%	36	\$1,239
2BR	Mkt	42	\$1,450
3BR	60%	1	\$1,052
3BR	80%	5	\$1,427
3BR	Mkt	7	\$1,725

The East Commerce Apartments project is located in the San Antonio Independent School District and would be serviced by 2019 Overall C-rated Sam Houston High School; 2019 Overall D-rated Davis Middle School; and 2019 Overall C-rated Cameron Elementary School. All three schools have above 91% economically disadvantaged students.

The area is located within the SA Tomorrow Fort Sam Houston Regional Center and just east of the Eastside Community Plan Area. The area is beginning to establish a number of newer multi-family rental units in the area including three other SA Housing Trust PFC assisted projects, including the Salado at Red Berry, a stabilized mixed income community; Alsbury Farms, a tax credit project currently coming online in 2021; and the Echo East Redevelopment. The area has a stabilized occupancy rate of above 96% in the area.

The site is also in close proximity to the Carver Library and Wheatley Heights Sports Complex as well as the future Red Berry Salado Creek Trail system connection.

The total project cost is anticipated at \$37,921,030 with \$24,648,669 in supported HUD 221(d)(4) supported debt and equity of approximately \$13,272,360. The PFC is anticipated to receive a \$250,000 fee at closing, 7.5% of the developer fee, a \$25,000 annual fee (with annual increase), 7.5% of net cash flow and 2% of gross sale proceeds at any future sale for the life of the lease.

ALTERNATIVES:

If the San Antonio Housing Trust Public Facility Board does not indicate approval to proceed, the affordable and market rate units will not be built, and the vacant property will remain as it is.

FISCAL IMPACT:

The Resolution of Inducement has no fiscal impact, as it is non-binding.

RECOMMENDATION:

Staff recommends approval of the Resolution

ATTACHMENT:

Resolution

**EAST COMMERCE APARTMENTS
Inducement**

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Public Facility Corporation (the "PFC") hereby certifies as follows:

1. In accordance with the bylaws of the PFC, the Board of Directors of the PFC (the "Board") held a meeting on November 24, 2020 (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 INDUCING THE EAST COMMERCE APARTMENTS IN
PARTNERSHIP WITH COHEN-ESREY DEVELOPMENT GROUP, TO BE
LOCATED AT 3623 EAST COMMERCE STREET, 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 the PFC.

SIGNED AND SEALED November 24, 2020.

Pedro A. Alanis, Assistant Secretary

RESOLUTION INDUCING THE EAST COMMERCE APARTMENTS IN PARTNERSHIP WITH COHEN-ESREY DEVELOPMENT GROUP, TO BE LOCATED AT 3623 EAST COMMERCE STREET, AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Antonio, Texas (the "City"), 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 Trust Public Facility Corporation, a nonstock, nonprofit public facility corporation (the "PFC");

WHEREAS, the PFC, on behalf of the City, 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;

WHEREAS, a to-be-formed affiliate of the Cohen-Esrey Development Group (the "User"), has requested that (i) the PFC finance the acquisition, construction, and equipping of a proposed 250-unit multifamily housing facility to be located at 3623 East Commerce Street and to be known as the East Commerce Apartments (the "Project");

WHEREAS, this Resolution shall constitute the PFC's preliminary, non-binding commitment, subject to the terms hereof, to proceed;

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

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain equity and debt financing for 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 SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION THAT:

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

(a) cooperate with the User with respect to the Project, and, if arrangements therefor satisfactory to the User and the PFC 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 PFC in connection with the Project (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 the PFC and the User;

(b) 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 City, nor any political PFC, 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 City, or any political, subdivision, or agency thereof is pledged to any obligation relating to the Project.

Section 2. It is understood by the PFC, and the User has represented to the PFC, that in consideration of the PFC'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 the PFC 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 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 the PFC or the City); 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 the PFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event the PFC 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 shall have any claim against the PFC whatsoever as a result of any decision by the PFC not to enter into the proposed transaction.**

Section 4. The Board authorizes the negotiation of a Term Sheet setting forth the details of the Project.

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.

* * *

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 4

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT: San Antonio Housing Trust Public Facility Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED: District 10

SUBJECT: Inducement Resolution for Longhorn Quarry II Apartments

SUMMARY:

Consideration and possible action to approve a Resolution inducing the Longhorn Quarry II, a new 355-unit mixed income affordable/market PFC structure in partnership with the Morgan Group and Bitterblue Inc., located on approximately 14 acres of vacant land near the intersection of Thousand Oaks Drive and Wurzbach Parkway in Council District 10.

BACKGROUND:

The Morgan Group and Bitterblue Inc., are seeking a partnership through a 99-year lease with the San Antonio Housing Trust Public Facility Corporation to develop a new \$54 million, 355-unit multi-family new construction project, whereby the PFC shall have ownership of the land with the equity partnership in the project.

The Longhorn Quarry project will have a resort style pool, state of the art fitness center and numerous other amenity features. The project will be in an area with access to mass transit, neighborhood amenities, and recreational amenities. The unit mix will include one, two and three-bedroom units. The project will be rent limited as follows: 36 (10%) units for tenants at or below 60% of the area median income ("AMI") adjusted by bedroom size; and 142 (40%) units for tenants at or below 80% of AMI, adjusted by bedroom size. The remaining units will be market-rate units.

The following is the early rent mix and projection, which is subject to change:

Unit Type	AMI	Units	Monthly Rent
1BR	60%	31	\$810
1BR	80%	129	\$1,080
1BR	Mkt	67	1140-1195
2BR	60%	4	\$972
2BR	80%	12	\$1,296
2BR	Mkt	94	\$1,375-1,460
3BR	60%	1	\$1,123
3BR	80%	1	\$1,498
3BR	Mkt	16	\$1,750

Longhorn Quarry II is located in the Northeast Independent School District and would be serviced by 2019 Overall C-rated Roosevelt High School; 2019 Overall B-rated Krueger Middle School; and 2019 Overall D-rated Clear Springs Elementary School. All three schools have between 66%-83.5% economically disadvantaged students. A new School of Science and Technology focusing on STEM education will open in September 2021 at the Longhorn Quarry. The publicly funded charter school is tuition free and provides open enrollment opportunities for 600 students between grades 6-12.

The project will have a connection to nearby trails and Creekside views. Bitterblue, Inc. entered into a partnership with the City of San Antonio to reclaim a portion of the Beitel Creek greenway. With the reclaimed land, Bitterblue designed and constructed a 9,155 foot trail and a public-access trailhead at a total cost exceeding \$4.0 million. The trail will ultimately tie into the Salado Creek Greenway near the Robert LB Tobin Park and near Lady Bird Johnson Park.

The total project cost is \$54,623,209 with anticipated conventional debt financing of \$35,505,086 and approximately \$19,118,123 in private equity. The PFC is anticipated to receive a \$250,000 fee at closing, a \$15,000 annual fee, 7.5% of ownership stake post equity to be converted into a long-term lease after the first sale. After the initial sale, the PFC shall receive 1% of gross sale price for subsequent sales thereafter for the remaining life of the lease.

ALTERNATIVES:

If the San Antonio Housing Trust Public Facility Board does not indicate approval to proceed, the affordable and market rate units will not be built and the property will remain as it is.

FISCAL IMPACT:

The Resolution has no fiscal impact, as it is non-binding.

RECOMMENDATION:

Staff recommends approval of the Resolution

ATTACHMENT:

Resolution

**LONGHORD QUARRY II
Inducement**

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Public Facility Corporation (the "PFC") hereby certifies as follows:

1. In accordance with the bylaws of the PFC, the Board of Directors of the PFC (the "Board") held a meeting on November 24, 2020 (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 INDUCING THE LONGHORD QUARRY II APARTMENTS
IN PARTNERSHIP WITH THE MORGAN GROUP DEVELOPMENT AND
BITTERBLUE INC., TO BE LOCATED NEAR THE INTERSECTION OF
THOUSAND OAKS DRIVE AND WURZBACH PARKWAY, 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 the PFC.

SIGNED AND SEALED November 24, 2020.

Pedro A. Alanis, Assistant Secretary

**RESOLUTION INDUCING THE LONGHORD QUARRY II APARTMENTS
IN PARTNERSHIP WITH THE MORGAN GROUP DEVELOPMENT AND
BITTERBLUE INC., TO BE LOCATED NEAR THE INTERSECTION OF
THOUSAND OAKS DRIVE AND WURZBACH PARKWAY, AND OTHER
MATTERS IN CONNECTION THEREWITH**

WHEREAS, the City Council of the City of San Antonio, Texas (the "City"), 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 Trust Public Facility Corporation, a nonstock, nonprofit public facility corporation (the "PFC");

WHEREAS, the PFC, on behalf of the City, 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;

WHEREAS, a to be formed affiliate of the Morgan Group Development and Bitterblue, Inc., (the "User"), has requested that (i) the PFC finance the acquisition, construction, and equipping of a proposed 355-unit multifamily housing facility to be located near the intersection of Thousand Oaks Drive and Wurzbach Parkway and to be known as the Beitel Creek Apartments (the "Project");

WHEREAS, this Resolution shall constitute the PFC's preliminary, non-binding commitment, subject to the terms hereof, to proceed;

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

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain equity and debt financing for 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 SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION THAT:

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

(a) cooperate with the User with respect to the Project, and, if arrangements therefor satisfactory to the User and the PFC 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 PFC in connection with the Project (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 the PFC and the User;

(b) 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 City, nor any political PFC, 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 City, or any political, subdivision, or agency thereof is pledged to any obligation relating to the Project.

Section 2. It is understood by the PFC, and the User has represented to the PFC, that in consideration of the PFC'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 the PFC 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 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 the PFC or the City); 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 the PFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event the PFC 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 shall have any claim against the PFC whatsoever as a result of any decision by the PFC not to enter into the proposed transaction.**

Section 4. The Board authorizes the negotiation of a Term Sheet setting forth the details of the Project.

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.

* * *

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 5.

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

SUBJECT: A briefing on policies and protections regarding tenants' rights

BRIEFING:

The Executive Director is seeking to formally establish certain tenant rights and protections for future San Antonio Housing Trust multifamily projects including those projects seeking a tax exemption partnership or bond issuances through our corporation entities.

Currently, the SA Housing Trust does not have formalized set of policies aimed at guiding the relationship between our development/property management partners and the tenants that reside in our properties with respect to tenant rights issues.

While State of Texas laws and local ordinances provide the framework of this relationship amongst all landlord/tenants, our San Antonio Housing Trust developments receive substantial public investment or tax exemptions through our participation. The SAHT seeks improved opportunities to reduce tenant displacements and increase the tenant experiences by establishing a set of additional tenant rights and protection policies and provisions for our affordable housing projects. Staff will review the following Tenants Rights and Protections as well as review other relevant policies.

- Right to Access Tenant Files
- Right to Return
- Right to Personal Property
- Right to Cure and Payment Options
- Right to Reasonable Entry
- Right to Organize
- Policy related to Cost of Repairs & Remedies
- Policy related Grounds for Lease Termination
- Policy related Source of Income Protection
- Policy related Affirmative Marketing
- Policy related to Relocation Assistance
- Policy related to Eviction Lookbacks

Executive Director has engaged development and property management stakeholders, housing advocate stakeholders, and City of San Antonio staff to assist in developing a draft policy and lease addendum. A draft policy will be presented at the PFC board in December to allow for public comment and input. A final policy is anticipated to be presented at the January Board meeting.

San Antonio Housing Trust Public Facility Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 6.

Agenda Date: 11-24-20

In Control: San Antonio Housing Trust Public Facility Corporation

SUBJECT:

Possible action authorizing a Resolution confirming and ratifying Pedro A. Alanis as Assistant Secretary of San Antonio Housing Trust Public Facility Corporation

PEDRO A. ALANIS, ASSISTANT SECRETARY

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Public Facility Corporation (the “Issuer”) hereby certifies as follows:

In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on November 24, 2020 (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 CONFIRMING AND RATIFYING THE APPOINTMENT
OF PEDRO A. ALANIS AS ASSISTANT SECRETARY 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.

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 AND SEALED November 24, 2020.

Pedro A. Alanis, Executive Director
and Assistant Secretary

RESOLUTION CONFIRMING AND RATIFYING THE APPOINTMENT OF PEDRO A. ALANIS AS ASSISTANT SECRETARY AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on July 29, 2020 at a duly called and noticed meeting, the Board found it advisable to appoint, and did appoint, Pedro A. Alanis as an Assistant Secretary of the Corporation; and

WHEREAS, the Board desires to confirm and ratify by formal written resolution the appointment of Pedro A. Alanis as an Assistant Secretary of the Corporation;

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION THAT:

- (A) The appointment of Pedro A. Alanis on July 29, 2020 as an Assistant Secretary of the Corporation with the authority to undertake the actions of an Assistant Secretary as authorized by the Board and to act as an officer of the Corporation, including the authority to execute documents on behalf of the Corporation when an Assistant Secretary is authorized to do so, is hereby confirmed and ratified.
- (B) 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.
- (C) 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.
- (D) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- (E) This Resolution shall be in force and effect from and after its passage.

* * *