

AGENDA

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION

A MEETING OF THE OF THE SAN ANTONIO HOUSING TRUST
FINANCE CORPORATION BOARD OF DIRECTORS WILL BE HELD VIA ZOOM:
[HTTPS://US02WEB.ZOOM.US/J/81813806151?PWD=OETWUKHMMUDBTHZXSvQ4StUY
ELHHQT09](https://us02web.zoom.us/j/81813806151?pwd=OETWUKHMMUDBTHZXSvQ4StUYELHHQT09)

**DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 818 1380 6151 PASSWORD:
326108 ON TUESDAY, APRIL 27, 2021 AT 11:00 A.M. TO CONSIDER THE
FOLLOWING MATTERS:**

Briefing and Possible Action on:

1. Approval of minutes
2. Public Comment
3. Presentation of and possible action to approve the audited financial statements for the fiscal year ending December 31, 2020.
4. Consideration and possible action to formally assign Rebecca Viagran, Roberto Trevino, and Shirley Gonzales to the Joint Transition Committee.

***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 FINANCE 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 Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 1

Agenda Date: 4-27-2021

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

COUNCIL DISTRICTS IMPACTED:

Citywide **SUBJECT:**

Approval of minutes

SUMMARY:

This item includes the approval of minutes from the March 30, 2021 meeting

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION
OFFICIAL MEETING MINUTES
March 30,2021

- The Finance Corporation met in session at 2:40pm., via zoom
- The meeting was called to order by Councilwoman Rebecca Viagran and the roll was called by Maria Bradley.

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

ABSENT:

Staff/Visitors Present:

Pedro Alanis-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 Beaver- NHSD; Justin Renteria-D1; Edward Mungia-D4; Teresa Menendez Myers-D5; Ruben Lizalde-D3; Juan Valdez-Mayors Office; Cara Ross-Lincoln Property Co.; Barbara Hawkins-Echo East Project Representative; Carine Yhap-Atlantic Pacific; Maria Antonietta Berriozabal-D1; Debra Guerrero- NRP Group; Jean Latsha-Pedcor; Lizbeth Parra-Texas RioGrande Legal Aid

1. Approval of minutes January 26, 2021.

MINUTES COMMISSION ACTION:

The motion was made by Councilwoman Rocha Garcia and second by Councilman Courage approval of the minutes of January 26, 2021.

AYES: 5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED.

2. Public Comment-

NONE.

- 3. Resolution authorizing San Antonio Housing Finance Corporation Social Multifamily Mortgage-backed Tax-Exempt Bonds (Social M-TEBS) (Echo East Apartments), Series 2021 A-1 and San Antonio Housing Trust Finance Corporation Multifamily Housing Revenue Bonds (Echo East Apartments), Series 2021 A-2; and other matters in connection there with.** Pete Alanis mentioned that this item is bond issuance authorization for the \$20 million in mortgage back for Series 2021 A-1 and A-2.

MINUTES COMMISSION ACTION:

The motion was made by Councilwoman Gonzales and second by Councilman Courage to approve item #3.

AYES: 5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED.

4. Consideration and possible action to approve the adoption of the Tenant Protection Policy

Pete Alanis is recommending the approval of the Tenant Protection Policy as discussed in the Public Facility meeting.

MINUTES COMMISSION ACTION:

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

AYES:5

NAYS: 0

ABSTAIN: 0

THE MOTION CARRIED.

Adjournment

The meeting was adjourned by Councilwoman Viagran at 2:45 p.m.

San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 2

Agenda Date: 4-27-2021

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance 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 Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 3

Agenda Date: 4-27-2021

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

SUBJECT: Presentation and possible action to approve the audited financial statements for the fiscal year ending December 31, 2020.

SUMMARY:

In October 2019, Gregory & Crutchfield, LLC was selected to conduct independent audits for the San Antonio Housing Trust Foundation, Finance Corporation, and Public Facility Corporation for a two-year period.

The purpose of a financial statement audit is to add credibility to the reported financial position and performance of an organization. The auditor seeks to gain an understanding of the environment in which the Trust entities operate and assess whether there may be risks that could impact the financial statements. The auditor typically assesses the effectiveness of internal controls by concentrating on proper authorization, safeguarding assets, and segregation of duties.

FISCAL IMPACT:

In FY 2020, the Finance Corporation had total net assets of \$1,655,094. The corporation decreased net assets by \$755,969 from the prior year primarily due to the \$1.5M in grant expenditures for the year.

RECOMMENDATION:

Staff recommends acceptance and approval of the annual audit.

San Antonio Housing Trust Finance Corporation

Agenda Memorandum

File Number _____

Agenda Item Number: 4

Agenda Date: 4-27-2021

In Control: San Antonio Housing Trust Finance Corporation

DEPARTMENT: San Antonio Housing Trust Finance Corporation

DEPARTMENT HEAD: Pedro Alanis

SUBJECT: Consideration and possible action to formally assign Rebecca Viagran, Roberto Trevino, and Shirley Gonzales to the Joint Transition Committee on behalf of the Finance Corporation.

SUMMARY:

On September 24, 2020, the ad-hoc Joint Transition Committee met with three members of the Trust/Foundation Board and three members of the PFC/Finance Corporation Board to agree with a path forward with a governance re-alignment framework.

It was previously agreed to have the 3 senior members of the PFC and Finance Corporation represent the board in this committee, however there was not a formal resolution from the PFC and Finance Corporation Board.

FISCAL IMPACT: None

RECOMMENDATION:

Staff recommends formal assignment of Rebecca Viagran, Roberto Trevino, and Shirley Gonzales to the Joint Transition Committee on behalf of the Finance Corporation until the work of the ad hoc committee is complete.

ATTACHMENTS:

Resolution

CERTIFICATE FOR RESOLUTION

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

In accordance with the bylaws of the Corporation, the Board of Directors of the Corporation (the “Board”) held a meeting on April 27, 2021 (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 APPOINTING REBECCA VIAGRAN, ROBERTO TREVINO AND SHIRLEY GONZALES TO THE SAN ANTONIO HOUSING TRUST JOINT TRANSITION COMMITTEE

(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 Corporation.

SIGNED AND SEALED April 27, 2021.



Pedro A. Alanis, Assistant Secretary

RESOLUTION APPOINTING REBECCA VIAGRAN, ROBERTO TREVINO AND SHIRLEY GONZALES TO THE SAN ANTONIO HOUSING TRUST JOINT TRANSITION COMMITTEE

WHEREAS, on September 24, 2020, the ad-hoc Joint Transition Committee (the “Committee”) met with members of the boards of directors of the San Antonio Housing Trust and its affiliated entities (collectively, the “SAHT Entities”) to discuss potential changes to the governance of the SAHT Entities and other matters related thereto (the “Committee’s Work”);

WHEREAS, it was agreed that Rebecca Viagran, Roberto Trevino and Shirley Gonzales (together, the “Appointees” and each individually, an “Appointee”) would represent the Corporation as members of the Committee;

WHEREAS, the Board desires to confirm and ratify by formal written resolution the assignment of the Appointees to the Committee to serve until such time as the Committee’s Work is complete;

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

The Appointees are hereby assigned to serve on the Committee with the authority to act as representatives of the Corporation in their performance of the Committee’s Work.

Each Appointee shall serve on the Committee until such time as the Committee’s Work is deemed complete by the Executive Director of the San Antonio Housing Trust, even if such Appointee is no longer a member of the Board.

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.

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.

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

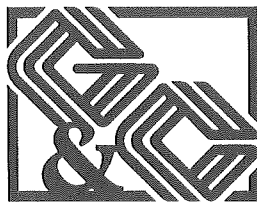
This Resolution shall be in force and effect from and after its passage.

* * *

**San Antonio Housing Trust
Finance Corporation**

Financial Statements

September 30, 2020



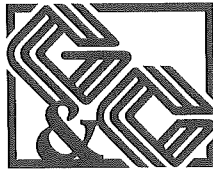
GREGORY & CRUTCHFIELD, LLC

CERTIFIED PUBLIC ACCOUNTANTS

San Antonio Housing Trust Finance Corporation

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GREGORY & CRUTCHFIELD, LLC
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

The Board of Directors
San Antonio Housing Trust Finance Corporation

We have audited the accompanying statement of financial position of San Antonio Housing Trust Finance Corporation (a nonprofit organization) as of September 30, 2020, and the related statements of activities and changes in net assets, cash flows and functional expenses for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of San Antonio Housing Trust Finance Corporation as of September 30, 2020, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Gregory & Crutchfield, LLC

San Antonio, Texas
January 15, 2021

San Antonio Housing Trust Finance Corporation
Statement of Financial Position
September 30, 2020

Assets	
Current assets	
Cash	\$ 1,117,094
Interest receivable	<u>35,000</u>
Total current assets	1,152,094
Other assets	
NR - Rio Lofts	500,000
Due from PFC	<u>3,000</u>
Total other assets	503,000
Total assets	<u><u>1,655,094</u></u>
Liabilities	
Due to SAHT	<u>94,695</u>
Total liabilities	94,695
Net assets	
Without donor restrictions	<u>1,560,399</u>
Total net assets	<u>1,560,399</u>
Total liabilities and net assets	<u><u>\$ 1,655,094</u></u>

The accompanying notes are an integral part of these financial statements

San Antonio Housing Trust Finance Corporation
Statements of Activities and Changes in Net Assets
For the Year Ended September 30, 2020

Change in net assets without donor restrictions:	
Support and revenue	
Annual issuer fee income	99,210
Application fee income	6,000
Bond issuer fee income	862,000
Interest income - Rio Lofts	15,000
Interest income	<u>7,599</u>
Total support and revenue without donor restrictions	989,809
Expenses	
Grant - Under 1 Roof	1,000,000
Grant - COVID 19 Emergency Housing	500,000
Administrative fees	243,702
Professional fees	<u>2,076</u>
Total expenses without donor restrictions	1,745,778
Decrease in net assets without donor restrictions	(755,969)
Net assets, beginning of year	2,316,368
Net assets, end of year	\$ 1,560,399

The accompanying notes are an integral part of these financial statements

San Antonio Housing Trust Finance Corporation
Statement of Cash Flows
For the Year Ended September 30, 2020

Cash flow used by operating activities:

Change in net assets \$ (755,969)

Adjustments to reconcile deficit revenue under expenses to net cash used by operating activities:

 Increase (decrease) in:

 Interest receivable (15,000)

 Due from SAHTPFC (3,000)

 Due to SAHT (134,751)

 Due to SAHTPFC (680,000)

 Net cash used by operating activities (1,588,720)

Cash flow from investing activities: -

Cash flow from financing activities: -

 Net decrease in cash (1,588,720)

Cash and cash equivalents, beginning of year 2,705,814

Cash and cash equivalents, end of year \$ 1,117,094

Supplemental disclosure:

 Interest paid -

 Taxes paid -

The accompanying notes are an integral part of these financial statements

San Antonio Housing Trust Finance Corporation
Statement of Functional Expenses
For the Year Ended September 30, 2020

	Program	Management and General	Fundraising	Total
Administrative fees	243,702	-	-	\$ 243,702
Grants	1,500,000	-	-	1,500,000
Professional fees	-	2,076	-	2,076
Totals	1,743,702	2,076	-	\$ 1,745,778

The accompanying notes are an integral part of these financial statements

San Antonio Housing Trust Finance Corporation
Notes to Financial Statements
For the Year Ended September 30, 2020

Note 1 – The Organization

San Antonio Housing Trust Finance Corporation (“SAHTFC”) is a nonprofit organization and component unit of the City of San Antonio incorporated on August 22, 1997 under the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (“the Act”). The organization’s primary purpose is to carry out the purposes of the Act, including the issuance of single family and multi-family revenue bonds on behalf of the City of San Antonio. Such bonds do not constitute an obligation of the Organization, but shall be payable solely out of the revenues and receipts derived from any residential development or mortgages financed by the bonds. SAHTFC receives the majority of its revenue from issuer fees related to the bonds.

SAHTFC is managed by a five member Board of Directors that serve without compensation. The Board members are residents of the City of San Antonio and appointed by written ordinance of the City Council of the City of San Antonio. The internal affairs of the Organization are governed by the Organization’s bylaws, which are approved by the governing body of the City of San Antonio. Upon dissolution of the Organization, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall be transferred and delivered to the City of San Antonio after satisfaction or provision for satisfaction of debts and claims have been made.

Note 2 – Summary of Significant Accounting Policies

Accounting Basis – The financial statements are presented on the accrual basis of accounting.

Tax Exempt Status – SAHTFC is exempt from federal income taxes under Section 115(a) of the Internal Revenue Code. Management is not aware of any tax positions that would have a significant impact on its financial position.

Cash and Cash Equivalents – SAHTFC considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents as of September 30, 2020.

Financial Statement Presentation – SAHTFC has prepared the accompanying financial statements in accordance with FASB Accounting Standards Codification 958-205, Not-for-Profit Entities. Under FASB ASU 958-205, the Organization is required to report assets and liabilities in reasonably homogeneous groups and sequence or classify them in ways that provide relevant information about interrelationships, liquidity, and financial flexibility. Classify and report net assets in two groups, net assets with donor restrictions and net assets without donor restrictions. Classify and report revenue, expenses, gains, and losses as increases or decreases in net assets with donor restrictions or net assets without donor restrictions.

Estimates – The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual amounts could differ from these estimates.

San Antonio Housing Trust Finance Corporation
Notes to Financial Statements
September 30, 2020

Note 2 – Summary of Significant Accounting Policies - *continued*

Revenue – SAHTFC’s primary source of revenue includes various fees associated with the issuance of single family and multi-family revenue bonds.

Subsequent Events – Subsequent events have been evaluated by management through the date of the report of the independent auditors. Material subsequent events, if any, are disclosed in a separate footnote to these financial statements.

New Accounting Pronouncements – In February 2016, the FASB issued a new accounting pronouncement regarding lease accounting for reporting periods beginning after December 15, 2019. A lessee will be required to recognize on the balance sheet the assets and liabilities for leases with lease terms of more than 12 months. Management is currently evaluating the effect this pronouncement will have on the financial statements and related disclosures.

Note 3 – Cash Balance In Excess of FDIC Insured Limits

SAHTFC’s cash balance in excess of the federally insured limits as of September 30, 2020 is collateralized by pledged securities in accordance with the City of San Antonio’s Administrative and Fiscal Contract.

Note 4 – Note Receivable

A loan agreement was entered in with Rio Lofts, Ltd. on May 31, 2018. SAHTFC loaned \$500,000 to be used to acquire, construct and operate land and improvements. This note is collateralized by deeds of trust on the properties and is payable from 50% of the distributable net cash flow of the Partnership. Annual interest rate on the note is 3% per annum unit maturity date of December 1, 2048 or prior redemption.

Note 5 – Conduit Debt

The Organization is authorized by the City of San Antonio to issue single family and multi-family mortgage revenue bonds used to provide affordable housing to the City of San Antonio. These bonds do not constitute an obligation of the Organization, but are payable solely out of the revenues and receipts derived from any residential development or home mortgage financed by the bonds. For the year ended September 30, 2020, the Organization’s conduit debt was as follows:

Balance – October 1, 2019	240,546,045
Additions	63,200,000
Deletions	<u>37,006,005</u>
Balance – September 30, 2020	<u><u>266,740,040</u></u>

San Antonio Housing Trust Finance Corporation
Notes to Financial Statements
September 30, 2020

Note 6 – Related Party Transactions

SAHTFC and the San Antonio Housing Trust Foundation, Inc. (“SAHTF”) shared the same Executive Director during the year ended September 30, 2020. SAHTFC pays SAHTF 25% of revenues to administer their programs. SAHTFC paid administrative fees incurred in the prior year and current year in the amount of \$378,453 to SAHTF for the year ending September 30, 2020.

An amount of \$1,500,000 was disbursed to the City of San Antonio for the Under 1 Roof and Risk Mitigation programs through the SAHTF during the year ending September 30, 2020 as the SAHTFC bank account is a deposit only account.

SAHTFC and the San Antonio Housing Trust Public Facility Corporation (“SAHTPFC”) shared the same Executive Director during the year ended September 30, 2020. On September 25, 2019 SAHTFC received funds in the amount of \$680,000 that were meant for the SAHTPFC. During the year ending as of September 30, 2020 the amount of \$680,000 was returned to the SAHTPFC.

Note 7 – Litigation

The Organization’s management is not aware of any pending or threatened claim against it.

Note 8 – Subsequent Events

The Company’s ongoing finances may experience instability and the estimate included in the financial statements may change due to current political and economic conditions as a result of public health concerns related to the novel coronavirus, or COVID-19 pandemic. The duration and intensity of these impacts and resulting disruption to which these events effect the Company’s activity will depend on the future developments, which are highly uncertain and cannot be predicted at this time.