**AGENDA**

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**A Regular Board Meeting for:**
**SAN ANTONIO HOUSING TRUST FOUNDATION**
**will be held at the San Antonio Food Bank**
**5200 Enrique M Barrera Pkwy, San Antonio, TX 78227**
**and virtually via ZOOM:**
**https://us02web.zoom.us/j/82145006604?pwd=U2VVV0RpdnhwOFQ4NVVXWk8vcVU1QT09**
**DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 821 4500 6604 PASSWORD: 943650**
**On Monday, April 25, 2022, beginning at 5:30 p.m.**

**NOTICE:** *A quorum of the board of directors will be physically located at 5200 Enrique M Barrera Pkwy, San Antonio, TX 78227at 5:30 p.m. One or more of the Directors may attend this meeting by video conference pursuant to the requirements set forth in the Texas Open Meetings Act. An electronic copy of the agenda packet may be accessed at the San Antonio Housing Trust website under the CALENDAR/Board Meeting date page prior to the meeting.*

**NOTICE:** *This meeting of the Board, being held for the reasons listed below, is authorized in accordance with the Texas Government Code, Sections 551.001 - 551.146. Verification of Notice of Meeting and Agenda are on file in the Office of the Executive Director.*

1. Call to Order and Roll Call
2. Discussion and possible action to approve minutes of March 23, 2022
3. Public Comment – Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters.
4. Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreement for Commercial Real Estate Broker services with CBRE.
5. Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute sale of the Exchange building.
6. Discussion and possible action to approve a Resolution adopting the City of San Antonio Strategic Housing and Implementation Plan.
7. Briefing on the 2019 NALCAB Assessment and the status of recommended actions.
8. Briefing on Sustainable and Universal Design Committee appointments
9. Adjournment

Executive Session. The San Antonio Housing Trust reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed on the posted

agenda, above, as authorized by the Texas Government Code, Sections 551.071 (consultation with attorney), 551.072 (deliberations about real property), 551.073 (deliberations about gifts and donations), 551.074 (personnel matters), 551.076 (deliberations about security devices), and 551.087 (economic development). *ANY ITEM DISCUSSED IN EXECUTIVE SESSION MAY BE ACTED ON IN OPEN SESSION*

Attendance by Other Elected or Appointed Officials: It is possible that members City boards, commissions and/or committees may attend the open meeting in numbers that may constitute a quorum. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a meeting of any other boards, commissions and/or committees of the City, whose members may be in attendance in numbers constituting a quorum. These members of other City boards, commissions, and/or committees may not deliberate or take action on items listed on the agenda. [Attorney General Opinion – No. GA-0957 (2012)].

This facility is wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretative services must be made 48 hours prior to this meeting. Please contact Nicole Collazo, for concerns or requests, at (210) 735-2772 or FAX (210) 735-2112.

**San Antonio Housing Trust Foundation**
**Agenda Item 2**

This item includes the approval of minutes from the **March 23, 2022**, meeting.

**MINUTES**

# SAN ANTONIO HOUSING TRUST FOUNDATION

## 2022 OFFICIAL MEETING MINUTES

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**DATE:** Wednesday, March 23, 2022

**TIME AND PLACE:** The San Antonio Housing Trust Foundation met in session at 5:30 p.m., via Zoom and in person at 5200 Enrique M. Barrera Pkwy, San Antonio, Texas 78227.

**PRESENT: Antoinette Brumfield, Councilwoman Teri Castillo, Eric Cooper, Councilman John Courage, Jordan Ghawi, Rachell Hathaway, Councilman Jalen McKee-Rodriguez, Jane Pacione, Councilwoman Adriana Rocha Garcia, Councilwoman Phyllis Viagran, and Mark Carmona**

**ABSENT: Marinella Murillo**

**STAFF/VISITORS PRESENT:**
Pedro Alanis- Executive Director San Antonio Housing Trust Foundation INC.; Nicole Collazo- Director of Operations San Antonio Housing Trust Foundation INC.; John Hernandez- Asset Manager San Antonio Housing Trust Foundation INC.; Lauren Bejaran- Sr. Administrative Assistant San Antonio Housing Trust Foundation INC.; Tim Salas- D4; Mario Obledo Jr.- San Antonio Food Bank; Jose Gonzalez II- Alamo Community Group; Scott Price- Terramark Urban Homes; Maria Lina- SEFLA Interpreter, Summer Greathouse- Attorney Bracewell, Clarissa M. Rodriguez- Attorney DNRBZ.

1. **CALL TO ORDER AND ROLL CALL**: The meeting was called to order by Councilwoman Dr. Adriana Rocha Garcia and the roll was called by Nicole Collazo.

2. **APPROVAL OF BOARD MEETING MINUTES FOR FEBRUARY 15, 2022.**

   Rachell Hathaway motioned, and Councilman John Courage seconded for approval of the February 15, 2022 minutes with the noted corrections.

   **AYES: 8**
   **NAYS:**
   **ABSTAINED:**
   **THE MOTION PASSED.**

3. **CITIZENS TO BE HEARD-INTERESTED SPEAKERS WILL HAVE 3 MINUTES EACH TO ADDRESS THE BOARD ON AGENDA ITEMS OR HOUSING POLICY RELATED MATTERS; A TOTAL OF 15 MINUTES WILL BE PROVIDED.**

   NONE.

NO ACTION WAS TAKEN.

**4. DISCUSSION AND POSSIBLE ACTION TO APPROVE A RESOLUTION TO APPROVE AND AUTHORIZE EXECUTIVE DIRECTOR TO EXECUTE A LOAN MODIFICATION FOR THE ALAMO COMMUNITY GROUP THOMPSON PLACE APARTMENTS.**

Pete Alanis briefed to the board about the Thompson Place Apartments, that are owned and managed by The Alamo Community Group, a local non-profit CHDO organization. Thompson Place is a 128-unit apartment complex, with 1-to-3-bedroom units that are 100 percent affordable. The San Antonio Housing Trust Public Facility Corporation and the San Antonio Housing Trust Finance Corporation do not own Thompson Place Apartments. The SAHT Foundation provided the property with a $100,000, 10-year loan at 3% in 2006. In fall of 2021, the property needed critical roof repairs due to impacts from hailstorms, which costs approximately $493,000. The insurance company only paid $189,000 out, making the project responsible for the remainder of the cost. Additionally, Thompson Place had an increase of $17,000 in operating costs due to owed receivables from tenants that were impacted by COVID- 19 back in 2020 and 2021. The Tenant Rent Relief Program and the City of San Antonio Rental Assistance Program gave the project $61,000 to help with the increase of those operating costs.

Eric Cooper and Councilwoman Teri Castillo joined the meeting at 5:35 PM.

The Alamo Community Group has taken steps to help cover the expense hits by refinancing their loan with HUD from 3.25% to 2.8%. The ACG requested a 5-year loan extension from the Foundation, that extended the loan through 2021. The loan matured in November of 2021, and with no active board for the Foundation, Pete administratively allowed Thompson Place to keep making payments until the Foundation had a board to consider a loan modification. ACG requested a 10-year extension to the $93,018.48 balance at the same rate of 3.5% interest. The Finance and Audit Committee met on March 15, 2022, to review ACG's financials and audits.

The Finance and Audit Committee recommends a 10-year amortizing, 3.5% interest loan for the $93,018 balance, with a 5-year balloon. This comes to an annual debt service amount of $11,040 per year with a balloon payment of $50,714 at the end of Year 5.

Rachell Hathaway asked Pete about the loan including a penalty due to the annual interest rate of 18% on matured, unpaid amounts. Pete stated that the loan did not receive a penalty from a loan extension due to the Foundation not having a board to consider a loan modification. Pete did approve the loan extension so ACG would not be penalized.

**MINUTES COMMISSION ACTION:**
Councilman Jalen McKee-Rodriguez motioned, and Toni Brumfield seconded to approve and authorize Executive Director to execute a loan modification for the Alamo Community Group Thomson Place Apartments.

**AYES: 10**
**NAYS:**

**ABSTAINED:**
**THE MOTION PASSED.**

**5. ADJOURNMENT**

Councilwoman Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 5:40 p.m.

**San Antonio Housing Trust Foundation**
**Agenda Item 3**

**Public Comment**

Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters; a total of 15 minutes will be provided. Instructions to sign up for Public Comment via Zoom video conference.

To sign up for Public Comment please call 210-735-2772 24 hours prior to this meeting to place your name on the list.

**San Antonio Housing Trust Foundation**
**Agenda Item 4**

***Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreement for Commercial Real Estate Broker services with CBRE.***

**Summary:**
The San Antonio Housing Trust requested proposals from experienced qualified State of Texas licensed Commercial Real Estate Brokers to provide commercial real estate brokerage services to include provide advice regarding the real estate market, advise staff of diverse options or approaches to achieve our desired mission, represent the SAHT entities in selling, leasing, or purchase of property including, but not limited to, commercial multi-family property, tracts of vacant land, or underutilized commercial or industrial property.

SAHT received the following responsive proposals:

1. *Providence Commercial Real Estate Services, Inc.*
2. *CBRE Inc.*

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and John Prather (City's Real Estate Administrator) met to discuss and score the proposals. While both responsive proposals were competitive, the evaluation team scored CBRE hire based on the following:

- CBRE's commission for acquisition/land w/o cooperating broker at $1M and under
- CBRE's acquisition approach/methodology
- CBRE's capacity for additional services & capabilities

The Finance and Audit Committee met on April 12, 2022.

**Committee Recommendation:**
Finance and Audit Committee recommends authorizing the Executive Director to execute a Professional services agreement for the purpose of an on call Commercial Brokerage services with CBRE, Inc.

**Attachments:**
Resolution
CBRE Proposal

**SAN ANTONIO HOUSING TRUST FOUNDATION, INC.**

**RESOLUTION NO. F22-0425-4**

**A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A PROFESSIONAL SERVICES AGREEMENT FOR THE PURPOSE OF AN ON CALL COMMERCIAL BROKERAGE SERVICES WITH CBRE, INC; AND SETTING AN EFFECTIVE DATE**

**WHEREAS,** the San Antonio Housing Trust Foundation, Inc. has determined that it is necessary to contract for commercial brokerage services to better serve the community for accomplishing the purpose of affordable and sustainable housing; and

**WHEREAS**, the San Antonio Housing Trust Foundation, Inc. reviewed and evaluated several firms to provide services and determined that CBRE, Inc. is a highly qualified provider for commercial brokerage services based on competence and qualifications and is negotiating a fair and reasonable price which meets the qualifications for providing commercial brokerage services; and

**WHEREAS**, the Board of Directors hereby finds that it is in the best interest of the San Antonio Housing Trust Foundation, Inc. for the Executive Director to negotiate and to enter into a Professional Services Agreement by and between CBRE Inc. and the San Antonio Housing Trust Foundation, Inc. for the purposes of commercial brokerage services.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:**

Section 1. The Board of Directors hereby agrees to enter into a Professional Services Agreement with CBRE**.**

Section 2. The Executive Director is hereby authorized to negotiate and execute the Professional Services Agreement, on behalf of the San Antonio Housing Trust Foundation, Inc., and such other documents and instruments reasonably necessary to conclude the transaction.

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

Section 5. 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 of Directors hereby declares that this Resolution would have been enacted without such invalid

provision.

Section 6. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 7. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

**PASSED AND APPROVED** this_____ day of_____, 2022.

SIGNED:

_____
Councilwoman Adriana Rocha Garcia
President

ATTEST:

_____
Jordan Ghawi, Secretary

# CBRE Proposal

Proposal to the
San Antonio
Housing Trust

Request for Proposals

# For On Call Commercial Real Estate Broker

MARCH 11, 2022

PUBLIC INSTITUTIONS & EDUCATION SOLUTIONS

CBRE

Nicole Collazo
Director of Operations
nicolec@saht.org

March 11, 2022

Dear Ms. Collazo:

On behalf of CBRE, Inc., thank you for the opportunity to respond to the San Antonio Housing Trust's Request for Proposals for On Call Commercial Real Estate Broker. As Managing Director, I am authorized to sign on behalf of CBRE, Inc. If we are selected, SAHT has my personal promise that our partnership will embody our RISE Values: Respect, Integrity, Service, and Excellence. Thank you in advance for your consideration.

We have reviewed your requirements carefully, discussed your objectives, and are offering the San Antonio Housing Trust CBRE's extensive resources, platform, and experience. SAHT may need a variety of resource for this contract, and CBRE offers the following differentiators for SAHT's benefit:

- **Team** – We have put together a team of exceptional professionals who not only provide decades of experience supporting public sector clients, but also deep-rooted knowledge of the San Antonio market.
- **Track record of stewardship** – Identifying, formulating, and executing high-value and profile transactions for municipal clients to maximize value and minimize costs, whether as an owner, partner, lessor, or lessee
- **Data/Technology to enable better solution**s – User-friendly and visually compellingtechnology tools to provide data synthesis and insights into transactions, siteopportunities, location analytics, and performance compared to client benchmarks.

CBRE's Public Institutions and Education Solutions ("PIES") practice group, represented by Peter Jansen, will lead this assignment;he brings experience deploying the CBRE platform from your peer group, including CPS Energy, multiple City clients, the Texas Facilities Commission, and Dallas County. CBRE prides itself on assembling the best team possible for every client engagement. Across specialties, service lines, and submarkets, we believe in providing every client withthe best team, not just the one that is most convenient. As Texas is home to CBRE, we are invested in thisassignment and offers the following value proposition to SAHT:

- **Financial Stability/Experience** - Trusted by over 100 public-sector clients and 92 ofthe Fortune 100, CBRE possesses the industry's strongest balance sheet, enabling better service provision and a reliable platform
- **Process/Procurement Expertise** – Drafting and managing RFPs or other competitiveprocesses for a variety of transaction types, including ground leases, joint ventures, public-private partnerships, all in compliance with Local Government Code andinvolving complex stakeholders
- **Performance** – Using best practices to continually improve based on similar clients
- **Marketing Capabilities** – Creative, technology-integrated marketing services and access to global capital sources, national/regional/ local developers and owners, and tenants

Best Regards,

Gardner Peavy

Gardner Peavy
Managing Director
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www.cbre.com


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# 1. Organizational Information

CBRE is the world's largest commercial real estate services and investment form, with 2020 revenues of $23.8B and more than 100,000 employees (excluding affiliates). CBRE has been included in the Fortune 500 since 2008, ranking #122 in 2021. It has also been voted the industry's top brand by the Lipsey Company for 20 consecutive years and has been named one of Fortune's "Most Admired Companies" in the real estate sector for 9 years in a row.

Combining a fully integrated, global services platform with local expertise, CBRE is perfectly positioned to help the San Antonio Housing Trust achieve their real estate goals. With over 15 primary business lines and nearly 100 specialty practices, we can confidently provide the Trust support with the acquisition of suitable sites as well as any other

CBRE's global headquarters in Dallas is one of 7 Texas offices. Serving Texas since 1969 and the San Antonio area since 1983, CBRE is the leading commercial real estate services firm in the State With 5,274 Texas professionals, our competitors simply cannot match our state-wide coverage, local market expertise and financial stability.

**Your Account Manager is Peter Jansen, Executive Vice President and Regional Manager of CBRE's Public Institutions & Education Solutions group. Mr. Jansen and Our Team will be servicing SAHT out of the San Antonio office.** Please contact Mr. Jansen at +1 512 499 4902.

**Corporate headquarters**
2100 McKinney Avenue
Suite 1250
Dallas, TX 75201

**Locations**
500+ Offices
in 100+ Countries

**Global employees**
100,000+

**Total transaction value (US, 2021)**
$409.8B

**Development projects in process (US, 2021)**
$16.2B

**Investment assets under management (US, 2021)**
$54.9B

**Publicly traded company**
NYSE: CBRE

**Year founded**
1906; San Francisco, CA

**Clients in the fortune 100 we serve**
~90%

# 2. Key Personnel

**Peter Jansen**
**Executive Vice President**
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## Clients represented

- Alamo Community College
- Austin ISD
- Dallas ISD
- City of Austin
- City of Houston
- City of San Marcos
- Dallas County
- Harmony Public Schools
- Hays County
- Hidalgo County
- Dallas Area Rapid Transit
- Texas Facilities Commission
- Texas Department of Transportation
- Employee Retirement System of Texas
- Teacher Retirement System of Texas
- State of Connecticut
- State of Florida
- State of Kansas
- State of Maryland
- City of Reno
- City of Roseville
- City of Sacramento
- City of Columbia Retirement Board
- University of the City of Columbia

## Experience

Within CBRE's Public Institutions and Education Solutions group, Peter Jansen offers consulting, transaction advisory and development services to entities unlocking revenue streams through ground leases, joint ventures, and other transaction structures, including integrating public uses. Mr. Jansen specializes in deploying complex procurement processes and structures to achieve client goals. Mr. Jansen has led assignments for the Teacher Retirement System of Texas, Employee Retirement System of Texas, Dallas Area Rapid Transit, Dallas Independent School City, the City of Austin, Travis County, and the Town of Addison. Mr. Jansen complements our local market professionals to aid clients in determining long-term occupancy strategies, alternative workplace strategies, life-cycle costs, implementing financing solutions, and presenting to Boards or other stakeholder groups. He currently leads or co-leads CBRE's relationships with multiple public sector clients, including the State of Texas, State of Washington, City of Dallas, City of El Paso, Dallas County, Travis County, Harris County Health, and others.

As part of his transaction and consulting efforts, he has led multiple client procurement processes to maximize competition amongst the development community and as a result is experienced in authoring RFI/Q/P documents, business cases, and feasibility studies, and coordinating consulting resources to produce pre-marketing due diligence.

Prior to joining CBRE, Peter advised non-profit and institutional clients on alternative-asset investment management strategies.

## Significant Assignments

| Client | Assignment |
|---|---|
| Dallas County | Ground-up office development projects; multiple dispositions; 150,000 SF |
| Employee Retirement System of Texas | Ground-up office development; 220,000 SF |
| Harris County Health System | Relocation/renewal lease and HQ strategy; 315,000 SF |
| CPS Energy | HQ portfolio disposition of 5 properties on 4.3 AC; total proceeds $80M+ |
| Travis County | Disposition by ground lease, $430M; 430,000 SF |
| Teacher Retirement System of Texas | HQ Disposition strategy; 250,000 SF |
| City of Austin | Two ground-up office development public-private partnerships; 510,000 SF |
| Houston Community College | Series of dispositions - totalling $25M+ |
| St. Austin's Parish | 99-year ground lease, with an integrated build-to-suit. Project consideration: $250M+ |

## Education

- Master of Business Administration, University of Maryland
- Bachelor of Arts, Economics, University of Maryland, Baltimore County
- Licensed Real Estate Sales Person, States of Texas & Maryland

**Andrew Price**
**Vice President**
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andrew.price@cbre.com


## Clients represented

- Apollo Global Management
- Austin Equity Investors
- Baptist Health Systems
- Brian Brady Company
- Broussard Group
- Cambridge Capital Holdings
- Cellright Technologies
- Clariant Energy
- CodeUp
- GrayStreet Acquisitions
- Girls Inc. San Antonio
- Inspire Equity
- Ledo Capital Group
- MVM, Inc.
- Pinnacle Housing Group
- Ronald McDonald House
- SA Lighthouse for the Blind
- SageView Partners
- Silver Ventures
- Synergyst
- Westdale Real Estate Investments

## Experience

Andrew Price is Vice President with CBRE's Investment Sales team in San Antonio providing industrial and commercial acquisition and/or disposition services and lease negotiations.

Andrew has been an active investment professional in the commercial real estate industry for 15 years and came to CBRE though the acquisition of Peloton Commercial Real Estate's San Antonio Operations in August 2018. Andrew's extensive professional experience includes the sale and leasing of office, industrial, and land assets, as well as 1031 exchanges, build-to-suit, and non-profit representation. As a former analyst at Peloton, Andrew can provide his clients critical financial analysis and advisory services that maximize investment returns. He has negotiated more than 500 lease and sale transactions, exceeding over $150,000,000 in total consideration.

Prior to joining CBRE, Andrew spent eight years with REOC Partners and CASE Commercial, where he was directly responsible for negotiations for the acquisition and/or sale of various commercial properties, as well the leasing of these properties. With his current team of 7 years, he has forged relationships and leveraged the CBRE platform in the capital markets sector. Andrew received a bachelor's degree in business administration from Texas Christian University. He is a licensed Real Estate Salesperson in the state of Texas.

Andrew's professional affiliations and achievements include: Executive Committee- Real Estate Council of San Antonio (RECSA);; Co-Chair- RECSA Leadership Development Program; National, Texas and San Antonio Associations of Realtors, Member; South Texas Commercial Association of Realtors, Member; Urban Land Institute, Member and former Graduate of Young Leaders Program; Texas Biomedical Research Institute Founders Council, Member; Texas Cavaliers, Member; Texas Biomedical Research Institute Founders Council, Member; Texas Cavalier Charitable Foundation, Representative; Executive Committee- Fiesta San Antonio Commission

**Asher Reilly**
**Vice President**
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## Experience

Asher Reilly joined CBRE in 2019 through its acquisition of REATA Real Estate. Prior to the merger, Asher was a Partner and led the land brokerage team at REATA with a focus on suburban and urban single family, commercial and multi-family sites in San Antonio and South Texas. He brings more than 15 years of experience during which he played a key role in the sale of more than 4,000 acres of land for residential, mixed-use and commercial development.

Prior to his return to REATA in 2015 Asher managed the San Antonio office of national land brokerage firm, Land Advisors Organization.

He was selected for the 2008-2009 Real Estate Council of San Antonio Leadership Development Program and is a member of the Urban Land Institute (ULI). Asher is actively involved with Reel Recovery which provides free fly-fishing retreats for men living with all forms of cancer.

## Clients represented

- Prologis
- H-E-B Grocery Company
- David Weekley Homes
- Lennar Homes
- DR Horton
- Pulte Homes
- Allen Harrison Company
- Mosiac Land Development
- Milam Capital
- KB Home
- Legacy Capital
- Southerland Communities
- Davis Group
- Amegy Bank
- Vantage Bank

**Larry Mendez**
**First Vice President**
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## Clients represented

- Entrada Partners
- Clarion Partners
- Chase Merritt
- COPT
- City Public Services
- Fulcrum Development
- GrayStreet Partners
- Griffin Partners
- IBC
- SAISD
- Univ. Health System
- United Allergy
- Ford Powell & Carson
- City of San Antonio

## Experience

Larry is a First Vice President in the CBRE San Antonio Office and he works closely with the brokerage team in all aspects of occupier solutions, landlord representation as well as the acquisition and disposition of real property. His expertise includes representation of owners and users of commercial real estate.

Larry has developed a talent for overcoming the complexities that arise with large transactions. This success has resulted in more than 750 transactions, totaling over 7.3 million square feet, with a gross aggregate value over $1BM.

He has a proven track record for building meaningful client relationships. His clients include Entrada Partners, Clarion Partners, Chase Merritt, COPT, City Public Service, Fulcrum Development, GrayStreet Partners, Griffin Partners, IBC, Talcott and Transwestern. Among Larry's tenant advisory clientele are organizations such as San Antonio Independent School District, University Health System, United Allergy, Ford Powell & Carson as well as the City of San Antonio, Miner Corporation and Spectrum Property Management. He also leads the leasing team for IBC Centre which leased over 276,000 SF to Visionary Properties, Inc. (VisionWorks), HNTB and Argo Group US, Inc. These combined transactions were the largest office leases completed in downtown San Antonio in over 20 years. Larry continues to have a strong focus on the downtown area.

Over the years, Larry has given back to the community through board service for Child Advocates of San Antonio (CASA) and the Hispanic Chamber of Commerce. He is also a member of the San Antonio Economic Development Foundation (EDF) and Centro San Antonio. Larry was selected for Leadership San Antonio (LSA) Class 36 in 2010, served on the LSA Steering Committee Class 37 in 2011 and was the Co-Chairman for LSA Class 40. Larry received a bachelor's degree in fine arts from The University of Texas at San Antonio, Texas. He is a licensed Real Estate Salesperson in the state of Texas.

**Brad Kaufman**
**Vice President**
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## Clients represented

- Abengoa
- ArchPoint Group
- City of San Antonio
- CPS Energy
- Fulcrum Development
- Gramercy Prop. Trust
- GrayStreet Partners
- San Antonio ISD

## Experience

Brad Kaufman is a Vice President with CBRE's Advisory & Transaction Services Group in San Antonio and exclusively represents Occupiers. Along with Larry Mendez, Brad was recruited by CBRE in 2022 to expand the local and regional presence for the Occupier Solutions and Investment Sales groups.. Brad assists a wide variety of companies with leasing and acquisition strategies, as well as disposition services.

Brad has completed over 210 leasing and sales transactions totaling over 1.0 million square feet and $233 million in transactional value, throughout the greater San Antonio market. Prior to joining CBRE, Brad was a Vice President at Transwestern Commercial Real Estate Services in San Antonio.

Brad's professional affiliations and achievements include: San Antonio Business Journal's 40 under 40 for 2022; San Antonio Business Journal's Top CRE Brokers 2020 #13; Leadership San Antonio – Class 43 (2018); CoStar Power Broker Award – Top Office Leasing Broker (2015); RECSA Leadership Development Program (2014 Graduate); ULI Young Leader Mentorship Program (2014 Graduate). Brad received his bachelor of science degreein political science from the University of Houston. He is a Licensed Real Estate Broker in the State of Texas.

**John L. Guess II**
**President, The Guess Group, Inc.**
**Houston**
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john@guessgroup.net

## Clients represented

- Houston Independent School District
- Harris County
- City of Houston
- Fort Bend County
- Texas Southern University
- Houston Community College System
- Uptown Management District
- Houston Parks Board
- Texas Women's University
- Housing and Urban Development
- YMCA

## Experience

Mr. Guess is the President of The Guess Group, Inc., a premiere real estate consulting firm since 1988, and brings to every project over 30 years of local and national experience in matters of commercial real estate with particular expertise in acquiring, selling, and developing urban properties for educational, public, and non-profit groups. His relevant experience includes:

- Real estate consulting for 5 campus and land assemblage, Houston Community College System, Houston, Texas
- Advisory and brokerage service for relocation of headquarter facilities Houston Independent School district, Houston, Texas
- Consulting services, Midtown Redevelopment Authority, Houston, Texas Right-Of-Way acquisition services, Fort Bend County, Texas
- Advisory service related to land acquisition & disposition, master planning & related strategic planning, Texas Southern University, Houston, Texas
- Expert appraisal service, UPTOWN Management District, Houston, Texas
- Real estate advisory & brokerage service, Houston Parks Board, Houston
- Real estate advisory & brokerage service, YMCA, Houston, Texas
- Real estate advisory & brokerage service, Neighborhood Revitalization Community Development Corp., Houston, Texas
- Real estate advisory, Third Ward Redevelopment Council, Houston, Texas
- Real estate advisory & consulting , William A. Lawson Institute for Peace & Prosperity, Houston, Texas
- Real estate advisory consulting & brokerage service, MacGregor Area Community Development Corp., Houston, Texas
- Real estate advisory & brokerage service, Renaissance Corp. Houston

# 3. Resource Utilization Plan

CBRE's team has been constructed in a manner that guarantees that no individual has a conflict of time, a conflict of interest, or a conflict of commitment with the San Antonio Housing Trust. Current commitments do not interfere with our ability to service SAHT.

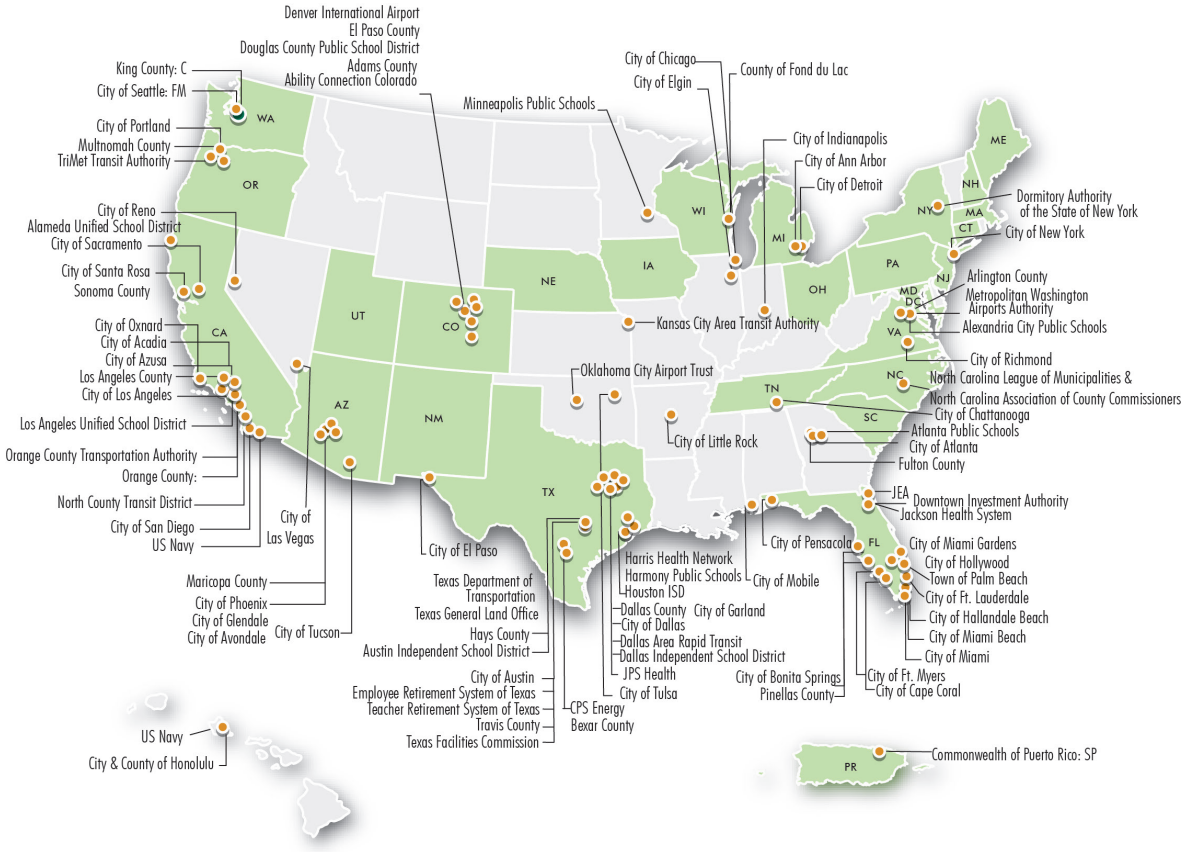
- Our team members have multiple ongoing assignments with VIA Metropolitan Transit, CPS Energy, UTSA, Bexar County, the Housing Authority of El Paso, and other public sector clients. The vast majority of these transactions are confidential at this time and cannot be shared.
- The entire team has sufficient bandwidth to fulfill any requirements that come out of this RFP.
- There is no current backlog of ket personnel assignments.
- Out team is currently operating at 75% capacity.

# 4. Experience and Qualifications

One of the benefits for the San Antonio Housing Trust in choosing CBRE as your partner is our strong experience and proven success in representing public entities across Texas and throughout the U.S. Our sophisticated **Public Institutions & Education Solutions (PIES) team** exclusively focuses on the commercial real estate needs of the public sector and education institutions, providing complex brokerage, consulting, and representation on over 100 active contracts in 20 states.

**Peter Jansen, Executive Vice President and PIES Regional Manager, will serve as your lead agent and will direct and coordinate all assigned tasks to completion.** Mr. Jansen leads CBRE's public sector team for Texas and the greater southwest region; he has helped various state and local entities solve multifaceted real estate challenges and prepare for future needs during times of change and uncertainty. This experience gives us insight and familiarity with the strategies and processes that work best for public clients like SAHT. We understand the issues you commonly face and the importance of executing transactions at the highest standard and value.

CBRE currently represents several relevant clients. **A list of our current and recent clients in the last 10 years is provided in the map below.**



## SELECT PUBLIC SECTOR EXPERIENCE

**Dallas County, TX**

Strategic planning, acquisitions, dispositions, valuation, business cases, due diligence, creative deal structuring, and disposition of multiple assets; averaging 20% over asking price.

**City of Austin, TX**

P3 for new headquarters locations for the City's Planning & Development department, and power utility, Austin Energy. Turnkey transactions for new office buildings.

**Employee Retirement System of TX**

Strategic planning, representation in development of Class A office building on ERS-owned property in Austin's Capitol Complex and Innovation City.

**Texas General Land Office**

Disposition of surplus land assets on behalf of the State, selling over 1,300 acres and buildings for a total of over $38M.

**Travis County, TX**

$430 million ground lease on downtown urban infill parcel; proceeds to fund construction of new civil and family court complex also structured by CBRE.

**City of El Paso Housing Authority**

Buyer representation to assist in the identification and negotiation of two ± 10 acres HUD tax-credit funding housing project within the East El Paso sub-market.

**Houston Independent School City**

Sold the administrative headquarters for the Houston Independent School City at a price 26% over the initial high bid.

**CPS Energy**

Sale of headquarters portfolio in downtown San Antonio with total proceeds over $80M and 400,000 SF.

**Harris Health System**

Headquarters relocation process and lease transaction ultimately resulting in $10M in savings from previous location and highly improved workspace

**Texas Facilities Commission**

Tenant representation for multiple agencies as assigned by TFC, executing approximately 200,000 SF of transactions with lease consideration in excess of $25 million.

**Teacher Retirement System of Texas**

Space optimization, strategic planning, due diligence, and brokerage to identify 50,000 SF of excess space and millions of dollars of savings in TRS Headquarters.

**Bexar County, TX**

Advising on muliple potential development concepts.

**Austin Energy**

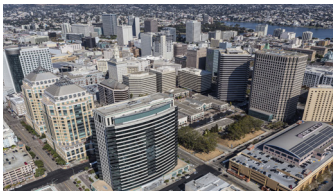
Land acquisition RFP, selection, contracting, permitting, and construction processes for turn-key development of new HQ and service center.

**City of Fort Lauderdale**

Strategic planning, highest and best use analysis, dispositions, acquisitions, and lease administration for the City.

**City of Mobile**

Asset inventory, facility condition assessments, strategic planning, and redevelopment P3 advisory for 22 acre downtown civic center parcel.



**City of Oakland**

Asset inventory, strategic planning, valuation of strategic assets, and portfolio optimization recco on $1.5B portfolio.

# 5. Statement of Work

## A. Acquisition

The CBRE team is ready to support your acquisition needs as a purchaser of either land or existing or build-to-suit buildings. Our approach to acquisitions is grounded in careful planning and preparation to ensure that your operational and financial goals are met, and that the solution is executed seamlessly and with minimal risk to the organization. CBRE can perform all services necessary and customary in representing SAHT in the purchase of property. These services include, but are not limited to:

- Review SAHT's geographical search parameters
- Prepare a comprehensive market study of available Properties, along with an interpretation and assessment of relevant market trends
- Conduct due diligence investigation of each potential Property's suitability for SAHT's requirements
- Assist SAHT in determining appropriate shortlist of candidate Properties
- Prepare and negotiate Property purchase
- Analyze term sheets received – both financial and non-financial proposed terms, as well as build-out cost and timeframe implications
- Prepare presentations comparing alternatives for SAHT
- Assist SAHT in selecting a primary and fall-back locations
- Solicit draft transaction documents from selected sellers and/or landlords
- Assist SAHT and legal counsel with purchase and/or lease negotiation process
- Coordinate execution of all transaction documents

As part of this process CBRE will:

- Meet with SAHT to determine objectives, strategy, priorities, and concerns relating to your overall scope
- Discuss real estate goals advise on your strategy, and recommend approaches to consider when expanding or contracting in a particular market
- Assemble the best team necessary, depending on the nature of the transaction (sale, purchase, lease)
- Determine your priorities for each transaction (price? speed? location?) and set measurement metrics

The steps below outline the consultative approach and methodology CBRE will implement to analyze SAHT'S portfolio, or new market recommendations, from a labor supply, skill and cost perspective to find opportunity:

1. **STRATEGIC PLANNING:** SAHT's Goals & Objectives; Needs Assessment; Organize Project Team; Define Financial Parameters; Establish Geographic Focus; Obtain SAHT's Approval to Proceed
2. **SITE ANALYSIS:** Establish Location Parameters; Identify & Analyze Market Alternatives; Examine Zoning Infrastructure, Utilities, Fiber Connectivity, Access & Parking ; Develop Preliminary Budget/Schedule; Discuss Site Control Strategy; Short List Primary Sites; Begin Due Diligence
3. **ENTITLEMENT/PROGRAMMING:** Multidisciplinary Team ; Finalize Site Selection; Begin Entitlement Process; Secure Land Use Approvals or Building Zoning; Finalize Site Control Strategy; Secure Funding; Create Initial Client Program; Fit Plan & Feasibility Analysis; Develop Procurement
4. **PLANNING & DESIGN:** Confirm Goals & Objectives; Needs Assessment; Confirm Financial Parameters; Complete Construction Documents; Finalize Procurements
5. **CONSTRUCTION & OCCUPANCY:** Award Contract; Construction Administration; Commence Construction; Obtain COs; Occupancy Coordination, IT; Occupancy Coordination, Move Admin
6. **CLOSEOUT:** Punch List Sign-off; Distribute Closeout Materials; Process Final Invoices; Obtain SAHT's Sign Off; Conduct Final Team Evaluation

## B. Disposition

Today, CBRE is providing comprehensive real estate services to over 100 public entities across the State of Texas, including but not limited to Dallas County, City of Austin, Employees Retirement System of Texas, the Texas General Land Office, TxDOT, Dallas Area Rapid Transit, Dallas Independent School District, Travis County, the Teacher Retirement System of Texas, and the Housing Authority of the City of El Paso.

With this perspective, we can advise the SAHT on its best options for monetizing property, from fee simple sales, to ground leases, up to and including recommending hold strategies if necessary. We bring a tested marketing process to ensure assets are exposed to the most relevant buyers. At CBRE we bring many strategies for effective marketing of public property and a track record of success in doing so. We take great care in how we engage the marketplace on behalf of our clients, both prior to official solicitations and during the actual solicitation process. We are committed to engaging the market appropriately with respect to timing, asset positioning, and marketing strategies.

When you choose CBRE, you receive:

- **Unmatched Insights:** CBRE delivers an informed perspective, an understanding of leading-edge practices across markets and an unmatched ability to invest in the most effective tools and technologies.
- **Dedicated Resources:** CBRE has skilled teams across the country committed exclusively to developing world-class marketing materials.
- **Scalable Strategy:** We achieve effective marketing through strategic use of only the most compelling tactics for your budget and goals.
- **Compelling Technology:** CBRE is continually investing in our evolving marketing technology platform. We are committed to leveraging the best technologies for your property.

### Marketing Execution

We will develop a custom strategy for each parcel but only after carefully reviewing all previous work, investing time to understand stakeholder needs, considering changes in the overall commercial real estate market in the region, completing financial analysis tasks, and considering the impact of stakeholder approvals and other unique public-sector elements.  We take great pride in positioning our public-sector clients for success and to overcome any market resistance to participation.

Following the development of a marketing plan/strategy for each parcel, CBRE will develop and distribute dynamic marketing material to potential buyers, investors, and developers.

We go beyond the norm to provide you tactical and strategic marketing well above our competitors. We're laser-focused on the end result: quickly securing targeted buyers, and maximizing your financial returns for the short- and long-term. We'll do this by positioning the property through an aggressive, proactive, process-driven marketing approach. We will execute our marketing strategy for SAHT by:

- Creating a clear, concise and strong value proposition
- Leveraging the best marketing ideas from around the world
- Launching an innovative marketing campaign with multiple distribution channels to create market awareness

These marketing materials will include brochures, websites, mailings, email blasts, online ads and fliers. CBRE will also develop appropriate materials for open houses, and may develop other specialty marketing campaigns. CBRE maintains an in-house marketing group that can be utilized to develop these materials at no cost to SAHT.

## C. Leasing

CBRE is an expert at enhancing how our clients plan, design, and manage their real estate assets. We use a standardized and proven process to ensure consistency and exceptional quality, and drive value through a systematic, well-defined process:

### Phase 1: Planning

**ESTABLISH SCOPE**
- Team Members
- Critical Dates & Schedule
- Project Procedures
- Objectives
- Subjective Issues
- Decision Making Process
- Document Scope & Process

**GATHER/REVIEW DATA**
- Existing Architectural Plans
- Organizational Charts
- Existing Lease
- Previous Reports
- Workplace Standards
- Support Spaces
- Shared Services
- Alt Workplace Strategies

**DEVELOP/DOCUMENT PLAN**
- Planning Guidelines
- Detailed Space Requirements
- Growth Strategies
- Plan Flexibility
- Special Requirements
- Cost of Occupancy
- Disruption Costs
- Document Plan

### Phase 2: Research & Strategy

**MARKET ASSESSMENT**
- Assess Market Trend
- Qualifying Properties
- Gather Building Data
- Gather Build-to-Suit Data
- Purchase Opportunities
- Conduct Preliminary Tour
- Comparative Matrix

**ANALYSIS OF OPTIONS**
- Building Comparison
- Pros & Cons
- Tenant Financial Issues
- Evaluate Tax Incentives
- Preliminary Analysis Lease/Purchase/BTS
- Present Options Analysis

**ESTABLISH STRATEGY**
- Building Inspections
- Determine Options
- Comprehensive Analysis
- Strategy Recommendation
- Document Findings

### Phase 3: Negotiation

**ENGAGE THE MARKET**
- Prepare Final RFP
- Review & Approval
- Distribute RFPs
- Review Proposals
- Financial Comparison
- Update Bldg Comparison
- Rank Alternatives
- Present Proposal Analysis

**TEST OPTIONS**
- Develop Short List
- Review & Approval
- Prepare Fit Studies
- Preliminary TI Pricing
- Revised Financial Analysis
- Rank Options
- Present Revised Analysis

**NEGOTIATE TERMS**
- Solicit Modified Proposals
- Update Financial Analysis
- Counter Proposal Analysis
- Review & Approval
- Refine Construction Budget
- Negotiate Terms
- Letter of Intent
- Document Negotiations

### Phase 4: Implementation

**DESIGN**
- Refine Budget
- Refine Schedule
- Refine Workplace Standards
- Evaluate IT & Data Systems
- Schematic Design
- Select and Order FF&E
- Design Development
- Construction Documents

**CONSTRUCTION**
- Qualified Contractors
- Issue Bid Documents
- Receive/Analyze Bids
- Negotiate Final Terms
- Award Contracts
- Coordinate Construction
- Oversee Punch List /Punch Out

**MOVE-IN**
- Detailed Plan
- Employee Communications
- Moving Contracts
- Install FF&E
- Oversee Pack-Up
- Coordinate Systems Move
- Coordinate Personnel Move
- Occupancy

### Phase 5: Management

**SPACE MANAGEMENT**
- Prepare Lease
- Maintain Critical Dates

**ANNUAL EXPENSE REVIEW**
- Assist Landlord Relations
- Report on Market

**BENCHMARKING ASSISTANCE**
- Regular Review of Needs
- Anticipatory Planning

**What is CBRE's approach to modeling financial analyses to determine project sustainability?** As a part of its broader strategic planning responsibilities, CBRE's Consulting group provides sophisticated financial analysis and underwriting. Our professionals customize analyses to empower clients to make informed and expeditious real estate decisions that strengthen their bottom line.

Services for clients typically includes full financial statement analysis of the various strategies developed. Our world-class analytical skills bring an ideal blend of real estate investment finance and C-level financial statement analysis to understand income statement, cash flow, and balance sheet considerations. In addition to profiling the strategies created, the team concisely and accurately presents the impact on financial goals and objectives and key performance indicators. This analytical component is provided at no additional cost, and our team leaders work closely with our clients to ensure all of the options are weighed carefully and accurately.

Our final deliverable are board-level financial analyses and reports prepared for you to present to your governing entity and decision committee(s) to facilitate discussion and build consensus. We focus on empowering your team to make the optimal business decision, through a transparent, well-documented, and fully defensible process that will withstand current or future scrutiny.

**CBRE's extensive financial underwriting process includes:** Own vs. Lease Analysis; Comparative Lease Analysis; Early Renewal – "Blend & Extend" Modeling; Lease Abstracts; Expense Recovery Verification; Historical Expense Analysis; Market Supported Underwriting Assumptions; "Audit" of Supporting Documentation; Customized Excel Models; Due Diligence; Market Valuations

**Benefits to SAHT:**

- Skills/resources unique to SAHT's industry
- Competitive edge within the markets
- Improved site selection capabilities using demographic, competitive and traffic analytics
- Insight on the best time to strike
- Highly informed decisions

**How does CBRE access both retail and institutional investors?** CBRE is the preeminent provider of commercial real estate services in the San Antonio region and throughout Texas. We lead the region behind the hard work of hundreds of professionals collaborating without borders across our multiple full-service offices. Our effective integration of all CBRE geographies and service lines, including specialty Multifamily, Retail, and Public Institutions and Education Solutions groups, empowers us to offer a one-stop solution for all your real estate needs.

With two local offices covering Bexar and surrounding counties in the San Antonio MSA, we have the presence and personnel to deliver the best possible results. We pride ourselves on our market knowledge and local expertise. We are the market leader in the Central Texas area, and that position gives us an unmatched level of data and insights related to tenants and investors in the market, deal economics, and real estate trends that could impact the San Antonio Housing Trust.

Along with CBRE's local and global network, we have access retail and institutional investors through our local Capital Markets team and our proprietary Deal Flow platform. We also have access to all major listing platforms, including but not limited to, Costar, Loopnet, and Crexi.

# 6. Timeline

Below is a description of our monthly activities that SAHT can expect during the term of contract. However, CBRE anticipates collaborating with SAHT to develop custom reporting, research, and transaction tools tailored to the data that reflects the priorities of the Trust.

| Reporting | Research |
|---|---|
| – Transactions (weekly)<br>– Updates to CBRE Dimension platform (monthly)<br>– Client call (weekly) with transaction team<br>– Client call (quarterly) with management team to ensure quality control<br>– Executive session presentation for Trust board meetings (quarterly) | – Comps (monthly)<br>– Office market report (quarterly)<br>– Industrial market report (quarterly)<br>– Multi-family and housing starts data (quarterly)<br>– Listing/flyers of new activity in relevant submarkets |

Typically, CBRE collaborates with its clients to identify a communications plan that involves data-sharing, file-sharing software, confidentiality agreements and non-disclosures for market activity, and ongoing client/vendor communications (email, calls, single-point-of-contact, etc.). Within 30 days of contract execution, we recommend a kick-off meeting to establish the relationship and identify priorities.

# 7. References

## 1. Dallas County

Jonathon Bazan, Assistant County Administrator
+1 214 653 8113
Jonathon.Bazan@dallascounty.org

CBRE has represented and advised the County since 2012, providing a broad range of services. To date, the CBRE team has assisted the County in the acquisition of facilities, disposition of multiple underutilized assets, environmental Phase 1 reports, valuation exercises, and the creation of business cases to examine the merits of multiple potential transactions Notably, CBRE is achieving multiple bids on the County's assets and averaging a premium of over 20% above listing prices. CBRE has created market interest through the creation of a website focused on the County's opportunities, the preparation of complete due diligence documents to expedite transaction speed, and broad marketing efforts, including email campaigns, tours, signage, and press releases.

### 2. Teacher Retirement System of Texas

Andrew Roth, Chief Operations & Administration Officer
+1 512 796 9424
andrew.roth@trs.texas.gov

The Teacher Retirement System of Texas (TRS) is the largest public retirement system in Texas, serving more than 1.5 million people and managing a trust of over $150 billion. TRS employs over 800 people and is anticipated to reach over 1,000 employees in the next five years. TRS was evaluating renewal options on a long-term lease and its long-term occupancy strategy since it concurrently owns/occupies a 200k sf+ asset in Downtown Austin. TRS engaged CBRE to evaluate how it occupied space at the time and suggest leading-edge strategies for its future occupancy.

CBRE successfully represented TRS in the market for the acquisitions of a new campus (one existing building and one build-to-suit facility), which closed in 2021. CBRE recently launched a marketing campaign for their previous campus and expects the disposition of its existing asset to close in 2022. The total transactions will exceed $350M in consideration.

### 3. CPS Energy

Curt Brockmann, Interim Vice President
+1 210 353-2423
cdbrockmann@cpsenergy.com

After identifying a long-term solution for their new corporate headquarters, CPS Energy sought to monetize their current downtown corporate campus. The former CPS Energy Headquarters Campus comprises five properties on approximately 4.3 total acres along downtown San Antonio's River Walk.

The variety of assignments required a full-service team from CBRE to cover multifamily, office, land, retail, and capital markets expertise. The total improvements exceed 400k sf and the surplus land totals over 10 acres. In order to maximize the value of the portfolio, CBRE's marketing plan sought offers on the entirety of the portfolio or any one or more of its components up for consideration. CBRE conducted a broad-based marketing campaign, ultimately receiving 125+ confidentiality agreements, conducting 21 property tours, and receiving 15 initial offers. We conducted a best and final call for offers, through which we drove additional value--receiving offers that increased from between 2% and 13% for an overall pricing increase of 8.5% on the portfolio.

# 8. Claims/Performance/Insurance/Bonding

- As a global firm with more than 100,000 employees, from time to time CBRE is involved in litigation incidental to its business. As a public company, any material litigation is disclosed in our SEC filings. In the company's opinion, no litigation to which CBRE is currently a party, if decided adverse to the company, is likely to have a materially adverse effect on CBRE's ability to perform for SAHT.
- Our team has never been terminated from an assignment for non-performance.
- CBRE currently carries General Liability, Workers Compensation, Professional Liability and Errors and Omissions insurance, and we will continue to carry such insurance for the duration of the contract term.

# 9. Minority and Women Owned Business

The Guess Group is certified in San Antonio as a Disadvantaged Business Enterprise (DBE).

**The Guess Group's Certification # is 21-8-10770.**

# 10. Fee Proposal

We have structured our cost proposal to align with SAHT's scope of work:

### Dispositions

| Sale Price | CBRE Commission | Commission w/ co-broker |
|---|---|---|
| $0 - $2,000,000 | 3.0% | 6.0% |
| $2,000,000 - $7,000,000 | 2.5% | 5.0% |
| $7,000,000 - $12,000,000 | 2.0% | 4.0% |
| $12,000,000 - $20,000,000 | 1.5% | 3.0% |
| $20,000,001 + | 1.0% | 2.0% |

### Acquisitions

| Sale Price | CBRE Commission | Commission w/ co-broker |
|---|---|---|
| $0 - $2,000,000 | 3.0% | 6.0% |
| $2,000,000 - $10,000,000 | 2.5% | 5.0% |
| $10,000,001 + | 2.0% | 4.0% |

### Leasing

| Service | Lease Consideration | Total Market Fee Schedule | Landlord's Rep | Tenant's Rep | CBRE Proposed Rebate/Reduction | Comments |
|---|---|---|---|---|---|---|
| SAHT as Lessor - Agency Representation | Gross (Including Expenses) | 6.0% | 2.0% | 4.0% | 5% off of CBRE Fee (i.e., SAHT Pays 1.9% instead of 2%) | Payable by SAHT - 50% at Execution of Transaction of Document, 50% at Occupancy |
| SAHT as Lessor - Agency Representation - No Tenant Representative | Gross (Including Expenses) | 4.0% | 4.0% | N/A | 5% off of CBRE Fee (3.8% vs. 4%) | Payable by SAHT - 50% at Execution of Transaction of Document, 50% at Occupancy |
| SAHT as Lessee - Tenant Representation | Gross (Including Expenses) | 6.0% | 2.0% | 4.0% | 10% of fees paid to CBRE by landlord as rent reduction or credit towards other CBRE serices (i.e., 3.6% vs. 4.0%) | Payable by SAHT - 50% at Execution of Transaction of Document, 50% at Occupancy |

# Additional Requirements

**Statement Concerning Insurance:** We confirm that CBRE, Inc. has in place general liability insurance, worker's compensation, and professional liability insurance.

**Statement Concerning Conflict of Interest:** CBRE, Inc. has no conflicts of interest that would impede with or interfere in performing the duties and responsibilities of the proposal.

**San Antonio Housing Trust Foundation**
**Agenda Item 5**

***Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute sale of the Exchange building.***

**Summary:**
The San Antonio Housing Trust Foundation has been a Limited Partner with the Exchange Building, located at 152 E. Pecan, since 1992 where a historic renovation project utilized $1,765,000 in tax exempt bonds issued by the Finance Corporation to renovate 40 apartments along the SA Riverwalk. The purpose of the Foundation's involvement was to both renovate a historic asset and to create housing density in this downtown corridor.

In 2003, the project was refinanced with a HUD 223(a)(7) and SAHT Foundation provided an additional $100,000 6% cash flow loan to the project through November 2038.

The 40-unit project has one "affordability restriction" capping 10 units at 120% AMI, so essentially all the units are market rent units by today's standards. On March 29, 2022, The Exchange Group partnership received an offer to buy the property. The other partners are ready to move forward with the sale.

The SAHT Foundation is estimated to receive $392k from the sales proceeds for our 9.21% partnership stake and $112k in loan repayment with interest for a total of approximately $504k. Unfortunately, SAHT is not in a financial position to make an offer to acquire and rehab the property, thus staff recommend to the Finance and Audit Committee to move forward with the sale.

**Committee Recommendation:**
Finance and Audit Committee recommends authorizing the Sale by the Exchange Group of certain Real Property known as "The Exchange Building" and authorizing the Executive Director related matters to finalize the sale.

**Attachments:**
Resolution

**SAN ANTONIO HOUSING TRUST FOUNDATION, INC.**

**RESOLUTION NO. F22-0425-5**

**A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING THE SALE BY THE EXCHANGE GROUP – 1992, LTD. OF CERTAIN REAL PROPERTY, LOCATED AT 429 N. ST. MARY'S ST. AND KNOWN AS "THE EXCHANGE BUILDING,"; AUTHORIZING SIGNATORIES; AND ADDRESSING RELATED MATTERS.**

**RECITALS**

**WHEREAS,** The Exchange Group – 1992, LTD. is the owner of the real property, including all improvements, located at 429 St. Mary's Street in San Antonio, Texas; and

**WHEREAS,** the San Antonio Housing Trust Foundation, Inc., holds a Majority in Interest of the Limited Partners to The Exchange Group – 1992, LTD. ("The Exchange Group"), and as such, in accordance with The Exchange Group Agreement of Limited Partnership, written consent of the Majority in Interest of the Limited Partners is required before real property may be assigned, sold, or transferred by The Exchange Group; and

**WHEREAS**, the San Antonio Housing Trust Foundation, Inc. has reviewed documentation related to a proposed sale of The Exchange Building and is satisfied with the terms of sale provided therein; and

**WHEREAS**, the Board of Directors hereby finds that it is in the best interests of the San Antonio Housing Trust Foundation, Inc. to provide written authorization for the sale of The Exchange Building to the proposed terms by a potential bidder; and

**WHEREAS,** in the event that the current proposed sale does not come to fruition for any reason, the Board finds that the Executive Director may pursue and proceed with the sale of the Exchange Building as directed by the Board of Directors.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:**

Section 1. The above Recitals are true and correct and are a material part of this Resolution and are incorporated herein for all purposes.

Section 2. The Board of Directors of the San Antonio Housing Trust Foundation, Inc., in exercise of its rights as a Majority in Interest of the Limited Partners to The Exchange Group hereby authorizes the sale of The Exchange Building to a proposed bidder or as negotiated by the Executive Director and as directed by the Board of Directors**.**

Section 3. The Board of Directors authorizes the Executive Director to act on behalf of the Majority in Interest of the Limited Partners for The Exchange Group in the event a proposed sale does not come to fruition for any reason, to pursue and proceed with the sale of the Exchange Building as directed by the Board of Directors.

Section 4. The Executive Director, or any officer as authorized by and consistent with the San Antonio Housing Trust Foundation, Inc. bylaws and policies, is hereby authorized to submit this Resolution as written authorization for the sale of The Exchange Building, on behalf of the San Antonio Housing Trust Foundation, Inc., and execute all required sales transaction documents, including purchase and sale agreements, deeds, and

such other documents and instruments necessary to complete the transaction.

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

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 of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

Section 8. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 9. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

**PASSED AND APPROVED** this_____ day of_____, 2022.

SIGNED:

_____
Councilwoman Adriana Rocha Garcia,
President

ATTEST:

_____
Jordan Ghawi, Secretary

**San Antonio Housing Trust Foundation**
**Agenda Item 6**

***Discussion and possible action to approve a resolution to adopt the City of San Antonio's Strategic Housing Implementation Plan.***

**Summary:**

On December 16, 2021, the City of San Antonio adopted the Strategic Housing Implementation Plan (SHIP) to define affordability for the city, recalibrate the City's affordable housing target goals, create a funding plan to reach those goals and develop implementation strategies to provide more housing and protect neighborhoods. Each strategy builds off the vision of the Housing Policy Framework and other related City planning efforts around affordable housing issues such as Opportunity at Risk, SA Climate Ready, For Everyone Home, and the Homeless Strategic Plan.

The SHIP asks the Housing Trust to consider the following:

- Align with the City's Definition of Affordable Housing and Housing Goals
- Partner on development and rehabilitation projects
- Contribute $35 Million in cash and tax exemption opportunities over the next 10-years to support SHIP aligned efforts
- Lead on establish a Land Bank/Acquisition Program
- Lead in assisting the producing of 1,000 units of permanent supportive housing
- Lead in improving Multifamily New Construction programs and policies
- Lead in supporting or establish a Community Land Trust

At our Board Retreat, City staff presented the details of the SHIP including the four critical elements of the Plan a described above. The Board discussed waiting to formally adopt the SHIP as we went through our Five-Year Strategic Plan, however, the ***Governance and Policy Committee*** discuss adopting the City's Strategic Housing Plan ensure this was foundational to our Five-Year Strategic Plan.

**Committee Recommendation:**
Governance and Policy Committee recommends formally adopting the City's Strategic Housing Implementation Plan.

**Attachments:**
Resolution

**RESOLUTION NO. F22-0425-6**

**A RESOLUTION BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC. ADOPTING THE CITY OF SAN ANTONIO STRATEGIC HOUSING IMPLENTATION PLAN; ADOPTING AN EFFECTIVE DATE AND OTHER MATTERS THEREWITH**

**WHEREAS,** on September 6, 2018, the City of San Antonio accepted the San Antonio' s Housing Policy Framework ("HPF") the final report produced by the Mayor's Housing Policy Task Force ("Task Force"), which has been the guiding document for the City of San Antonio's ("City") affordable housing policy; and

**WHEREAS,** the HPF details a l0-year affordable housing production and preservation goal that was set to prevent the number of cost burdened households from growing; and

**WHEREAS,** to achieve this vision, the Task Force offered 24 strategies across five overarching policy areas as follows:
I) Develop a Coordinated Housing System;
2) Increase City investment in Housing;
3) Increase Affordable Housing Production, Rehabilitation, and Preservation;
4) Protect and Promote Neighborhoods;
5) Ensure Accountability to the Public; and

**WHEREAS,** the City is using the HPF's five housing policy areas to guide consideration and implementation housing programs going forward; and

**WHEREAS,** in 2020, the City began work on a Strategic Housing Implementation Plan ("SHIP") to focus on the five extensive goals of the HPF; and

**WHEREAS,** the SHIP process was initiated to define affordability for the City, recalibrate the City' s 10-year affordable housing target goals to account for a broader range of community needs, create a funding plan to reach those goals, and develop implementation strategies to provide more housing and protect neighborhoods; and

**WHEREAS,** the City undertook an eighteen month process, involving more than 80 stakeholders to recommend 36 strategies to address the City's housing needs by increasing housing opportunities for the community's families most at-risk for housing instability; which aligned with the first HPF action item to "Develop a Coordinated Housing System"; and

**WHEREAS,** the San Antonio Housing Trust Foundation (SAHT) participated as a stakeholder in developing the strategies for the City’s housing needs; and

**WHEREAS,** the City Council acknowledged the Board of the SAHT will be accepting the SHIP document during its adoption; and

**WHEREAS,** the SHIP document includes four core components: I) a definition of affordability recommended by the Housing Commission; 2) recalibrated 10 year housing production and rehabilitation targets; 3) a funding plan to achieve those target goals; and 4) implementation strategies developed by stakeholders to create more affordable housing and protect neighborhoods; and

**WHEREAS,** the Board of Directors hereby finds that it is in the best interest of the San Antonio Housing Trust Foundation, Inc. and the desire to align with the City of San Antonio's four core components for the programs and projects related to housing and to adopt the Strategic Housing Implementation Plan as adopted by the City of San Antonio to be consistent with the application and implementation for housing in the City of San Antonio and its jurisdiction.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:**

Section 1. The above Recitals are true and correct and are a material part of this Resolution and are incorporated herein for all purposes.

Section 2. The Board of Directors of the San Antonio Housing Trust Foundation, Inc hereby formally adopts the SHIP document attached hereto as **Exhibit A** to utilize in aligning with the strategies and core components for its projects and programs.

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

Section 5. 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 of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

Section 6. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 7. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

**PASSED AND APPROVED** this_____ day of_____, 2022.

SIGNED:

_____
Councilwoman Adriana Rocha Garcia,
President

ATTEST:

_____
Jordan Ghawi, Secretary

**“Exhibit A”**

**Strategic Housing Implementation Plan**

**Click here to view the full Strategic Housing Implementation Plan**

**San Antonio Housing Trust Foundation**
**Agenda Item 7**

***Briefing on the 2019 NALCAB Assessment and the status of recommended actions.***

**Summary:**
In January 2019, the City of San Antonio engaged the National Association for Latino Community Asset Builders (NALCAB) to undertake an assessment of the San Antonio Housing Trust (SAHT) and to provide strategic recommendations for strengthening the Trust and associated entities. Undertaking this assessment was a key recommendation of the Mayor's Housing Policy Task Force. This examination of the SAHT and its associated entities was divided into three sections, including a benchmarking review of other housing agencies around the country; an assessment of the SAHT based on a review of extensive documentation and interviews with staff, board, and external stakeholders; and strategic recommendations for strengthening the agency, based on the observations from the assessment and contextualized by the findings of the benchmarking report.

A summary of the recommendations is attached in **Exhibit A**:

| Recommendation | Status |
|---|---|
| Realign the SAHT Governance Structure | **Complete** |
| Hire a New Executive Director to Lead Organizational Change | **Complete** |
| Clarify Policy Goals & Coordinate with City on Coordinated Housing System | **Ongoing** |
| Enhance Public Engagement and Communication | **Ongoing** |
| Leverage Developer engagement w/ Underwriting, Procurement, & Transparency | **Ongoing** |
| Monitor Covenants | **Complete** |
| Establish Organizational Policies and Procedures | **Complete** |
| Increase the Capitalization of the SAHT | **Ongoing** |

With the completion of the realigned SA Housing Trust Board finalized in February 2022, provides us with the opportunity to complete the Five-Year Strategic Plan and finalize policy efforts to align with the City's SHIP.

**Recommendation**
This is a briefing item, no action required.

**Attachment:**
Exhibit A

**“Exhibit A”**
**Summary of Recommendations**

# Trust Assessment Checklist

*As of April 2022*

| | Status | NALCAB Recommendation | Action/Response | Completed By |
|---|---|---|---|---|
| **1** | **Realign the SAHT Governance Structure to Ensure Greater Coordination and Efficiency** | | | |
| a | Complete | Composition of the SAHTF Board of Directors should be changed to better integrate the governance of the four entities as well as to better balance the collective skills, interests and authorities of the Board members. Trustees of the SAHT should mirror the Boards of the SAHT-FC and the SAHT-PFC | City Council approved both realignment and new board | January 13, 2022 |
| b | Complete | City Council should not limit participation on the Boards of the housing trust entities to Councilmembers representing Districts 1, 2, 3, 4, and 5. Should regard expertise or interests of Council Members | Currently the Council representation on the Board is 2,3,4,5,9. | August 1, 2022 |
| **2** | **Hire a New Executive Director to Lead Organizational Change** | | | |
| a | Complete | Revise the Executive Director job description to reflect high-level expertise in housing development and finance. Develop a competitive compensation package and conduct a national search to fill the new position. | Pete was hired to permanent position in September 2020 (interim since 9-1-2019) | September 1, 2020 |
| **3** | **Clarify Public Policy Goals and Actively Coordinate with Other City Agencies to Achieve a Coordinated Housing System** | | | |
| a | Complete | City of San Antonio should adopt a substantive statement of housing policy to guide all City departments and delegate agencies, including the housing trust entities, in shaping their own specific policies and procedures. | The City of San Antonio created the Strategic Housing Implementation Plan (SHIP) which will be the over-reaching document that will direct future policies of the City and various stakeholders including the SA Housing Trust, Bexar County, & SAHA. | January 13, 2022 |
| b | On-going | Adopt policy to guide their operations beyond the basic statements of purpose in their bylaws. | After the Strategic Housing Implementation Plan (SHIP) was approved. SAHT will conduct its 5 year strategic plan. The Foundation Board already put a funding policy in place for its prior 2021 Funding Round. Resulted in $2.2M in grants to housing charities. | August 30, 2022 |
| c | On-going | Develop aligned policies that apply to all of the housing trust entities, including prioritizing the use of their legal authorities and the investment of affordable housing resources. | Part of the Five Year Strategic Plan and annual action plan. | August 30, 2022 |
| d | Complete | City's NHSD, the SAHTF, and SAHA should develop a memorandum of understanding, or other coordinating document, that defines the appropriate roles of the agencies in the housing market, guidelines for joint participation in housing deals and a process of coordination and consultation | The development of the SHIP overroad the need foran MOU between entities. Any agreement would be on a case by case basis. | January 13, 2022 |
| **4** | **Enhance Public Engagement and Communication** | | | |
| a | On-going | Establish a regular process for public engagement and communication | The Executive Director has taken increased the level of public engagement through the attending of numerous meetings with residents and community organizations. Board meetings are now equipped with presentations and materials that are in a more transparent and understandable format. The Trust released 2019/2020 Annual Reports (2021 is in draft). The Executive Director provides quick and detailed responses to public and media inquiries. The Foundation funded a new website redesign and hired a PR/Communications firm. Executive Director is on Housing Commission, Successfully Aging and Living in San Antonio (SALSA), and Local Housing Solutions - Peer to Peer Policy Exchange. SAHT has also created a new facebook/instagram/youtube accounts, and produced two short videos on the SAHT and what we do. | August 30, 2022 |
| b | Complete | Community representatives on the Board of the SAHTF | The Realigned Board has 6 Community Representatives on the Board of each SAHT Entity | January 13, 2022 |

| | | | | | |
|---|---|---|---|---|---|
| **5** | **Leverage Broader Engagement with Housing Developers through Greater Clarity Regarding Underwriting Criteria and Transparency in the Selection of Developer Partners** | | | | |
| | a | On-going | Establish written financial and policy underwriting criteria for all of its programs and financial products | Formal adoption of program criteria should be considered after with the new governing board. This is part of 5 Year Plan. The Executive Director has hired TCAM to assist with creation of a MF Program Guide which is largely in draft form until we get direction from new board on specific policy considerations. | August 30, 2022 |
| | b | Complete | Executive Director to be hired should also possess experience in financially underwriting affordable housing projects. | The Executive Director was hired on September 1, 2020. On January 21, 2020. | September 1, 2020 |
| | c | Complete | Ensure at least one staff member has the capacity to financially underwrite an affordable housing development project | The Executive director provides multi-family rental development analysis. Interim Underwriting guidelines are in draft form and will be formally adopted as part of 5 year planning process. | August 30, 2022 |
| | d | Complete | Maximize engagement with for-profit and non-profit housing developers | The Executive Director has met with numerous for-profit and non-profit entities to discuss the tools available to partner on developing affordable housing opportunities. The Executive Director meets with the San Antonio Non-Profit Housing Developers (SANPHD) on monthly basis. Currently there are several engagements with local non profit developers on the creation of affordable housing. | N/A |
| | e | On-going | Utilize a published Request for Proposals (RFP) or other public process to communicate policy goals, underwriting criteria, acceptable deal structures and the SAHT's methods for prioritizing resources. | The Foundation utilizes an RFA process. The Executive Director recommends a selection process that includes establishing specific policy criteria for consideration of PFC and FC involvement through a year round open application process. Formal adoption of a MF Guide is part of five year planning process | August 30, 2022 |
| | f | On-going | Consider a product like a loan fund with term sheets that also align with established policy goals and prioritized resources | This suggestion is part of MF Guide to be identified under the new governance structure. | August 30, 2022 |
| **6** | **Monitor Covenants** | | | | |
| | a | Complete | Establish an internal monitoring function to ensure the covenants are compliant | The Executive Director has hired external consultant to complete this function. | N/A |
| **7** | **Establish Organizational Policies and Procedures** | | | | |
| | a | Complete | Establish written policies for personnel, financial operations and procurement. All third-party contractors should be procured through a competitive process, including bond counsel, general counsel and independent auditors. | The Trust has a full suite of Operational Policies including Financial Management and Employee policies. | N/A |
| **8** | **Increase the Capitalization of the SAHT** | | | | |
| | a | On-going | Consider the appropriateness of contributing to the SAHT financial corpus and utilize the resources in the SAHT to leverage private capital in a structured housing investment fund | After discussion with the City's Finance Department, the $10M Corpus fall under investment guidelines and mandates from the Texas Public Funds Investment Act. There are statuatory limits to capitalizing this Trust Fund. ED recommends keeping PFC / FC funds as a contribution to the Foundation, not the Trust. | TBD |

**San Antonio Housing Trust Foundation**
**Agenda Item 8**

## *Briefing on Sustainable and Universal Design Committee appointments*

**Summary:**
The San Antonio Housing Trust is seeking to establish design guidelines for multifamily new construction and preservation that intersects the concepts of Universal Design, Sustainable Design, Resilient Design, and Healthy Design elements to ensure maximum long-term benefits to our San Antonio Housing Trust residents. To achieve this vision, the SA Housing Trust created this ad hoc committee consisting of 3 members from the SA Housing Trust Board.

### *Universal Design*

Universal design (UD) is a process of designing something to be functional as possible for as many people as possible. It is also an outcome of a design process. Our committee shall ensure persons experiencing an array of disabilities and older adults are expressly included in the establishment of our design guidelines. The committee will discuss design elements addressing the challenges of designing for everyone to make sure the proposed design guidelines are functional for people with any type of impairment of the body or the mind, while ensuring that the design is useful for all.

### *Sustainability*

Sustainability is a concept traditionally applied to "building green". Green building encourages a whole-systems approach through design and building techniques to offer both environmental and financial benefits which also assists in long term affordability

### *Resiliency*

Resiliency is focused on responding to changing weather events due to the impacts of climate change. Affordable multifamily housing is especially vulnerable because when impacts occur, low-income residents have less access to resources to help them recover. The San Antonio Housing Trust owned or partnered housing should be resilient to survive storms, flooding, earthquakes and other natural disasters. Developments should consider risk to residents, buildings, community, and business continuity.

### *Healthy Environment*

More recently, modern design is now viewing adaptability for wellness and human health. There is a more direct correlation between our built environment and environmental health.

The three-member board has reviewed worked with Disability SA and SALSA as well as several members of the design and development community to identify persons with both lived and professional experience to guide the process of establishing design guidelines.

On April 18, 2022, the Sustainable and Universal Design Committee met to make final recommendations for the community members to the San Antonio Housing Trust (SAHT) Sustainability and Universal Design Ad-Hoc Committee.

President Dr. Adriana Rocha Garcia confirmed the following appointments:

| Name | Experience |
|---|---|
| Trent Tunks | Architect Design with Alamo Architects |
| Adam Martin | Architect Design with Lake Flato |
| Charles Morris | Chief Program Officer, Southwind Fields |
| Christopher Salas | Executive Director, Rolling Inspiration |
| Ryan Baldwin | VP of Operations, Franklin Development |
| Traci lewand | Director of Events, Hemisfair |
| Jason Arechiga | Sr. Vice President of Development, NRP Group |
| Sheila Brown | Peer Mentoring Coordiantor, Connectability |
| Scott Akerson | Director of Supportive Services, Prospera |
| Andre Greene | Lived Experience |
| Todd Hargroder | Lived Experience and Entreprenuer |
| Susan Garza | Lived Experience and Student |
| Deborah Scharven | City's Disability Accessibility Officer |