AGENDA

A Regular Board Meeting for:
SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION
will be held at Municipal Plaza B Room
114 W Commerce St., San Antonio, TX 78205
and virtually via ZOOM:
https://us02web.zoom.us/j/82904735391?pwd=ZXpvbGFmNGpaQUJJWnAvcWdHRlBLQT09
DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 829 0473 5391 PASSWORD: 498265
On Wednesday, May 25, 2022, beginning at 4:30 p.m. or immediately following the adjournment of the San Antonio Housing Trust Foundation Board Meeting

NOTICE: *A quorum of the board of directors will be physically located at 114 W Commerce St., San Antonio, TX 78205 at 4:30 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 May 6, 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 on call Financial Advisory services with Stifel.
5. Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreements for on call Bond Underwriter services with Stifel and Frazer and Lanier.
6. Discussion and possible action on a Resolution inducing the **Viento Apartments** transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and the negotiation and execution of a memorandum of understanding for such transaction; and other matters in connection therewith.
7. 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 Public Facility Corporation
Agenda Item 2

This item includes the approval of minutes from the **May 6, 2022**, meeting.

MINUTES

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION
OFFICIAL MEETING MINUTES

Date: Friday, May 6, 2022

The Public Facility Corporation met in session at 2:42 p.m., via Zoom and in person at 100 W. Houston, San Antonio, Texas 78204.

PRESENT: Councilwoman Teri Castillo, Eric Cooper, Councilman John Courage, Rachell Hathaway, Councilman Jalen McKee-Rodriguez, Jane Pacione, Councilwoman Adriana Rocha Garcia, and Councilwoman Phyllis Viagran.

ABSENT: Antoinette Brumfield, Jordan Ghawi, Marinella Murillo, and Mark Carmona

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.; Ruben Lizalde- D3; Edward Muniga- D4; Ileana Sandoval- D9; 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 Lauren Bejaran.

2. **APPROVAL OF BOARD MEETING MINUTES FOR MARCH 23, 2022.**
Councilman John Courage motioned, and Councilwoman Phyllis Viagran seconded for approval of the March 23, 2022, minutes with the noted corrections.
AYES: 6
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 AUTHORIZE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT FOR COMMERCIAL REAL ESTATE BROKER SERVICES WITH CRBE.**

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. The San Antonio Housing Trust received the following responsive proposals from

Providence Commercial Real Estate Services, Inc. and CBRE, Inc.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and the City of San Antonio's Real Estate Administrator, John Prather, met to discuss and score the proposals. While both responsive proposals were competitive, the evaluation team scored CBRE higher based on the following: CBRE's commission for acquisition/land w/o cooperating broker at $1M and under; CBRE's acquisition approach/ methodology; and CBRE's capacity for additional services & capabilities.

The Finance and Audit Committee met on April 12, 2022, to discuss CRBE's Proposal. The 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.

MINUTES COMMISSION ACTION:
Councilman John Courage motioned, and Councilwoman Viagran seconded to approve and authorize Executive Director to execute a professional services agreement for Commercial Real Estate Broker services with CRBE.
AYES: 6
NAYS:
ABSTAINED:
THE MOTION PASSED.

5. ADJOURNMENT
Councilwoman Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 2:43 p.m.

San Antonio Housing Trust Public Facility Corporation
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 Public Facility Corporation
Agenda Item 4

Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreement for on call Financial Advisory services with Stifel.

Summary:
The San Antonio Housing Trust requested proposals from qualified firms to provide an array of **Financial Advisory Services** for both single family and multifamily preservation, investment, and development opportunities. This includes but is not limited to providing comprehensive financial modeling, multifamily real estate investment analysis, underwriting, market evaluation, and developer/owner capacity evaluation to support new and existing affordable single family and multi-family housing development activities. SAHT received one responsive proposal from *Stifel Public Finance* for Financial Advisor.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and Margaret Villegas, COSA Assistant Director of Finance (Financial Management Division) met to discuss the proposals. Following the proposal review, the evaluation team elected to hold interviews with the two firms.

Evaluation Team recommends selecting Stifel Public Finance for Financial Advisor. The Finance and Audit Committee met on May 17, 2022 to discuss the selection.

Committee Recommendation:
Finance and Audit Committee recommends authorizing the Executive Director to negotiate and execute an agreement for on-call Financial Advisory services with ***Stifel Public Finance***.

Attachments:
Resolution
Stifel Proposal

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

RESOLUTION NO. PFC22-0525-04

A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING THE ASSISTANT SECRETARY TO EXECUTE A PROFESSIONAL SERVICES AGREEMENT FOR THE PURPOSE OF ON CALL FINANCIAL SERVICES WITH STIFEL; AND SETTING AN EFFECTIVE DATE

WHEREAS, the San Antonio Housing Public Facility Corporation has determined that it is necessary to contract for financial services to better serve the community for accomplishing the purpose of affordable and sustainable housing; and

WHEREAS, the San Antonio Housing Trust Public Facility Corporation reviewed and evaluated several firms to provide services and determined that Stifel is a highly qualified provider for financial 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 Public Facility Corporation for the Assistant Secretary to negotiate and to enter into a Professional Services Agreement by and between Stifel and the San Antonio Housing Trust Public Facility Corporation for the purposes of financial services.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUSTPUBLIC FACILITY CORPORATION, THAT:

Section 1. The Board of Directors hereby agrees to enter into a Professional Services Agreement with Stifel for on call financial services.

Section 2. The Assistant Secretary is hereby authorized to negotiate and execute the Professional Services Agreement, on behalf of the San Antonio Housing Trust Public Facility Corporation 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 Garcia Rocha
President

ATTEST:

_____
Jordan Ghawi, Secretary

San Antonio Housing Trust Public Facility Corporation
Agenda Item 5

Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreements for on call Bond Underwriter services with Stifel and Frazer and Lanier.

Summary:
The San Antonio Housing Trust requested proposals from interested and qualified *Municipal Financial Advisory Firms* specializing in **Bond Underwriting** services to support new and existing affordable single family and multi-family housing development activities to assist in the structuring and issuance of bonds whether through a competitive or a negotiated sale process in conjunction with a bond sale and in accordance with all federal securities laws and requirements. SAHT received two responsive proposals from *Stifel Public Finance* and *Frazer and Lanier* for Bond Underwriter.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and Margaret Villegas, COSA Assistant Director of Finance (Financial Management Division) met to discuss the proposals. Following the proposal review, the evaluation team elected to hold interviews with the two firms.

Evaluation Team recommends selecting Stifel Public Finance and Frazer Lanier for Bond Underwriting Services. The Finance and Audit Committee met on May 17, 2022 to discuss the selection.

Committee Recommendation:
Finance and Audit Committee recommends authorizing the Executive Director to negotiate and execute professional services agreements for on-call Bond Underwriting services with ***Stifel Public Finance*** and with ***Frazer and Lanier***.

Attachments:
Resolution
Stifel Proposal
Frazer and Lanier Proposal

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

RESOLUTION NO. PFC22-0525-05

A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING THE ASSISTANT SECRETARY TO EXECUTE A PROFESSIONAL SERVICES AGREEMENTS FOR THE PURPOSE OF ON CALL BOND UNDERWRITER SERVICES WITH STIFEL AND FRAZER LANIER; AND SETTING AN EFFECTIVE DATE

WHEREAS, the San Antonio Housing Trust Public Facility Corporation has determined that it is necessary to contract for bond underwriter services to better serve the community for accomplishing the purpose of affordable and sustainable housing; and

WHEREAS, the San Antonio Housing Trust Public Facility Corporation reviewed and evaluated several firms to provide services and determined that Stifel and Frazer Lanier are highly qualified providers for bond underwriter 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 Public Facility Corporation for the Assistant Secretary to negotiate and to enter into a Professional Services Agreements by and between Stifel and Frazer Lanier and the San Antonio Housing Trust Public Facility Corporation for the purposes of bond underwriter services.

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

Section 1. The Board of Directors hereby agrees to enter into a Professional Services Agreements with Stifel and Frazer Lanier.

Section 2. The Assistant Secretary is hereby authorized to negotiate and execute the Professional Services Agreements, on behalf of the San Antonio Housing Trust Public Facility Corporation 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 Garcia Rocha
President

ATTEST:

_____
Jordan Ghawi, Secretary

San Antonio Housing Trust Public Facility Corporation
Agenda Item 6

Discussion and possible action on a Resolution inducing the Viento Apartments transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and the negotiation of a memorandum of understanding for such transaction; and other matters in connection therewith.

Summary:
Viento Apartments is a proposed 324-unit, 4% LIHTC apartment community located on 15 acres of vacant land at 10348 S. Zarzamora Street in City Council District 4. All units will be rent and income restricted to families at varying incomes between 30% and 70% AMI and will provide for 1 to 4 bedroom units. 49 Units will serve families at or below 30% of Area Median Income; 161 units will serve families at or below 60% of Area Median Income; and 114 units will serve families at or below 70% of Area Median Income.

The site is in a combined equity score area of 7 of 10. The project will feature a community garden, BBQ stations, pool, covered playground, clubhouse, business center, fitness center, children's study, picnic area. The units will feature walk in closets, granite countertops, open floor plan, and covered balconies.

The development will commit to providing 32 units built to accessible standards, which is an increase from 7% required by State to 10%. The remaining first floor units will be convertible to accessible standards as needed at the cost of the development.

The PFC will own the land and lease it to a tax credit partnership. The tax credit partnership will be with the NRP Group (developer), SAHT PFC (GP LLC Entity), and a future tax credit investor. The San Antonio Housing Authority (SAHA) is anticipated to participate by providing $38 million in Tax Exempt Bonds from an existing TBRB carryforward reservation, which is set to expire at the end of FY 2022. They will meet later this month in committee and in June for possible approval.

Unit Mix & Affordability				
	30% AMI	60% AMI	70% AMI	Total
1 Bedroom	2	6	4	**12**
2 Bedroom	20	66	46	**132**
3 Bedroom	22	71	51	**144**
4 Bedroom	5	18	13	**36**
Total	**49**	**161**	**114**	**324**

The project is expected to cost approximately $75.8 million with a total development cost per door of $234,135. The expected permanent sources of funds include:

- $34,825,000 – 40 Year HUD Loan
- $28,973,230 – Tax Credit Equity
- $ 6,911,551 – Deferred Developer Fees
- $ 1,250,000 – 30 Year COSA HOME Loan
- $3,9000,000 – GAP

Currently, the project is anticipating a $3.9 million financing gap due to increasing interest rates and construction costs. However, there may be financial options on the table due to the deadline to close financing is at the end of the calendar year.

The PFC will require the creation of a $500,000 Tenant Assistance Fund to support existing tenants of the Viento at Apartments with emergency grant or loan assistance and/or tenant services, programming, or other tenant support. The PFC will also require compliance with the SAHT Tenant Protection Policy. The PFC will also receive the following terms as outlined in the Term Sheet:

- 32 Accessible Units (10%)
- 40% of Developer Fees (Developer wants 35%)
- 40% of Deferred Developer Fees (Developer wants 35%)
- 25% of Projected Sales Tax Savings
- Second position for the Bargain Purchase Right (behind SAHA) at year 15

The *San Antonio Housing Authority* shall earn all bond fees associated with the Bond Issuance and shall be in first position for Bargain Purchase Right at year 15. The SAHT PFC shall be in second position for this Bargain Purchase Right.

Staff recommend to the Finance and Audit Committee that the Public Facility Corporation provide inducement approval of the project to apply for LIHTC and other financing necessary to support Viento Apartments at our 40%.

Committee Recommendation:
Finance and Audit Committee agreed with staff recommendation for the approval of a resolution inducing the **Viento Apartments** transaction, including the execution of all documentation necessary to obtain the financing for such transaction

Attachments:
Resolution

VIENTO APARTMENTS

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Public Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas ("SAHTPFC") hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHTPFC (the "Board") held a meeting on May 25, 2022 (the "Meeting") of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

> RESOLUTION INDUCING THE VIENTO APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE NEGOTIATION AND EXECUTION OF A MEMORANDUM OF UNDERSTANDING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED May 25, 2022.

_____

Pedro A. Alanis, Assistant Secretary

RESOLUTION INDUCING THE VIENTO APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE NEGOTIATION AND EXECUTION OF A MEMORANDUM OF UNDERSTANDING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Viento Apartments Ltd., a Texas limited partnership (the "Partnership"), and SAHT Viento GP, LLC, a Texas limited liability company and its general partner (the "General Partner"), have been or will be formed to acquire and construct an approximately 324-unit multifamily housing facility (the "Housing Facility") to be located at approximately 10348 South Zarzamora Street, San Antonio, Texas and known as the Viento Apartments (the "Land," together with the Housing Facility, the "Project");

WHEREAS, at the request of the Partnership, San Antonio Housing Trust Public Facility Corporation ("SAHTPFC") has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (the "Ground Lease"), and (iii) to serve as the general contractor for the Project or enter into a joint venture with the Developer to form an entity that will serve as the general contractor for the Project;

WHEREAS, the Partnership, the General Partner, SAHTPFC, and the NRP Group or an affiliate or affiliates thereof (the "Developer") will define their mutual relationship in a Memorandum of Understanding (the "MOU");

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (the "Issuer") issue its Multifamily Housing Revenue Bonds (Viento Apartments) Series 2022 (the "Bonds") to finance the Project (the "Bond Financing");

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed $38,000,000 and loan such proceeds to the Partnership;

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHTPFC will be required to enter into certain agreements, which may include but not be limited to an Indenture, a Loan Agreement, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the "Bond Documents");

WHEREAS, the Developer, on behalf of the Partnership, will apply for approximately $32,927,420 in low income housing tax credits (the "LIHTCs") from the Texas Department of Housing and Community Affairs ("TDHCA");

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHTPFC will be required to execute, complete and deliver various

applications, agreements, documents, certificates and instruments to TDHCA (the "TDHCA Documents");

WHEREAS, the Partnership will contribute approximately $28,973,230 of equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (the "Equity Financing");

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHTPFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the "Equity Documents");

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans ("Subordinate Loans");

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHTPFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the "Subordinate Loan Documents");

WHEREAS, SAHTPFC serve as the general contractor for the Project or will enter into a joint venture with the Developer to form an entity that will serve as the general contractor for the Project, and such general contractor will enter into a construction contract with the Partnership to construct the Project (the "Construction Documents");

WHEREAS, the members of the Board of Directors of SAHTPFC (collectively, the "Board") and their respective offices are as follows:

Name of Director/Officer	Position
Dr. Adriana Rocha Garcia	President and Director
Jane Paccione	Vice President
Jordan Ghawi	Secretary
Teri Castillo	Director
Jalen McKee-Rodriguez	Director
Phyllis Viagran	Director
John Courage	Director
Pedro A. Alanis	Executive Director/Assistant Secretary
Nicole Collazo	Assistant Secretary

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

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHTPFC;

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

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing, the Subordinate Loans, including without limitation the TDHCA Document and the Construction Documents and the negotiation and execution of the MOU, are hereby authorized.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and the MOU and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHTPFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHTPFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHTPFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHTPFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. It is understood by SAHTPFC, and the Partnership and Developer have represented to SAHTPFC, that in consideration of SAHTPFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHTPFC and the City against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHTPFC or the City).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHTPFC reserves the right not to enter into the proposed transaction either with or**

without cause and with or without notice, and in such event SAHTPFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHTPFC whatsoever as a result of any decision by SAHTPFC not to enter into the proposed transaction.

Section 6. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transactions described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHTPFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.