

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/89928792640?pwd=V1Z1Qk51M21wNGVLVDdDZ2VqaVI4QT09>

DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 899 2879 2640 PASSWORD: 030212

On Monday, November 27, 2023, beginning at 12:30 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 12:30 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 October 20, 2023.
3. Public Comment – Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters.
4. Briefing, discussion, and possible action regarding the acquisition of 19.68 acres of vacant land located along the west side of S. Zarzamora, south of 410 in Phase II of the VIDA Development in Council District 4
5. Briefing, discussion, and possible action regarding a resolution inducing the Creek Bend Apartment Homes 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 approving and authorizing the execution of a memorandum of understanding; and other matters in connection therewith.
6. Briefing, discussion, and possible action regarding a resolution concerning the application of Orion II Apartments relating to the proposed financing of up to \$50,000,000 of the cost of acquisition, construction, and equipping of a 312-unit multifamily development located at Palo Alto and 410; and other matters in connection therewith.
7. Briefing, discussion, and possible action regarding a resolution concerning the application of Orion II Apartments relating to the proposed financing of up to \$35,000,000 of the cost of acquisition, construction, and equipping of a 240-unit

multifamily development located at Palo Alto and 410; and other matters in connection therewith.

8. Executive Session – The San Antonio Housing Trust Public Facility Corporation will meet in Executive Session pursuant to Government Codes 551.071 consultation with Attorney and 551.072, Real Property to receive advice and updates on pending or contemplated litigation and as follows:
 - a. Tax Credit Asset Management (“TCAM”) Agreement
 - b. *Mission Road Developmental Center v. Cal-Tex Interiors, Inc., et al.*; In the 73rd District Court of Bexar County, Texas, Cause No. 2023-CI-08474.
 - c. To discuss and deliberate the acquisition of land parcels for the purpose of land banking and possible development.
9. Briefing, discussion, and possible action regarding a resolution by the Board of Directors of the San Antonio Housing Trust Public Facility Corporation appointing Nicole Collazo as an Assistant Secretary.
10. Adjournment.

***Executive Session**

The San Antonio Housing Trust Public Facility Corporation 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.*

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION BOARD MEMBERS:

Council Member Sukh Kaur (District 1), Council Member Jalen McKee-Rodriguez (District 2), Council Member Phyllis Viagran (District 3), Council Member Dr. Adriana Rocha Garcia (District 4), Council Member Teri Castillo (District 5), Jane Paccione, Jordan Ghawi

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 accommodation 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.

Posted on: November 21, 2023 12:00 PM

San Antonio Housing Trust Public Facility Corporation
Agenda Item 2

This item includes the approval of minutes from the **October 20, 2023**, meeting.

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

2023 OFFICIAL MEETING MINUTES

DATE: October 20, 2023

TIME AND PLACE: The Public Facility Corporation met in session at 2:20 p.m., via Zoom and in person at 114 W Commerce, San Antonio, TX 78205.

PRESENT: Antoinette Brumfield, Mark Carmona, Councilmember Teri Castillo, Eric Cooper, Jordan Ghawi, Rachell Hathaway, Councilmember Jalen McKee-Rodriguez, Marinella Murillo, Councilmember Adriana Rocha Garcia, and Councilmember Phyllis Viagran.

ABSENT: Councilmember John Courage and Jane Paccione

STAFF/VISITORS PRESENT:

Pedro Alanis- Executive Director San Antonio Housing Trust Foundation; Nicole Collazo- Director of Operations San Antonio Housing Trust Foundation; Susan Snowden- Financial Director San Antonio Housing Trust Foundation; Tom Roth- Director of Development San Antonio Housing Trust Foundation; Jessica Kuehne- Director of Asset Management San Antonio Housing Trust Foundation; John Hernandez- Senior Asset Manager San Antonio Housing Trust Foundation; Lauren Bejaran- Senior Administrative Assistant San Antonio Housing Trust Foundation; Ruben Lizalde- D3; Edward Muniga- D4; Justin Renteria- D5; Milee Ray- D9; Mirla Lopez- SEFLA Languages Interpreter; Clarissa Rodriguez- Denton Navarro Rocha Bernal & Zech, P.C.; James Plummer- Bracewell; Rajeev Puri- Athena Domain; Matt Sims- Mason Joseph Company; Karla Desatnik- OCI Group; Ian Benavidez- City of San Antonio Neighborhood and Housing Services Department; Victoria Gonzalez-Gerlach- City of San Antonio Neighborhood and Housing Services Department; Allison Beaver- City of San Antonio Neighborhood and Housing Services Department.

1. **CALL TO ORDER AND ROLL CALL:** The meeting was called to order by President Adriana Rocha Garcia and roll call was called by Lauren Bejaran.
2. **DISCUSSION AND POSSIBLE ACTION TO APPROVE MINUTES OF SEPTEMBER 29, 2023.**

MINUTES COMMISSION ACTION:

Councilmember Phyllis Viagran motioned, and Councilmember Jalen McKee-Rodriguez seconded to approve the minutes of September 29, 2023.

AYES: 5

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.**

**NONE.
NO ACTION TAKEN.**

4. DISCUSSION AND POSSIBLE ACTION TO APPROVE A RESOLUTION RECOMMENDING BOARD OF DIRECTORS APPOINTMENTS FOR THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION TO THE CITY COUNCIL OF THE CITY OF SAN ANTONIO CONSISTENT WITH THE RESTATED BYLAWS.

Pete Alanis briefed the board on reappointing board members Antoinette Brumfield, Eric Cooper, and Jane Paccione to the San Antonio Housing Trust Public Facility Corporation Board of Trustees. The Governance and Policy Committee met on October 13, 2023, and recommend re-appointing Antoinette Brumfield, Eric Cooper, and Jane Paccione for a 4-year term to the SAHT PFC Board of Trustees.

MINUTES COMMISSION ACTION:

Councilmember Jalen McKee-Rodriguez motioned, and Councilmember Phyllis Viagran seconded to approve the reappointment of Antoinette Brumfield, Eric Cooper, and Jane Paccione to the San Antonio Housing Trust Public Facility Corporation Board of Trustees.

AYES: 5

NAYS:

ABSTAINED:

THE MOTION PASSED.

5. DISCUSSION AND POSSIBLE ACTION FOR ELECTION OF OFFICERS.

MINUTES COMMISSION ACTION:

Councilmember Jalen McKee-Rodriguez motioned, and Councilmember Phyllis Viagran seconded, to approve appointing Councilmember Adriana Rocha Garcia as Board President, Jane Paccione as Board Vice President, Jordan Ghawi as Board Secretary for the San Antonio Housing Trust Public Facility Corporation.

AYES: 5

NAYS:

ABSTAINED:

THE MOTION PASSED.

6. BRIEFING, DISCUSSION AND POSSIBLE ACTION REGARDING A RESOLUTION RELATING TO A PROPOSED \$750,000 FORGIVABLE LOAN FROM THE SAHTPFC TO PROVIDE FINANCING FOR CAPITAL REPAIRS TO THE RIVERSIDE TERRACE MANUFACTURED HOME COMMUNITY; AND OTHER MATTERS IN CONNECTION THEREWITH.

Pete Alanis briefed the board about the proposed \$750,000 forgivable loan to be provided by the PFC to ROC USA (Resident Owned Communities) for capital repairs to the Riverside Terrace Manufactured Home Community. The Riverside Terrace manufactured home park consists of one single-family home and 54 pad sites of a mix of one, and two-bedroom apartment homes for senior families earning up to 60% AMI and will be located at the intersection of Research Plaza and S. New Braunfels Avenue within the Brooks Activity Center

on a 6.55-acre vacant parcel. The 240-unit project is estimated to cost \$53.7 million and will require the SAHTF PFC to apply for a \$35 million bond reservation through the Texas Bond Review Board.

The PFC Finance & Audit Committee met on September 18, 2023, to review the application for the project and recommended moving the item to the full PFC board for consideration.

President Adriana Rocha Garcia asked Pete if he spoke with Councilwoman Viagran for District 3 about the project. Pete replied stating Councilwoman Viagran approved of the project, as well as the Brooks Development Authority who also approved of the project.

MINUTES COMMISSION ACTION:

Councilman Jalen McKee-Rodriguez motioned, and Jane Paccione seconded to approve Item #6 for the Brooks Senior Apartments.

AYES: 5

NAYS:

ABSTAINED:

THE MOTION PASSED.

7. BRIEFING, DISCUSSION AND POSSIBLE ACTION REGARDING A RESOLUTION INDUCING THE S HAUSMAN APARTMENTS IN PARTNERSHIP WITH ATHENA DOMAIN, INC., TO BE LOCATED ON A TRACT OF LAND LOCATED AT THE INTERSECTION OF CHAMPIONS GATE AND S HAUSMAN ROAD ON THE SOUTHEAST SIDE OF N LOOP 1604; AND AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET AND OTHER MATTERS IN CONNECTION THEREWITH.

Pete Alanis briefed the board about the Commons at Acequia Trails Apartments, a PFC partnership project with San Antonio Metropolitan Ministry Inc., dba SAMMinistries. The Commons at Acequia Trails Apartments will consist of a mix of studio and 1-bedroom apartment homes for individuals experiencing chronic homelessness and will be located within the Brooks Regional Center on a 6.9-acre vacant parcel. The 201-unit permanent supportive housing project is estimated to cost \$53.6 million and will require the SAHTF PFC or FC to apply for a \$35 million bond reservation through the Texas Bond Review Board to be eligible for the 4% Low Income Housing Tax Credit Program through TDHCA.

The PFC Finance & Audit Committee met on September 18, 2023, to review the application for the project and recommended moving the item to the full PFC board for consideration.

Pete Alanis passed the floor over to Nikisha Baker, from SAMMinistries to elaborate on the Permanent Supportive Housing programs the Commons at Acequia Trails will provide. Nikisha stated the project will offer case management resources, clinic service center that will include therapeutic services, psychiatric services, and physical health services that will be provided by SAMMinistries' partnership with UT Health.

Councilman John Courage asked Pete Alanis how the San Antonio Housing Trust PFC can be built into the apartment units to guarantee homeless individuals will receive housing vouchers for projects like Acequia without the vouchers running out at Opportunity Home. Pete Alanis replied stated that there will need to be more discussion with our Continue of Care organizations and the local housing authority, who can convert certain vouchers into project-based vouchers.

Jordan Ghawi asked Pete Alanis if this project is the only Permanent Supportive Housing Project the PFC board has approved. Pete replied stating that Commons at Acequia Trails is the third

Permanent Supportive Housing Project the PFC has approved.

MINUTES COMMISSION ACTION:

Jane Paccione motioned, and Councilwoman John Courage seconded to approve Item #7 for the Commons at Acequia Trails Apartments.

AYES: 5

NAYS:

ABSTAINED:

THE MOTION PASSED.

8. EXECUTIVE SESSION: THE SAN ANTONIO HOUSING TRUST PFC WILL CONVENE INTO EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODES SECTION 551.072, (REAL PROPERTY) AND 551.071 (CONSULTATION WITH ATTORNEY) TO DISCUSS AND DELIBERATE THE ACQUISITION OF LAND PARCELS FOR PURPOSE OF LAND BANKING.

President Adriana Rocha Garcia convened the San Antonio Housing Trust Foundation meeting into Executive Session at 2:12 p.m.

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), and 551.087 (economic development). ANY ITEM DISCUSSED IN THE EXECUTIVE SESSION MAY BE ACTED ON IN OPEN SESSION.

President Rocha Garcia reconvened the San Antonio Housing Trust Foundation meeting into Open Session at 2:20 p.m. No action was taken place during the Executive Session.

MINUTES COMMISSION ACTION:

Councilman Jalen McKee-Rodriguez motioned, and Councilman John Courage to approve Item #8 for the Artisan at Zarzamora Apartments.

AYES: 5

NAYS:

ABSTAINED:

THE MOTION PASSED.

9. ADJOURNMENT

President Adriana Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 3:08 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.

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

Los oradores interesados tendrán 3 minutos cada uno para dirigirse a la Junta sobre temas de la agenda o asuntos relacionados con la política de vivienda; Se proporcionará un total de 15 minutos.

Para inscribirse en Comentario Público, llame al 210-735-2772 24 horas antes de esta reunión para incluir su nombre en la lista.

San Antonio Housing Trust Public Facility Corporation
Agenda Item 4

Briefing, discussion, and possible action regarding the acquisition of 19.68 acres of vacant land located along the west side of S. Zarzamora, south of 410 in Phase II of the VIDA Development in Council District 4.

Background

As part of the Five-Year Strategic Plan, SAHT is seeking creative options to contribute to the construction of new affordable rental housing. One of the options includes the strategy of land acquisition to preserve for future affordable housing development.

On July 28, 2023, the San Antonio Housing Trust PFC Board took several actions including establishing a \$10M facility to support acquisition activities and authorizing the acquisition of up to 19.68 acres of land along the westside of S. Zarzamora, south of I-410 within the Phase II of the VIDA Master Development in City Council District 4. This authorization also included a \$232,000 budget for due diligence items.

Diligence Period

After the board authorization, the Executive Director executed the Purchase and Sale Agreement, deposited \$15,000 in earnest money with Chicago Title and commenced due diligence activities at the site through our brokerage firm (CBRE). The original feasibility period ended on December 1st but was extended to December 14, 2023 to accommodate completion of the Geotech report and the closing deadline remains December 31, 2023.

Survey/ Title Commitment

Survey was conducted by KFW Engineering on August 14, 2023, confirms 19.67 acres and provides a meet and bounds description of the property. Title Commitment was provided by Chicago Title and reviewed by SAHT General Counsel.

Appraisal

Property appraisal was performed through the lender on September 22, 2023. They concluded the market value of the land is \$4.00 per square foot or \$3,430,000.

Environmental Site Assessment

The Phase I ESA was ordered by the lender to review the 19.68 acre vacant and undeveloped land. STC Environmental found no evidence of any recognized environmental conditions and no potential vapor encroachment conditions were discovered. Being vacant undeveloped land endangered species or their habitat could potentially be present on the site. Fill material consisting of sandy soil, gravel, and construction debris such as rock, concrete, CMU block, and bricks was observed on the property, but was deemed “deminimis” condition.

Civil Engineering Study

Garza EMC conducted the civil site assessment which describes the site as being in Leon Creek and Medina River Watershed. No portion of the tract is located within the boundaries of the Edwards Aquifer Recharge Zone as defined by TCEQ. No portion of the site is located within the 100-year floodplain as defined by FEMA. The northeast portion of the site is located within the City of San Antonio's mandatory detention zones, and therefore stormwater detention may be required. The site is located in the San Antonio Water System (SAWS) CCN and there is existing SAWS water and sewer infrastructure in the area that could serve proposed development. The lot is within the gas and electricity service area of CPS Energy.

Zoning & Platting

The lot is in the City of San Antonio City limits and is zoned Form Based Zoning (FBZ). FBZ zoning has transect codes of T1-T-6. Since the site will be used for multifamily, for all portions of the tract, then a zoning change would be required for the area within the T-1 Zone. There are two options for rezoning: rezoning the section that is T-1 or rezoning the entire property. The City of San Antonio Planning coordinator with the Development Services Zoning Department, Kellye Sanders, recommends rezoning the entire property. This recommendation is based on the inconsistencies in setbacks, heights, and design guidelines that may result from only rezoning one portion of the property. Rezoning application fee for property this size is \$5,620.00.

The site is unplatted according to BCAD. Site will require a plat application since SAWS will provide service to the site. The site will require a Master Development Plan since the tract will likely be subdivided into phases. Plat will require platting fees to be paid.

Permitting/Easements

Project will be subject to Tree Preservation Fees and Parks/Recreation Fees. There are no easements on the property.

Stormwater/Drainage

A majority of the site drains southeast along S. Zarzamora St. and a small portion of the north of the site drains northeast along S. Zarzamora St. The north portion will have to provide stormwater detention in order to keep post developed flows below existing conditions. Another option would be to do a flood study and prove that any increase in flows will not create any adverse impacts to the floodplain. There are 3 options for stormwater:

1. Detain water in detention pond
2. Design a level spreader to slow down flow from points of discharge (study)
3. Communicate with adjacent owner to obtain a drainage easement of approximately 1,000 LF that will allow a storm pipe to tie into the channel newly constructed hospital district culvert system

Roadway Access/Traffic

The site currently has access to S. Zarzamora St. The site has approximately 1,732 feet of frontage along S. Zarzamora St. Site will require a 10' sidewalk for bicycle facilities and planting strips width minimum of 3 feet along the site frontage. A deceleration lane may be required. A Traffic Impact Analysis will be required (including city fees). The City will require a minimum of 10 feet right of way dedication.

Water/Sewer/Gas/Electric

SAWS has an existing 8-inch water main along the west side of S Zarzamora that can service the lot. A SAWS Utility Service Agreement (USA-23478) for Vida San Antonio from 2009 is in place and no USA will be required. Cost of water service will be measured in EDUs. 1 EDU = \$4,749.

There is no accessible sewer mains within 300 feet in the vicinity of the property at the time of the Civil review. A sewer extension of up to 1,700 linear feet would cost upwards of \$200,000 for installation. However, Southstar filed 2 easements extending the sewer line under Zarzamora to the property to their adjacent property and will install the Sewer Line connection in December. Sewer Impact Fees per 1 EDU is \$1,553.

CPS Energy service will be the gas and electric provider for this site. There is currently a 6-inch gas supply main all along the frontage of the site. There are overhead lines all along the sites' frontage as well as a secondary underground line going south on the southeast corner of the site along S. Zarzamora St.

Geotechnical/LSI Report

Geotechnical drilling commenced on November 22, 2023. This report will describe the soil makeup for the norther portion of the site. It will also screen for any environmental hazards that may not have been identified by the Phase I ESA. Reports will be sent to SAHT in early December. This is the last due diligence item we will need to order closing.

Fiscal Impact

The sales price of all 19.68 acres is \$3,386,181. SAHT PFC is utilizing a 65% LTV interest only loan with Frost Bank. The loan amount is estimated to be \$2,201,017. SAHT shall cover the remainder of the acquisition price plus negotiated closing costs estimated at \$1,269,818.

At current SOFR rates, the Frost Facility Loan is estimated at 6.06% and is payable as interest only payments for up to 5 years, with principal buy downs at the end of year 3 and 4, with loan balance due at end of year five. SAHT PFC can pay off the loan without penalty at any time. SAHT PFC is also working with Stifel, Financial Advisor on a SWAP option as a hedge against rising interest rates.

Recommendation

Staff recommend authorizing the Assistant Secretary to take any actions necessary actions to close financing on the acquisition of 19.68 acres of vacant land located along the west side of S. Zarzamora, south of 410 in Phase II of the VIDA Development.

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

RESOLUTION NO. _____

A RESOLUTION BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION AUTHORIZING A DRAWDOWN IN THE MAXIMUM AMOUNT OF \$2.4 MILLION FROM THE PFC FROST BANK CREDIT FACILITY FOR PURPOSES OF ACQUISITION OF REAL PROPERTY NECESSARY FOR PROJECT VIDA; AUTHORIZING THE EXECUTION OF ALL DOCUMENTATION NECESSARY FOR OR RELATING TO THE DRAWDOWN, INCLUDING BUT NOT LIMITED TO CONTRACTS PROVIDING FOR INTEREST RATE SWAPS OR CAPS; AUTHORIZING SIGNATORIES; AND ADDRESSING RELATED MATTERS.

RECITALS

WHEREAS, the San Antonio Housing Trust Public Facility Corporation (sometimes “PFC”) was created pursuant to Chapter 303 of the Texas Local Government Code, and as such is bestowed with broad powers to finance or to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities in an orderly, planned manner and at the lowest possible borrowing costs; and

WHEREAS, in July 2023, the PFC approved a Credit Facility with Frost Bank in the amount of \$10,000,000.00, with a maturity date of 60 months for each drawdown, to be used primarily for the acquisition of land or existing property for future redevelopment opportunities for affordable housing development; and

WHEREAS, the PFC Board of Directors wishes to authorize a drawdown pursuant to said facility for the acquisition of real property associated with Project VIDA and the establishment of affordable housing associated with said project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION 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 Public Facility Corporation hereby authorizes a drawdown from the Credit Facility agreement with Frost Bank in an amount not to exceed \$2,400,000.00, along with the execution of any and all other necessary documents or authorizations for this drawdown, including but not limited to documents authorizing interest rate swaps or caps pertaining to said drawdown (the “Drawdown”); and hereby authorizes Nicole Collazo, PFC Director of Operations; or the PFC President as signatories for the Drawdown;

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 _____, 2023.

SIGNED:

Councilwoman Dr. Adriana Rocha Garcia
President

ATTEST:

Jordan Ghawi, Secretary

San Antonio Housing Trust Public Facility Corporation
Agenda Item 5

Briefing, discussion and possible action regarding a resolution inducing the Creek Bend Apartment Homes 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 approving and authorizing the execution of a memorandum of understanding; and other matters in connection therewith.

Pedcor is a highly qualified national firm seeking to partner with the SAHT PFC to develop a proposed 312-unit new construction 4% bond development targeted for low to moderate income families. The *Creek Bend Apartments* will be a mix of affordable units for households whose incomes average from 30% to 60% of area median income (AMI).

Property Information

As currently proposed, the development will include a mix of one-, two-, and three-bedroom apartment homes for low to moderate income families. Of the 312 total apartment homes, 16 units (5%) will be restricted for those households earning up to 30% AMI; 296 units will be restricted for those households earning up to 60% AMI. See the below targeted unit mix and bedroom sizes.

Unit Mix & Affordability			
	<30% AMI	60% AMI	Total
1 BR	5	79	84
2 BR	9	183	192
3 BR	2	34	36
Total	16	296	312

The unit mix will assist the City in meeting SHIP goals and SAHT affordability targets for 30% and 60% AMI Unit.

The Creek Bend Apartments will feature a swimming pool with splash pad, fitness center, business center, furnished community room with wi-fi, covered pavilion, barbecue grills and picnic tables, two playgrounds, and a dog park. In addition, carports and garages will be available for rent. Additional amenities will include covered entry; nine-foot ceilings in living room and all bedrooms (at minimum), a walk-in closet in at least one bedroom, breakfast bar, microwave oven, self-cleaning or continuous cleaning oven, refrigerator with icemaker, storage room, and a covered patio or balcony. While the clubhouse will include a laundry room for those residents without their own washer/dryer, all the units are also equipped with laundry connections.

Residential services Tenant services will be provided and may include services such as a weekly exercise program, annual health fair provided by a health care professional, notary services during regular business hours, twice monthly arts/crafts and other recreational activities, twice monthly on-site social events, and/or a food pantry. The Pedcor team will assess future costs of transit services

due to the distance from the closest transit stop/station. However, they may seek to coordinate with VIA on a stop at the location.

The property will feature several energy-conserving/green building features will be incorporated into the development, including 15 SEER HVAC or greater, a 30-year roof, Energy-Star rated dishwasher and refrigerator, Energy-Star windows, at least one Energy-Star rated ceiling fan per unit, Energy-Star rated lighting, and EPA Water Sense showerheads and faucets in all units.

Development Team

Pedcor is one of the largest developers of affordable housing within the multifamily housing tax credit space. Since its inception, Pedcor has successfully closed 242 partnerships consisting of 33,131 units (20,643 tax credit and 11,488 market) located within 186 communities throughout 21 states.

Pedcor Property Management will be the Property Manager who has substantial experience in affordable housing in the Texas market including several SAHT partnered properties. They have also identified 5th Dimension Architects & Interiors LLC, who has worked with Pedcor on prior apartment communities. CDS Muery is a local Engineering firm and Dauby O'Connor and Zaleski, LLC, an Austin-based Accounting Firm have also been identified. Arkose Environmental, Inc. as Environmental Firm, and Pedcor Construction is the General Contractor. The attorney team will be identified later.

Site Information

The property is located at the most norther parcel within the City of San Antonio Limits on 18 acres of a 37-acre tract of vacant land. The site is zoned C-2 with a GC-3 corridor overlay, which allows primarily for commercial uses. The site would need to be rezoned to allow for multifamily development, which can be accomplished through zoning to MF or MXD, the latter of which would retain some commercial components.

The project is located less than a mile from Kinder Ranch Elementary School and less than 1.5 miles from Pieper Ranch Middle School and Pieper High School, all very highly rated. Neighborhood amenities are approximately 1.5-4.0 miles south along HWY 281 North.

Creek Bend is located north of the Stone Oak regional center located at US Highway 281 and Loop 1604. The regional center comprises the master planned community of Stone Oak, two independent hospitals and the Northwood Shopping Center, among other uses. This mix of uses supports over 21,000 jobs and 75,000 residents in the area. The Stone Oak Transit Park and Ride is approximately 4 miles away. Currently no transit stops or Via Link services in this area.

Financial Considerations:

The project is anticipated to be a \$96.7 million project that will require the SAHT PFC or FC to apply for a \$50 million bond reservation through the Texas Bond Review Board to be eligible for the 4% Low Income Housing Tax Credit Program through TDHCA. The project will also require a 100% Sales and Property Tax Exemption through the PFC being part of the Tax Credit Partnership.

Est. Sources	Amount
Bond Debt	\$43,400,000
LIHTC Equity	37,396,000
Deferred Developer Fee	10,690,000
Lease Up Rental Income	3,670,000
Accrued Interest	1,606,000
Total Sources	\$96,762,000

Est. Uses	Amount
Acquisition	\$ 3,493,000
Construction Hard Costs	62,395,000
Construction Period Costs	10,543,000
Permanent Financing Costs	1,839,000
Soft Costs	6,364,000
Reserves	1,159,000
Syndication Costs	269,000
Developer Fee	10,700,000
Total Sources	\$96,762,000

The project has no anticipated gap. However, the entire developer fee is being deferred and will take 15 years to repay. SAHT is anticipated to receive the following:

- Bond Issuance Fee of 1% of the Final Bond Issuance Amount (estimated at \$500k)
- Annual Bond Fee of \$30/unit (estimated at \$98k)
- 40% of Developer Fee and Deferred Fees (estimated at \$4.3 million)
- 50% of Cash Flow after Deferred Fees are paid
- 50% of Residual Value at Capital Event in Year 15
- 25% of Sales Tax Savings from Construction

Staff is recommending funding a Tenant Assistance Fund at \$468k (\$1,500/unit) from SAHT owed Sales Tax Savings and Developer Fee earned prior to lease up.

Recommendation:

The SAHT PFC board approved a \$50 million bond inducement resolution on September 29, 2023. Staff recommends authorizing a resolution inducing the Creek Bend Apartment Homes transaction and subsequent matters herein.

CREEK BEND APARTMENT HOMES

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 November 27, 2023 (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 CREEK BEND APARTMENT HOMES 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 APPROVING AND AUTHORIZING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING; 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 November 27, 2023.

Pedro A. Alanis, Assistant Secretary

RESOLUTION INDUCING THE CREEK BEND APARTMENT HOMES 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 APPROVING AND AUTHORIZING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Antonio, Texas (the “City”), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Trust Public Facility Corporation, a nonstock, nonprofit public facility corporation (“SAHTPFC”);

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

WHEREAS, Pedcor Investments-2022 CXCI, L.P. a Texas limited partnership (the “Partnership”), and SAHT Creek Bend GP, LLC, a to-be-formed Texas limited liability company and its general partner (the “General Partner”), will acquire and construct a proposed approximately 312-unit multifamily housing facility to be known as the Creek Bend Apartment Homes (the “Housing Facility”) to be located at approximately the northwest corner of Highway 281 and Borgfeld Road, San Antonio, Texas 78620 (the “Land,” together with the Housing Facility, the “Project”);

WHEREAS, at the request of the Partnership, 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, and (iii) serve as the general contractor for the Project;

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

WHEREAS, SAHTPFC and the Partnership or an affiliate or affiliates thereof have defined their mutual relationship in a Memorandum of Understanding (the “MOU”);

WHEREAS, the Partnership has also requested that SAHTPFC issue its Multifamily Housing Revenue Bonds (Creek Bend Apartment Homes) Series 2024 (the “Bonds”) to finance the Project (the “Bond Financing”);

WHEREAS, Pedcor Development Associates, LLC (the “Developer”), on behalf of the Partnership, has applied or will simultaneously herewith apply for 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 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 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 order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (“Subordinate Loans”);

WHEREAS, the Board of Directors of SAHTPFC (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. Subject to the terms hereof, the SAHTPFC agrees that it will:

(a) cooperate with the Partnership with respect to the Project, and, if arrangements therefor satisfactory to the Partnership and SAHTPFC can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the Partnership or SAHTPFC in connection with the Project (collectively, the “Contracts”), providing among other things for financing, acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project, all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Corporation and the Partnership; and

(b) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

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 the Contracts including, but not limited to, any and all applications, term sheets and other agreements required for the financing and construction of the Project and documents related to the Bond Financing, LIHTCs, Equity Financing and 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, 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 Board approves and authorizes the execution by any officer(s) of the Board of the MOU setting forth the details of the Project.

Section 7. 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 8. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHTPFC for this transaction.

Section 9. 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 and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 12. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 13. This Resolution shall be in force and effect from and after its passage.

San Antonio Housing Trust Public Facility Corporation
Agenda Item 5

Briefing, discussion, and possible action regarding a resolution concerning the application of Orion I Apartments relating to the proposed financing of up to \$50,000,000 of the cost of acquisition, construction, and equipping of a 312-unit multifamily development located at Palo Alto and 410; and other matters in connection therewith.

Background

Pedcor, is a highly qualified national firm seeking to partner with the SAHT PFC to develop a proposed 312-unit new construction 4% bond development targeted for low to moderate income families. The *Orion I Apartments* will be a mix of affordable units for households whose incomes average from 30% to 60% of area median income (AMI).

Property Information

As currently proposed, the development will include a mix of one-, two-, three-, and four-bedroom apartment homes for low to moderate income families. Of the 312 total apartment homes, 32 units (10%) will be restricted for those households earning up to 30% AMI; 280 units (90%) will be restricted for those households earning up to 60% AMI. See the below targeted unit mix and bedroom sizes.

Unit Mix & Affordability			
	<30% AMI	60% AMI	Total
1 BR	8	76	84
2 BR	18	162	180
3 BR	4	32	36
4 BR	2	10	12
Total	32	280	312

The unit mix will assist the City in meeting SHIP goals and SAHT affordability targets for 30% and 60% AMI Units.

The Orion I Apartments will feature a swimming pool, fitness center, business center, furnished community room with wi-fi, covered pavilion, barbecue grills and picnic tables, playground, and a dog park. Additional amenities will include covered entry; nine-foot ceilings in living room and all bedrooms (at minimum), a walk-in closet in at least one bedroom, breakfast bar, microwave oven, self-cleaning or continuous cleaning oven, refrigerator with icemaker, storage room, and a covered patio or balcony. While the clubhouse will include a laundry room for those residents without their own washer/dryer, all the units will be equipped with laundry connections.

Residential services Tenant services will be provided and may include services such as a weekly exercise program, annual health fair provided by a health care professional, notary services during

regular business hours, twice monthly arts/crafts and other recreational activities, twice monthly on-site social events, and/or a food pantry.

The property will feature several energy-conserving/green building features will be incorporated into the development, including 15 SEER HVAC or greater, a 30-year roof, Energy-Star rated dishwasher and refrigerator, Energy-Star windows, at least one Energy-Star rated ceiling fan per unit, Energy-Star rated lighting, and EPA Water Sense showerheads and faucets in all units.

Development Team

Pedcor is one of the largest developers of affordable housing within the multifamily housing tax credit program and with reference to Affordable Housing Finance Magazine Pedcor consistently remains one of the Top 50 developers and owners/managers of LIHTC units in the country.

Pedcor's development/investment portfolio includes 77 - conventionally financed 9% LIHTC partnerships, 94 - 4% LIHTC tax-exempt bond financed partnerships, 29 - work force housing projects with 51% at 80% AMI set aside and 43 - market rate partnerships in addition to 1 special use facility providing a haven for women who have been victims of domestic violence. In summary, since its inception, Pedcor has successfully closed 242 partnerships consisting of 33,131 units (20,643 tax credit and 11,488 market) located within 186 communities throughout 21 states.

Pedcor Property Management will be the Property Manager and has substantial experience in affordable housing in the Texas market including several SAHT partnered properties. They have also identified 5th Dimension Architects & Interiors LLC, who has worked with Pedcor on prior apartment communities. Pedcor Construction is the General Contractor.

Site Information

The property is in city council district 4, near Palo Alto and the 410-frontage road on 23.8 acres of vacant land. Currently 18 acres are zoned MF-25, with the balance zoned C-2 MLOD-2 MLR-2 AHOD. The developer is currently working with SAWS and COSA to evaluate the feasibility of changing the zoning to MF-25.

The property is located within the *Texas A&M- San Antonio Regional Center (an SA Tomorrow Regional Center)*. The development will be in the rapidly degrowing Palo Alto/Gillette area in south San Antonio. The site has good access to IH- 410, IH-35 ,and IH37. It is a short distance to Texas A&M university and Palo Alto Community College. The site is serviced by the Southwest ISD , which includes Bob Hope Elementary, Resnik Middle School and Southwest Legacy High school.

The site is supported by frequent Via Transit along the #520 Route, with a stop at I-410 and Zarzamora

Financial Considerations:

The estimated development cost is \$92.9 million. The project will require the SAHTPFC to apply for a \$50 million bond reservation through the Texas Bond Review Board to be eligible for the 4% Low Income Housing Tax Credit Program through TDHCA. The project will also require a 100% Sales and Property Tax Exemption which will be achieved by the PFC being part of the Tax Credit Partnership.

Sources	Financing
Bond Debt	\$43,600,000
LIHTC Equity	35,100,000
Deferred Developer Fee	8,656,000
DDF interest	546,000
Lease Up Rental Income	3,900,000
Accrued Interest	1,061,000
Total Sources	\$92,900,000

Uses	Amount
Acquisition	\$ 4,406,000
Construction Hard Costs	58,688,000
Construction Period Costs	10,969,000
Permanent Financing Costs	1,487,000
Bond Issuance Costs	772,000
Soft Costs	4,652,000
Reserves	1,393,000
Developer Fee	10,540,000
Total Uses	\$92,900,000

Recommendation:

Staff recommends authorization of a resolution concerning the application of Orion I Apartments relating to the proposed financing of up to \$50,000,000 of the cost of acquisition, construction, and equipping of a 312-unit multifamily development located at Palo Alto and 410.

Attachments:

Resolutions

THE ORION APARTMENTS

CERTIFICATE FOR RESOLUTION

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on November 27, 2023 (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 CONCERNING THE APPLICATION OF THE PEDCOR INVESTMENTS-2023-CXCVII, L.P., RELATING TO THE PROPOSED FINANCING OF UP TO \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ORION APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED November 27, 2023.

Pedro A. Alanis, Assistant Secretary

RESOLUTION CONCERNING THE APPLICATION OF THE PEDCOR INVESTMENTS-2023-CXCVII, L.P., RELATING TO THE PROPOSED FINANCING OF UP TO \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ORION APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Antonio, Texas (the “City”), has, pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Trust Public Facility Corporation, a nonstock, nonprofit public facility corporation (the “Issuer”);

WHEREAS, the Issuer, on behalf of the City, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds;

WHEREAS, Pedcor Investments-2023-CXCVII, L.P., a Texas limited partnership (the “User”), has filed an Application for financing (the “Application”), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed approximately 312-unit multifamily housing facility to be located at approximately 13107 SW Loop 410 and to be known as The Orion Apartments (the “Project”); and (ii) the Issuer file and/or refile a 2024 and/or 2025 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (the “Board”) of the Issuer to issue housing revenue bonds pursuant to the Act (the “Bonds”) to finance and pay any Development Costs, as defined in the Act, for the Project;

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project;

WHEREAS, this Resolution shall constitute the Issuer’s commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$50,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(together, the “Allocation Act”), and various provisions of the Internal Revenue Code of 1986, as amended (the “Code”);

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given;

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds;

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code;

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” or an “Application for Carryforward for Private Activity Bonds” (together, the “Allocation Application”) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application;

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer;

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (the “Expenditures”) and expects to reimburse the Expenditures with proceeds of the Bonds;

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (the “Regulation”) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures;

WHEREAS, the San Antonio Housing Trust Public Facility Corporation may acquire the membership interest in the general partner of the User;

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

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

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

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

(a) Subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$50,000,000;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the “Contracts”), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents’ and trustee’s fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

Section 2. The Bonds shall specifically provide that neither the State of Texas (the “State”), the City, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the City, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 3. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer’s adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents’ and trustee’s fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the City against all losses, costs,

damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the City) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the City Council.

Section 4. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 5. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

Section 8. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2024 and/or 2025 Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 9. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 10. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 11. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 12. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 13. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$50,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 14. The Board authorizes the President, Vice President, Secretary, Treasurer, Assistant Secretary or Executive Director of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 15. 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 16. 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 17. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 18. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 19. This Resolution shall be in force and effect from and after its passage.

* * *

**San Antonio Housing Trust Public Facility Corporation
Agenda Item 6**

Briefing, discussion and possible action regarding a resolution concerning the application of Orion II Apartments relating to the proposed financing of up to \$35,000,000 of the cost of acquisition, construction, and equipping of a 240-unit multifamily development located at Palo Alto and 410; and other matters in connection therewith.

Background

Pedcor, is a highly qualified national firm seeking to partner with the SAHT PFC to develop a proposed 240-unit new construction 4% bond development targeted for low to moderate income families. The *Orion II Apartments* will be a mix of affordable units for households whose incomes average from 30% to 60% of area median income (AMI).

Property Information

As currently proposed, the development will include a mix of one-, two-, and three-bedroom apartment homes for low to moderate income families. Of the 240 total apartment homes, 30 units (13%) will be restricted for those households earning up to 30% AMI; 210 units (87%) will be restricted for those households earning up to 60% AMI. See the below targeted unit mix and bedroom sizes.

Unit Mix & Affordability			
	<30% AMI	60% AMI	Total
1 BR	8	64	72
2 BR	18	114	132
3 BR	4	32	36
Total	30	210	240

The unit mix will assist the City in meeting SHIP goals and SAHT affordability targets for 30% and 60% AMI Units.

The Orion II Apartments will feature a swimming pool, fitness center, business center, furnished community room with wi-fi, covered pavilion, barbecue grills and picnic tables, playgrounds, and a dog park. Additional amenities will include covered entry; nine-foot ceilings in living room and all bedrooms (at minimum), a walk-in closet in at least one bedroom, breakfast bar, microwave oven, self-cleaning or continuous cleaning oven, refrigerator with icemaker, storage room, and a covered patio or balcony. While the clubhouse will include a laundry room for those residents without their own washer/dryer, all the units are also equipped with laundry connections.

Residential services Tenant services will be provided and may include services such as a weekly exercise program, annual health fair provided by a health care professional, notary services during

regular business hours, twice monthly arts/crafts and other recreational activities, twice monthly on-site social events, and/or a food pantry.

The property will feature several energy-conserving/green building features will be incorporated into the development, including 15 SEER HVAC or greater, a 30-year roof, Energy-Star rated dishwasher and refrigerator, Energy-Star windows, at least one Energy-Star rated ceiling fan per unit, Energy-Star rated lighting, and EPA Water Sense showerheads and faucets in all units.

Development Team

Pedcor is one of the largest developers of affordable housing within the multifamily housing tax credit program and with reference to Affordable Housing Finance Magazine Pedcor consistently remains one of the Top 50 developers and owners/managers of LIHTC units in the country.

Pedcor's development/investment portfolio includes 77 - conventionally financed 9% LIHTC partnerships, 94 - 4% LIHTC tax-exempt bond financed partnerships, 29 - work force housing projects with 51% at 80% AMI set aside and 43 - market rate partnerships in addition to 1 special use facility providing a haven for women who have been victims of domestic violence. In summary, since its inception, Pedcor has successfully closed 242 partnerships consisting of 33,131 units (20,643 tax credit and 11,488 market) located within 186 communities throughout 21 states.

Pedcor Property Management will be the Property Manager who has substantial experience in affordable housing in the Texas market including several SAHT partnered properties. They have also identified 5th Dimension Architects & Interiors LLC, who has worked with Pedcor on prior apartment communities. Pedcor Construction is the General Contractor.

Site Information

The property is located in city council district 4 near Palo Alto and 410 frontage road on 23.8 acres of vacant land. Currently 18 acres are zoned MF-25, with the balance zoned C-2 MLOD-2 MLR-2 AHOD. The developer is currently working with SAWS and CoSA to evaluate the feasibility of changing the zoning to MF-25.

The property is located within the *Texas A&M- San Antonio Regional Center (an SA Tomorrow Regional Center)*. The development will be in the rapidly degrowing Palo Alto/Gillette area in south San Antonio. The site has good access to IH- 410, IH-35 ,and IH37. It is a short distance to Texas A&M university and Palo Alto Community College. The site is serviced by the Southwest ISD , which includes Bob Hope Elementary, Resnik Middle School and Southwest Legacy High school.

The site is supported by frequent Via Transit along the #520 Route, with a stop at I-410 and Zarzamora

Financial Considerations:

The project has an estimated cost of \$71 million and will require the SAHT PFC to apply for a \$35 million bond reservation through the Texas Bond Review Board to be eligible for the 4% Low Income Housing Tax Credit Program through TDHCA. The project will also require a 100% Sales and Property Tax Exemption through the PFC being part of the Tax Credit Partnership.

Sources	Financing
Bond Debt	\$32,435,000
LIHTC Equity	27,550,000
Deferred Developer Fee	6,292,000
<i>DDF interest</i>	<i>421,000</i>
Lease Up Rental Income	3,501,000
Accrued Interest	801,000
Total Sources	\$71,000,000

Uses	Amount
Acquisition	\$ 2,222,000
Construction Hard Costs	45,689,000
Construction Period Costs	8,324,000
Permanent Financing Costs	1,245,000
Bond Issuance Costs	658,000
Soft Costs	2,214,000
Reserves	2,436,000
Developer Fee	8,120,000
Total Uses	\$71,00,000

Recommendation:

Staff recommends authorization of a resolution concerning the application of Orion I Apartments relating to the proposed financing of up to \$35,000,000 of the cost of acquisition, construction, and equipping of a 240-unit multifamily development located at Palo Alto and 410.

Attachments:

Resolutions

THE ORION PHASE II APARTMENTS

CERTIFICATE FOR RESOLUTION

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on November 27, 2023 (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 CONCERNING THE APPLICATION OF THE PEDCOR INVESTMENTS-2023-CXCVIII, L.P., RELATING TO THE PROPOSED FINANCING OF UP TO \$35,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ORION PHASE II APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

SIGNED November 27, 2023.

Pedro A. Alanis, Assistant Secretary

RESOLUTION CONCERNING THE APPLICATION OF THE PEDCOR INVESTMENTS-2023-CXCVIII, L.P., RELATING TO THE PROPOSED FINANCING OF UP TO \$35,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ORION PHASE II APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Antonio, Texas (the “City”), has, pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Trust Public Facility Corporation, a nonstock, nonprofit public facility corporation (the “Issuer”);

WHEREAS, the Issuer, on behalf of the City, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds;

WHEREAS, Pedcor Investments-2023-CXCVIII, L.P., a Texas limited partnership (the “User”), has filed an Application for financing (the “Application”), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed approximately 240-unit multifamily housing facility to be located 13107 SW Loop 410 and to be known as The Orion Phase II Apartments (the “Project”); and (ii) the Issuer file and/or refile a 2024 and/or 2025 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (the “Board”) of the Issuer to issue housing revenue bonds pursuant to the Act (the “Bonds”) to finance and pay any Development Costs, as defined in the Act, for the Project;

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project;

WHEREAS, this Resolution shall constitute the Issuer’s commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$35,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(together, the “Allocation Act”), and various provisions of the Internal Revenue Code of 1986, as amended (the “Code”);

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given;

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds;

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code;

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” or an “Application for Carryforward for Private Activity Bonds” (together, the “Allocation Application”) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application;

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer;

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (the “Expenditures”) and expects to reimburse the Expenditures with proceeds of the Bonds;

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (the “Regulation”) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures;

WHEREAS, the San Antonio Housing Trust Public Facility Corporation may acquire the membership interest in the general partner of the User;

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

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

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

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

(a) Subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$35,000,000;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the “Contracts”), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents’ and trustee’s fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

Section 2. The Bonds shall specifically provide that neither the State of Texas (the “State”), the City, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the City, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 3. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer’s adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) Prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents’ and trustee’s fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the City against all losses, costs,

damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the City) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the City Council.

Section 4. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 5. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 7. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

Section 8. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2024 and/or 2025 Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 9. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 10. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 11. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 12. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 13. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$35,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 14. The Board authorizes the President, Vice President, Secretary, Treasurer, Assistant Secretary or Executive Director of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 15. 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 16. 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 17. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

Section 18. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 19. This Resolution shall be in force and effect from and after its passage.

* * *

San Antonio Housing Trust Public Facility Corporation
Agenda Item 8

Executive Session – The San Antonio Housing Trust Public Facility Corporation will meet in Executive Session pursuant to Government Codes 551.071 consultation with Attorney and 551.072, Real Property to receive advice and updates on pending or contemplated litigation and as follows:

- a. Tax Credit Asset Management (“TCAM”) Agreement*
- b. Mission Road Developmental Center v. Cal-Tex Interiors, Inc., et al.; In the 73rd District Court of Bexar County, Texas, Cause No. 2023-CI-08474.*
- c. To discuss and deliberate the acquisition of land parcels for the purpose of land banking and possible development.*

***Executive Session**

The San Antonio Housing Trust Public Facility Corporation 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.

San Antonio Housing Trust Public Facility Corporation
Agenda Item 9

Briefing, discussion, and possible action regarding a resolution by The Board of Directors of the San Antonio Housing Trust Public Facility Corporation appointing Nicole Collazo as an Assistant Secretary.

SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION

RESOLUTION NO. _____

A RESOLUTION BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION APPOINTING NICOLE COLLAZO AS AN ASSISTANT SECRETARY; AND ADDRESSING OTHER MATTERS IN CONNECTION THEREWITH

RECITALS

WHEREAS, the San Antonio Housing Trust Public Facility Corporation (sometimes “PFC”) was created pursuant to Chapter 303 of the Texas Local Government Code, and as such is bestowed with broad powers to finance or to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities in an orderly, planned manner and at the lowest possible borrowing costs; and

WHEREAS, the PFC Board of Directors finds that creating additional executive, administrative, and organizational capacity among PFC staff will help the PFC in furthering its objectives; and

WHEREAS, in accordance with the above, the PFC Board of Directors wishes to appoint Nicole Collazo as an Assistant Secretary in order to expand such capacity;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION 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 Public Facility Corporation hereby appoints Nicole Collazo as an Assistant Secretary of the Corporation, with the authority to undertake the actions of an Assistant Secretary as authorized by the Board, and to act as an officer of the Corporation, including the authority to execute documents on behalf of the Corporation when an Assistant Secretary is authorized to do so;

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 _____, 2023.

SIGNED:

Dr. Adriana Rocha Garcia, President

ATTEST:

Jordan Ghawi, Secretary