

AGENDA

A Regular Board Meeting for:

SAN ANTONIO HOUSING TRUST FINANCE 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/88070033634?pwd=SnRLdUR6MVhpNFp1TzIUUnhaZzhvQT09>

DIAL-IN NUMBER: 1-346-248-7799 Meeting ID: 880 7003 3634

PASSWORD: 396957

On Friday, June 21, 2024, beginning at 2:00 p.m. or immediately following the adjournment of the San Antonio Housing Trust Public Facility Corporation board meeting.

NOTICE: A quorum of the board of directors will be physically located at 114 W Commerce St., San Antonio, TX 78205 at 2:00 p.m. One or more of the Directors may attend this meeting by video conference pursuant to the requirements set forth in the Texas Open Meetings Act. An electronic copy of the agenda packet may be accessed at the San Antonio Housing Trust website under the CALENDAR/Board Meeting date page prior to the meeting.

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

1. Call to Order and Roll Call.
2. Discussion and possible action to approve minutes of May 17, 2024.
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 to approve a resolution authorizing the San Antonio Housing Trust Finance Corporation Multifamily Housing Mortgage Revenue Bonds (the **Arbors at West Avenue Apartments** project), Series 2024; and other matters in connection therewith.
5. Adjournment.

Executive Session. The San Antonio Housing Trust reserves the right to adjourn into Executive Session at any time during the course of this meeting to discuss any of the matters listed on the posted agenda, above, as authorized by the Texas Government Code, Sections 551.071 (consultation with attorney), 551.072 (deliberations about real property), 551.073 (deliberations about gifts and donations), 551.074 (personnel matters), 551.076 (deliberations about security devices), and 551.087 (economic development). *ANY ITEM DISCUSSED IN EXECUTIVE SESSION MAY BE ACTED ON IN OPEN SESSION.*

Attendance by Other Elected or Appointed Officials: It is possible that members of 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.

Posted on: June 14, 2024 5:43 PM

San Antonio Housing Trust Finance Corporation
Agenda Item 2

This item includes the approval of minutes from the **May 17, 2024** meeting.

SAN ANTONIO HOUSING TRUST FINANCE CORPORATION
OFFICIAL MEETING MINUTES

DATE: May 17, 2024

TIME AND PLACE: The Finance Corporation met in session at 2:12 p.m., via Zoom and in person at 114 W Commerce St, San Antonio, TX 78205.

PRESENT: Antoinette Brumfield, Councilmember Teri Castillo, Eric Cooper, Jordan Ghawi, Councilmember Dr. Sukh Kaur, Councilmember Dr. Adriana Rocha Garcia, Rachell Hathaway, Marinella Murillo, Jane Paccione, and Councilmember Phyllis Viagran.

ABSENT: Mark Carmona and Councilmember Jalen McKee-Rodriguez.

STAFF/VISITORS PRESENT:

Pedro Alanis- Executive Director San Antonio Housing Trust; Nicole Collazo- Director of Operations San Antonio Housing Trust; Susan Snowden- Financial Director San Antonio Housing Trust; Lauren Bejaran- Senior Administrative Assistant San Antonio Housing Trust; Tom Roth- Director of Development San Antonio Housing Trust; Seema Kairam- Real Estate Development Manager of San Antonio Housing Trust; Frida Garcia- San Antonio Housing Trust; Jessica Kuehne- Director of Asset Management San Antonio Housing Trust; John Hernandez- Senior Asset Manager; Clarissa Rodriguez- Denton Navarro Rocha Bernal & Zech, P.C.; Jim Plummer- Bracewell; Summer Greathouse- Bracewell; Levi Stoneking- Bracewell; Ryan Salts- District 1; Edward Mungia- District 4; Justin Renteria- District 5; Isaac Bernal- City of San Antonio; Erika Ragsdale- City of San Antonio; Kevin DeAnda- Ortiz McKnight PLLC; Daniela Paz- Ascend NBS; Jean Latsha- Pedcor Investments; Craig H. Lintner- Pedcor Investments; Matthew Fullenkamp- Pedcor Investments; Nathan Wayne- Pedcor Investments; Dominic Marinelli- United Spinal Association; Andre Green- SAHT Sustainability & Universal Design Committee Member; Michelle Marvelli- Citizen; Ivette Velasco- SEFLA Languages Interpreter.

1. CALL TO ORDER AND ROLL CALL: The meeting was called to order by President Rocha Garcia and the roll was called by Lauren Bejaran.

2. DISCUSSION AND POSSIBLE ACTION TO APPROVE MINUTES FOR MARCH 22, 2024.

Jane Paccione motioned, and Councilmember Castillo seconded for approval of the March 22, 2024, minutes.

AYES: 6

NAYS:

ABSTAINED:

THE MOTION PASSED.

3. CITIZENS TO BE HEARD

NONE. NO ACTION WAS TAKEN.

4. BRIEFING, DISCUSSION, AND POSSIBLE ACTION TO APPROVE A RESOLUTION

APPROVING A BUDGET AMENDMENT FOR THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION FOR FISCAL YEAR 2024 TO ADDRESS OPERATING EXPENSES AMENDMENTS AND ADJUSTMENTS.

Executive Director, Pete Alanis, briefed the board on the proposed resolution approving a budget amendment for the SAHT Finance Corporation FY 2024.

MINUTES COMMISSION ACTION:

Jane Paccione motioned, and Councilmember Castillo seconded, to approve the budget amendment resolution for the SAHT Finance Corporation for Fiscal Year 2024.

AYES: 6

NAYS:

ABSTAINED:

THE MOTION PASSED.

5. ADJOURNMENT

President Rocha Garcia adjourned the meeting. There being no further business, the meeting was adjourned at 4:16 p.m.

San Antonio Housing Trust Finance 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 Finance Corporation
Agenda Item 4

Briefing, discussion and possible action to approve a resolution authorizing the San Antonio Housing Trust Finance Corporation Multifamily Housing Mortgage Revenue Bonds (the Arbors at West Avenue Apartments project), Series 2024; and other matters in connection therewith.

The Arbors at West Avenue Apartments

The Arbors at West Avenue apartments is owned and operated by Prospera Housing Community Services, a local non-profit. On September 3, 2020, The San Antonio Housing Finance Corporation (SAHTFC) provided an inducement resolution for the issuance of \$25,000,000 in private activity bonds to help finance the construction of 84 new multifamily units and rehabilitate 150 existing multifamily units on the site.

On September 7, 2021, The SAHTPFC board approved a resolution to close the transaction and enter into the partnership, issue a ground lease and execute financing documents and any and all documents required to consummate the transaction.

The renovations experienced delays and additional costs of \$4,142,332 associated with hidden defects that were not visible until the renovation work commenced. To meet the 50% test, the borrower needs to secure an additional bond allocation of \$4,000,000.

The Texas Bond Review Board is aware of similar situations where projects may not meet the 50% test due to cost overruns and additional costs due to higher-than-expected interest rates on constructions loans. These projects were given priority status in the 2024 bond lottery. The project received a \$4,000,000 bond reservation, but due to initiatives to value engineer certain aspects of the project, only \$2,000,000 of bonds are needed to meet the 50% test.

Recommendation:

Staff and the Finance and Audit Committee recommend that the SAHTFC board approve issuance of \$2,000,000 in new bonds for the project.

Attachment:

Resolution

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance 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 June 21, 2024 (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 AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING MORTGAGE REVENUE BONDS (THE ARBORS AT WEST AVENUE APARTMENTS PROJECT) SERIES 2024; 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 June 21, 2024.

Pedro A. Alanis, Assistant Secretary

RESOLUTION AUTHORIZING SAN ANTONIO HOUSING TRUST FINANCE CORPORATION MULTIFAMILY HOUSING MORTGAGE REVENUE BONDS (THE ARBORS AT WEST AVENUE APARTMENTS PROJECT) SERIES 2024; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the San Antonio Housing Trust Finance Corporation (the “Issuer”) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property at least 90% of which is intended to be occupied by persons of low or moderate income, as determined by the Issuer, all in order to alleviate a shortage of affordable rental housing within San Antonio, Texas, for such persons of low or moderate income, and to refund such bonds;

WHEREAS, the Issuer has been requested to issue its “Multifamily Housing Mortgage Revenue Bonds (The Arbors at West Avenue Apartments Project), Series 2024” in the aggregate principal amount not to exceed \$2,000,000 (the “Bonds”), the proceeds of which will be used to finance the cost of acquiring, constructing and equipping a 234-unit multifamily apartment facility known as the Arbors at West Avenue Apartments and located at approximately 3747 West Avenue, San Antonio, Texas (the “Project”) for The Arbors at West Avenue LP, a Texas limited partnership (the “Borrower”);

WHEREAS, the Issuer desires to issue the Bonds pursuant to a Trust Indenture (the “Indenture”) between the Issuer and Computershare Trust Company, National Association, as trustee (the “Trustee”), and to loan (or otherwise make available) the proceeds thereof to the Borrower pursuant to a Financing Agreement (the “Loan Agreement”) among the Issuer and the Borrower, and joined in and acknowledged by Wells Fargo Bank, National Association, as bond owner (the “Purchaser”), all subject to the terms of an Amended and Restated Regulatory Agreement and Declaration of Restrictive Covenants (the “Regulatory Agreement”) among the Issuer, the Trustee, and the Borrower and a Tax Exemption Certificate and Agreement (the “Tax Exemption Agreement”), among the Issuer, the Trustee, and the Borrower;

WHEREAS, the loan will be evidenced by a Note issued under the Loan Agreement (the “Note”), and assignments of the Note (the “Assignments”) from the Issuer in favor of the Bond Purchaser and/or Trustee;

WHEREAS, the Issuer is authorized to issue the Bonds pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (the “Act”);

WHEREAS, the Issuer has determined that issuance of the Bonds is necessary to finance the costs of acquiring, constructing, and equipping the Project; and

WHEREAS, the Board of Directors of the Issuer (the “Board”) has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer and that the terms and conditions of the Bonds and the above-described instruments, including without limitation the dates, interest rates, maturities, redemption terms, and sales price of the Bonds and the manner of disbursing the proceeds thereof are advisable;

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

Section 1. The terms of the Indenture, the Loan Agreement, the Note, the Regulatory Agreement, and the Tax Exemption Agreement are hereby authorized and approved when such documents are approved by the officer designated as the signatory on such document(s).

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, and each Assistant Secretary (each an “Authorized Signatory” and collectively the “Authorized Signatories”), or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by the Issuer) and deliver (or to accept, as the case may be) the Indenture, the Loan Agreement, the Regulatory Agreement, the Tax Exemption Agreement, the Note, the Assignments, and any and all certificates, applications (including volume cap and carry-over applications with the Texas Bond Review Board) and other instruments described therein upon the conditions therein described or necessary or desirable in connection with the issuance of the Bonds and the loan of the proceeds thereof to the Borrower, all upon the terms herein approved, and the Authorized Signatories are each hereby authorized to negotiate and approve such changes in the terms of or amendment to each such instrument as such officers shall deem necessary or appropriate upon the advice of counsel to the Issuer, and approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 3. The Bonds, in the aggregate principal amount of not to exceed \$2,000,000, with an interest rate (not including applicable premium) not exceed the maximum rate allowed by law, as set forth in the Indenture, and with a maturity date not to exceed June 1, 2064, in substantially the form and substance set forth in the Indenture, are hereby approved, and the Authorized Signatories are each hereby authorized and directed, for and on behalf of the Issuer, to execute the Bonds or have their facsimile signatures placed upon them, and such officers are hereby authorized and directed to deliver the Bonds. Authentication of the Bonds upon the terms and conditions and in the manner described in the Indenture as the same may be modified is authorized by this Resolution. The final principal amounts, interest rates, maturity dates (not to exceed the amounts, the rates, and the maximum term set forth above), and final redemption dates and prices for the Bonds shall be set forth in the final form of the Indenture, and the execution and delivery of the Indenture and the Loan Agreement by an Authorized Signatory shall constitute approval of the agreed final principal amounts of, interest rates on the Bonds, maturity dates of the Bonds, and the final redemption dates and prices for the Bonds. The proceeds of the Bonds are hereby authorized to be utilized as set forth herein and in the Indenture and the Loan Agreement.

Section 4. The Board hereby confirms and ratifies the selection of Bracewell LLP as Bond Counsel and as the hearing officer for the purposes of the TEFRA Hearing, with all fees and expenses of Bond Counsel to be paid by the Borrower.

Section 5. The Board hereby approves the selection of Computershare Trust Company, N.A. as the Trustee.

Section 6. The Authorized Signatories are each hereby authorized to execute and deliver to the Purchaser the written request of the Issuer for the authentication and delivery of the Bonds by the Purchaser in accordance with the Indenture.

Section 7. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by the Board and the officers of the Issuer directed toward the financing of the Project and the issuance of the Bonds shall be and the same hereby is extended, ratified, approved, and confirmed. The officers of the 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 instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 8. The Board confirms \$123,900 as the amount currently constituting low and moderate income in the City of San Antonio, Texas (the "City"), adjusted as set forth in the Regulatory Agreement, is hereby approved.

Section 9. The Board has expressly determined and hereby confirms that the issuance of the Bonds to assist in the financing of the Project will promote the public purposes set forth in Section 394.002 of the Act and will accomplish a valid public purpose of the Issuer by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 10. The Bonds and the interest thereon shall be limited obligations of the Issuer payable solely from the revenues, funds, and assets pledged under the Indenture to secure payment of the Bonds, and under no circumstances shall the Bonds be payable from any other revenues, funds, assets, or income of the Issuer.

Section 11. The Bonds shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 12. After the Bonds are issued, this Resolution shall be and remain irrevocable until the Bonds or interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Indenture.

Section 13. If any section, paragraph, clause, or provision 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. In case any obligation of the Issuer authorized or established by this Resolution or the Bonds is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the Issuer to the fullest extent permitted by law.

Section 14. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.