AGENDA

A Regular Board Meeting for:
SAN ANTONIO HOUSING TRUST
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=SnRLdUR6MVhpNFp1TzlUUnhaZzhvQT09
DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 880 7003 3634 PASSWORD: 396957
on Friday, February 21, 2025, beginning at 2:00 p.m.

NOTICE: *A quorum of the board of Trustees will be physically located at 114 W. Commerce St., San Antonio, TX 78205 at 2:00 p.m. One or more of the Trustees 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 January 17, 2025.
3. Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters.
4. Briefing and possible action amending the Declaration of Trust and associated governing documents of the San Antonio Housing Trust to designate one of the six community positions on the San Antonio Housing Trust Board of Trustees for the President of the San Antonio Independent School District Board of Trustees or their designee; and confirming the appointment of San Antonio Independent School District Board of Trustees Board President Christina Martinez or her designee to the SAHT Board of Trustees as a "Community Trustee" for a term beginning June 1, 2025, through May 31, 2028.
5. Briefing, discussion, and action to approve a resolution of the San Antonio Housing Trust approving the award of up to $400,000 in available Housing Trust funds to Opportunity Home San Antonio for the rehabilitation of Dietrich Road Apartments; authorizing the Executive Director to negotiate and execute agreement with Opportunity Home San Antonio upon approval of the Trust award by the San Antonio City Council; and addressing related matters.
6. 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: February 17, 2025, 6:40 PM

San Antonio Housing Trust
Agenda Item 2

This item includes the approval of minutes from the **January 17, 2025**, meeting.

SAN ANTONIO HOUSING TRUST

2025 OFFICIAL MEETING MINUTES

DATE: January 17, 2025

TIME AND PLACE: The San Antonio Housing Trust met in session at 2:02 p.m., via Zoom and in person at 114 W Commerce St, San Antonio, TX 78205.

PRESENT: Antoinette Brumfield, Mark Carmona, Councilmember Teri Castillo, Jordan Ghawi, Rachell Hathaway, Councilmember Dr. Sukh Kaur, Councilmember Jalen McKee-Rodriguez, Marinella Murillo, and Councilmember Dr. Adriana Rocha Garcia.

ABSENT: Eric Cooper, Jane Paccione, and Councilmember Phyllis Viagran.

STAFF/VISITORS PRESENT:
Pedro Alanis – Executive Director San Antonio Housing Trust; Lauren Bejaran Cardona- San Antonio Housing Trust; Susan Snowden- Finance Director San Antonio Housing Trust; Tom Roth- Director of Development San Antonio Housing Trust; Seema Kairam- San Antonio Housing Trust; Frida Garcia- San Antonio Housing Trust; Jessica Kuehne- Director of Asset Management San Antonio Housing Trust; John Hernandez- San Antonio Housing Trust; Clarissa Rodriguez- Denton Navarro Rocha Bernal & Zech, P.C.; Summer Greathouse- Bracewell; Joleen Garcia- District 2; Edward Mungia- District 4; Justin Renteria- District 5; Erik Walsh- City of San Antonio; Zeke Romo- Our Casas Resident Council; Kevin Hodgkinson- Toupin Holding; Sabine Miramontes - 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 Cardona.

2. **APPROVAL OF BOARD MEETING MINUTES FOR OCTOBER 18, 2024.**
   MINUTES COMMISSION ACTION:
   Jordan Ghawi motioned, and Rachell Hathaway seconded for approval of the October 18, 2024, minutes.

   AYES: 8
   NAYS:
   ABSTAINED:
   THE MOTION PASSED.

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

   NONE.
   NO ACTION TAKEN.

4. **EXECUTIVE SESSION: THE SAN ANTONIO HOUSING TRUST WILL CONVENE INTO EXECUTIVE SESSION PURSUANT TO TEXAS GOVERNMENT CODE SECTION 551.071, CONSULTATION WITH ATTORNEY, TO DISCUSS AND DELIBERATE THE AMENDMENTS TO THE SAN ANTONIO HOUSING TRUST DECLARATION OF TRUST, A MATTER IN WHICH THE DUTY OF THE ATTORNEY TO THE GOVERNMENTAL BODY UNDER THE TEXAS DISCIPLINARY RULES OF PROFESSIONAL CONDUCT OF THE STATE BAR OF TEXAS CLEARLY CONFLICTS WITH THIS CHAPTER.**

   A. RECOVENE INTO OPEN SESSION AND ACTION ON EXECUTIVE SESSION ITEMS AS NEEDED.

   President Rocha Garcia convened the San Antonio Housing Trust into Executive Session at 2:04 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 meeting into Open Session at 3:00 p.m. No action was taken during the Executive Session.

5. ADJOURNMENT

President Rocha Garcia adjourned the meeting. There being no further business, the meeting was adjourned at 3:00 p.m.

San Antonio Housing Trust
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 polí ca 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
Agenda Item 4

Briefing and possible action amending the Declaration of Trust and associated governing documents of the San Antonio Housing Trust to designate one of the six community positions on the San Antonio Housing Trust Board of Trustees for the President of the San Antonio Independent School District Board of Trustees or their designee; and confirming the appointment of San Antonio Independent School District Board of Trustees Board President Christina Martinez or her designee to the SAHT Board of Trustees as a "Community Trustee" for a term beginning June 1, 2025, through May 31, 2028.

Background
On January 30, 2025, City Council amended the San Antonio Housing Trust Declaration of Trust. The amendment modified the composition of the SAHT Board of Trustees and SAHT Foundation Board of Directors to require that one of the six Community Member positions be the President of the San Antonio Independent School District (SAISD) Board of Trustees or their designee. The ordinance also appointed President Christina Martinez or her designee to the SAHT Board of Trustees as a "Community Trustee" and the SAHT Foundation as a "Community Director", for a term beginning June 1, 2025, through May 31, 2028.

The San Antonio Housing Trust Board of Trustees has an 11-member board which included 5 City Council Members, 6 Community Members, and 1 Managing Trustee (Troy Elliot, Finance Director). The same eleven Trust Board members serve on the Foundation, Public Facility Corporation, and Finance Corporation in addition to the City Manager designee for the three entities (Mark Carmona, Chief Housing Officer). The four officers were also elected to the same positions for each of the four boards to ensure consistency across the entities.

Issue:
In the City's discussions with SAISD on the downtown baseball project, SAISD expressed a desire to be more engaged on issues regarding affordable housing. The City Council agreed to have an SAISD representative serve on the boards of the SAHT and SAHT Foundation.

The composition of the Board of Trustees of SAHT and the SAHT Foundation shall be changed to designate a position on the SAHT Board of Trustees and the SAHT Foundation Board of Directors specifically for the President of the Board of Trustees of SAISD or their designee. Both positions will be voting, and the designation change will be effective on June 1, 2025.

This item will also appoint the current President of the Board of Trustees of SAISD, Mrs. Christina Martinez, or her appointed designee, to the new positions for SAISD on the SAHT Board and SAHT Foundation Board with a term beginning June 1, 2025, through May 31, 2028. The Council appointment of Mrs. Martinez or her designee will not be subject to the nomination process for the appointment of Community Trustees and Directors.

Anyone serving in that position after the initial appointment will not be subject to the nomination process. However, their appointments would require approval by the City Council in the same manner as all other council appointments for the SAHT and SAHT Foundation are made. The President of the SAISD Board of Trustees may appoint a designee, however the designee must be either another member of the SAISD Board of Trustees or the current acting SAISD Superintendent. Additionally, the SAISD community designee will not be able to serve as an officer of the Board of Trustees.

The purpose of the SAISD position is to serve as the representative for all San Antonio School Districts and it is expected that the SAISD designee will disseminate and share information with the other San Antonio

School Districts. Furthermore, the City and SAHT will review the effectiveness of the position at the end of this first year.

Application for Vacant Community Positions
This action requires the Trust/Foundation Boards to specify **which one of the three expiring community positions** would be replaced by the SAISD Board Member. This would also instruct the City Clerk to accurately post the correct application and eligibility criteria for Housing Expert or Community Representative. The community positions are as follows:

- Housing Expert
- Housing Expert
- Community Representative

Due to the expiration of the three community board positions as of May 31, 2025, the City Clerk has informed the Executive Director, they shall commence application process for two community board positions in the Trust and Foundation Board as well as three community positions in the PFC and Finance Corporations in early March 2025 in order to get a timely resolution on City Council selecting community board positions by June 1, 2025.

Recommendation
To comply with City Council Ordinance, Governance and Policy Committee recommend amending the formation documents including the Declaration of Trust and Final Rules and Regulations of the San Antonio Housing Trust to designate one of the six community positions on the San Antonio Housing Trust Board of Trustees for the President of the San Antonio Independent School District Board of Trustees or their designee; and authorizing the appointment of San Antonio Independent School District Board of Trustees Board President Christina Martinez or her designee to the SAHT Board of Trustees as a "Community Trustee" for a term beginning June 1, 2025, through May 31, 2028.

Attachments
Resolution
Draft of Amended Declaration of Trust

SAN ANTONIO HOUSING TRUST

RESOLUTION NO. T25-0221-04

A RESOLUTION AMENDING THE DECLARATION OF TRUST AND ASSOCIATED GOVERNING DOCUMENTS OF THE SAN ANTONIO HOUSING TRUST ("TRUST") TO DESIGNATE A COMMUNITY TRUSTEE POSITION FOR THE PRESIDENT OF THE SAN ANTONIO INDEPENDENT SCHOOL DISTRICT ("SAISD") BOARD OF TRUSTEES, OR THEIR DESIGNEE; CONFIRMING THE APPOINTMENT OF CHRISTINA MARTINEZ TO THE BOARD OF TRUSTEES OF THE TRUST TO SERVE IN THE SAISD COMMUNITY BOARD POSITION FOR A TERM BEGINNING JUNE 1, 2025 THROUGH MAY 30, 2028.

WHEREAS, the City of San Antonio Housing Trust was established by the City of San Antonio to provide affordable housing opportunities for low and moderate income families; and

WHEREAS, the Board of Trustees of the San Antonio Housing Trust and the Board of Directors of the San Antonio Housing Trust Foundation currently consist of 12 members, six of which serve as Community Trustees and Community Directors respectively; and

WHEREAS, the City Council of the City of San Antonio has determined that it is prudent to designate one of the Community Trustee position on the board of the Trust for the President of the Board of Trustees for SAISD or their designee to represent the interests of San Antonio area schools in the development and facilitation of the City's affordable housing projects and policies; and

WHEREAS, the Trust Board of Directors has determined to amend the Declaration of Trust and associated governing documents of the Trust consistent with the City Council action for an SAISD Trustee appointment to the Trust Board of Directors; and

WHEREAS, Mrs. Christina Ramirez is the current President of the Board of Trustees for SAISD and is, therefore, the person the City Council has appointed to serve in the SAISD positions on the Trust Board; and

WHEREAS, in the event the President of the Board of SAISD is unable to serve in the position they may designate either the SAISD Superintendent of Schools or another member of the SAISD Board of Trustees to serve, and City Council may, by separate action, appoint that person to serve in their place; and

WHEREAS, the Governance and Policy Committee and the Board of Directors of the Trust find it is in the best interest of the Trust and its overall goals of providing sustainable and affordable housing to recommend the amendments to the Declaration of Trust, associated governing documents, and the appointment Mrs. Christina Martinez as a community board member for the Trust for a term beginning June 1, 2025-May 30, 2028.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST, 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 the Directors of the San Antonio Housing Trust ("Trust") hereby amend the Declaration of Trust of the Trust and associated governing documents to designate one of the six Community Trustee positions on the Board of Trustees of the Trust for the President of the Board of Trustees for the San

Antonio Independent School District ("SAISD") or their designee attached as *Exhibit A*, and directs its staff to amend and file with the Secretary of State all governing documents of the Trust accordingly and to take all other actions necessary to carry out the purpose and intent of this Resolution.

Section 2. A Community Trustee position on the Board of the Trust shall be permanently reserved for SAISD and only the President of the Board of Trustees of SAISD, another member of the Board of Trustees of SAISD or the Superintendent of Schools for SAISD may be designated and appointed by the City Council to serve in this designated position. The position designated herein shall be a voting position. No person serving in the position reserved for SAISD shall be required to be nominated by the Governance and Policy Committee of the Trust and shall be appointed directly by City Council. The SAISD appointee shall serve as representative of all San Antonio area schools, and it is expected that the appointee will disseminate and share information with other San Antonio School Districts regarding the City of San Antonio affordable housing projects and policies.

Section 3. The City Council appoints Mrs. Christina Martinez, President of the Board of Trustees for SAISD, to serve on the Trust Board of Trustees for the Trust as a Community Trustee as the SAISD Community Trustee for a term beginning June 1, 2025 through May 30, 2028.

Section 4. If any section, subsection, clause, phrase or provision of this Article, or any application thereof to any person or circumstance, shall to any extent be held by a court of competent jurisdiction to be invalid, void, or unconstitutional, the remaining sections, subsections, clauses, phrases and provisions of this Article, or any application thereof to any person or circumstance, shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

Section 5. That 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, as amended, Texas Government Code.

Section 6. This Resolution shall take effect immediately from and after its passage and the publication of the caption hereof, as provided by law.

PASSED and APPROVED this the ___day of February 2025.

SIGNED:

_____

Councilwoman Dr. Adriana Rocha Garica
President

ATTEST:

_____

Jordan Ghawi, Secretary

SAN ANTONIO HOUSING TRUST

SECOND AMENDED AND RESTATED DECLARATION OFTRUST

CITY OF SAN ANTONIO

HOUSING TRUST

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SECOND AMENDED AND RESTATED DECLARATION OF TRUST CITY OF SAN ANTONIO HOUSING TRUST

The City Manager of the Ci ty. of San Antonio hereby declares that they have received on behalf of the City of San Antonio Housing Trust ("Trust"), One Dollar($1.00) from a donor, whose name, together with the names of all other donors to this Trust and the amounts contributed by each, shall be kept by him as Trustees as part of the Trust ' s permanent records, and that he shall hold said contribution and all other amounts paid to them hereunder, for uses and purposes, and subject to the duties and powers herein set forth.

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ARTICLE I

NAME AND PURPOSE

Section I.1 Name

The Trust shall be known as the City of San Antonio Housing Trust. Its principal office and address shall be: Office of the Finance Director, City of San Antonio, **P.O.** Box 839966, San Antonio, Texas 78283-3966. Administrative offices of the Trust may be designated by resolution of the Board of Trustees, upon the approval of City Council, for the operation of the Trust at such offices or addresses as the Board of Trustees and City Council deems appropriate for the efficient and effective administration of the Trust.

Section 1.2 Purpose

lt is established that the primary purposes and goals of this Trust are to create and preserve housing that is primarily affordable, accessible, attainable, and/or sustainable to residents within the City of San Antonio, Texas; and to support community development efforts that build and sustain neighborhoods, empower residents, and provide for equitable outcomes.

All Trust property, including trust funds, and all earnings, principal and income of trust funds (such funds may sometimes hereinafter be referred to as "Trust Funds") shall be used to support the primary purposes as follows:

(a) To furnish administrative, management, financial

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and other advice, support, training and technical assistance to the Board of Trustees, San Antonio City Council, other housing related boards and commissions, affordable housing focused non-profit and/or community-based organizations to enable them to develop necessary skills and resources;

(b) To conduct research, studies, analysis in regarding economic, social issues, or other matters that may further the purposes of the Trust;

(c) To conduct educational and other efforts;

(d) To fund raise or accept cash contributions or other contributions of value such as land and property, or other assets through private or public sources;

(e) To provide for the acquisition and disposition of assets that may further the purposes of the Trust;

(t) To provide grants, contributions, guarantees, loans, commitments, investments, and/or otherwise other lawful forms of financial assistance to accomplish the primary purposes of the Trust;

No part of the Trust investment proceeds, property, or other asset of the Trust may inure to the benefit of any individual, unless directed by the Board of Trustees in support of the specific and public purpose of the Trust.

This Trust shall not operate for the purpose of carrying on a trade or business for profit.

This Trust shall not take part in any political campaign on behalf of any candidate for public office, and no portion of the Trust funds shall be expended on any attempt to influence legislation.

ARTICLE II

DISTRIBUTION AND USE OF TRUST FUNDS

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Section 2.1 Method

Notwithstanding any other article, term or provision of this declaration of trust or any other governing documents including but not limited to any bylaws, resolutions, rules and regulations or articles of incorporation, to the contrary, all grants, contributions, guarantees, loans, investments, commitments and/or otherwise lawful forms of financial assistance distributed with Trust Funds, or any portion thereof, shall be made upon a majority vote of the Trustees and upon final review and approval by the City Council.

Section 2.2 Distributable Amount

The Trustees may grant, contribute, guarantee, loan, invest, commit, and/or otherwise provide other lawful forms of financial assistance with all available principal, interest, and investment revenues as the Trustees in their discretion may deem to be in the best interest of the Trust.

Section 2.3 Purposes of Distributions

All distributable amounts of the Trust shall be made only for the purposes set forth in Article I of this Declaration of Trust.

Section 2.4 Methods of Disbursements

Funds for projects may be disbursed to individuals and private or public, profit or not-for profit development entities, in the form of grants, secured loans or in such other manner as the Trustees may deem necessary and appropriate to accomplish the purposes of the Trust. Prior to accepting any request for funds, the Trustees shall develop written rules and regulations and any amendments thereto, and shall obtain City Council approval. A copy of such rules and regulations and amendments, if any, shall be filed with the City Clerk of the City of San Antonio.

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Section 2.5 Limitation

The Trustees shall not engage in any activity and shall not disburse any funds, except in a manner consistent with the requirements of the Internal Revenue Code of 1954, as amended (the "Code"), or any similar provisions of subsequent revenue acts as they may pertain to entities organized and operating exclusively for charitable purposes, and in a manner consistent with the laws of Texas.

ARTICLE III
BOARD OF TRUSTEES

Section 3.1 Composition

The activities, affairs, property, and powers of the Trust will be managed, directed, controlled, or exercised by and vested in the Board of Trustees. The Trust may designate a principal officer or employee to serve as the assistant secretary of the Board of Trustees, in the absence of the Secretary of the Board of Trustees, to record the proceedings of meetings and other activities of the Trust and maintain records, books, documents, and paper produced or filed with the Trust.

The number of Trustees shall be twelve (12), consisting of five (5) Trustees, each of whom during his or her term as Trustee is a current member of the City Council of the City (the "City Council Trustees"), six (6) Trustees (the "Community Trustees") and one (I) nonvoting, advisory Managing Trustee as detailed in Section 3.5, each of whom is a resident of the City. One of the six (6) Community Trustees shall be permanently reserved for the President of the San Antonio Independent School District, or their designee (“SAISD Trustee”).The Board of Trustees shall be and is divided into two (2) classes designated: Class I and Class II, which shall be chosen by the drawing of straws by the Trustees Class I shall consist of two (2)

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City Council Trustees and three (3) Community Trustees and Class II shall consist of three (3) City Council Trustees, three (3) Community Trustees and one (I) Managing Trustee. In case of any increase or decrease, from time to time, in the number of Trustees, the number of Trustees in each class shall be apportioned as nearly equal as possible. Each Trustee shall serve for a term of four (4) years; *provided, that* each Trustee initially appointed to Class I shall serve for an initial term of two (2) years and each Trustee initially appointed to Class II shall serve for an initial term of four years; *provided further,* that if a City Council Trustee is no longer a member of the City Council of the City, such individual shall be deemed to have resigned from the Board of Trustees of the Trust. Furthermore, any member of the Board of Trustees of the Trust may be removed from office at any time, with or without cause, by written resolution of the City Council of the City; *provided, that* in no event shall the number of City Council Trustees be less than three (3).

City Council Trustees shall be nominated by the Mayor of the City, Community Trustees shall be nominated by the Governance and Policy Committee, and the Managing Trustee shall serve as detailed in 3.5. All Trustees shall be confirmed and appointed by written ordinance of the City Council of the City. Three (3) of the Community Trustees ("Policy Trustee") shall have prior experience in housing advocacy, non-profit fundraising, policy making, community engagement, or reside in a low to moderate income housing unit. Three (3) of the Community Trustees ("Fiscal Trustee") shall have experience in real estate, financial underwriting, property development, housing finance, capital markets, lending, construction, property management, or other relevant housing industry experience.

If the President of the SAISD Board is no longer eligible to serve or vacates the position and a new SAISD Board President does not fill the Trust SAISD Trustee Board position, the appointed designee for the SAISD Trustee shall be the either another member of the Board or Trustees of SAISD or the Superintendent of Schools, and subject to appointment

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and confirmation by the City Council as noted above.

The Trustees shall serve without compensation except that they may be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

Section 3.2 Vacancy

A City Council Trustee must vacate when no longer serving as a City Council member for the City of San Antonio. The Mayor of the City of San Antonio appoints new City Council Trustees upon a vacancy of City Council Trustee position. The SAISD Board President Trustee must vacate the position when no longer serving as the SAISD Board of Trustees President. Replacements for Community Trustees who vacate their position by way of withdrawal, resignation, death, removal, incapacitation, or failure to serve as a Trustee shall be recommended to the City Clerk for City Council upon the vacancy by a committee established for that purpose. A vacancy for the SAISD Trustee Community Trustee shall be appointed directly by the City Council. Each Trustee appointed or designated to fill a vacancy will hold office for the remainder of the replaced Trustee's term. A vacancy occurring in any subcommittee may be filled by the Board of Trustees for the remainder of the term of the position. A replacement Managing Trustee shall be appointed at the discretion of the San Antonio City Manager.

Section 3.3 Removal

Any Community Trustee may be removed for the following: (1) failing to attend three unexcused consecutive monthly meetings or whose attendance drops below 50% over a period of 12 months; or (2) violating the conflict-of-interest policy that is adopted by the Board of Trustees. The Community Trustee may be removed from office by resolution of the Board of Trustees for violations of either of these two violations. The Secretary will notify Trustees when they have missed two regular consecutive

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monthly meetings. Absences may be formally excused by the vole of the Board. The Secretary will certify a Trustee's excessive absences to the President. Also, the Community Trustee shall be provided notice of any violations of the conflict-of-interest policy by the board secretary and have ten (10) days to respond. Such response shall be delivered to the Board Secretary which shall be forwarded to the all the Trustees for consideration.

Section 3.4 Fiduciary Responsibility

The Trustee's powers are exercisable solely in their fiduciary capacity consistent with and in furtherance of purposes specified in Section 1.2 and not otherwise.

Section 3.5 Managing Trustee

The Finance Director of the City of San Antonio shall serve as an ex-officio trustee of the Trust (the "Managing Trustee"). The Managing Trustee shall be responsible for maintaining any financial and other records of the Trust and administering the Trust property for the purpose of preserving or enhancing the Trust property, with all the rights and privileges pertaining to Trust management which are granted to a Trustee by the law of the State of Texas, unless otherwise restricted by the terms of this Trust.

Section 3.6 Administration

The administration and management of the operations of the City of San Antonio Housing Trust and the staff support of the Board of Trustees will be provided by the San Antonio Housing Trust Foundation, Inc. The unawarded funds and other property of the Trust will be administered by the Managing Trustee. The San Antonio Housing Trust Foundation, Inc. may contract with the City of San Antonio to receive City related funding to support its operations and may contract or subcontract with any other public or private entity to receive funds or provide services in the best interests of the Trust. The San Antonio Housing Trust Foundation, Inc. may designate a

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principal officer or employee to serve as the assistant secretary of the Board of Trustees, in the absence of the Secretary of the Board

of Trustees, to record the proceedings of meetings and other activities of the Trust and maintain records, books, documents, and paper produced or filed with the Trust.

Section 3.7 Trustees Powers

In extension and not in limitation of the common law and statutory powers of trustees and other powers and limitations set forth in this Declaration of Trust, Trustees shall have the following powers:

(a) To receive and accept property, whether real or personal, by gift, grant, devise, appropriation, or transfer form any person, firm trust, corporation, or other public or private entity to be held, administered, and disposed of in accordance with the provisions of the Trust; provided, however, that no gift, grant, devise , or transfer of property shall be received and accepted if it is so conditioned , in the opinion of the Trustees, as to jeopardize the federal income tax exemption of this Trust under Section 501(c)(3) of the Code, as now in force or hereafter amended.

(b) To buy, sell, exchange, transfer, or convey any of the Trust property upon such terms and conditions, and such manner and form as the Trustees shall deem best , and to execute, acknowledge, deliver, and record any contract or other instrument related to the Trust property which Trustees may deem necessary or appropriate.

(c) For accounting proposes only, to determine to what extent money and other property coming into the Trust's possession shall be deemed principal or income, and to apportion the same between

principal and income as determined by the Trustees.

(d) To borrow money for such periods, at such rate of interest, and upon such terms as the Trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this Trust.

(e) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes , releases, and all other instruments, sealed or unsealed, necessary, property or incident to any transaction in which they engage for the accomplishment of the purposes of this Trust or of any of the powers herein granted.

(f) To utilize the City's depository as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold Trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the Trust property is at all times identified as such on the Books of the Trust and to hold any securities in registered or in bearer form.

(g) To sell, lease, or exchange any personal, mixed, or real property, in accordance with State law , for such consideration and on such terms as to credit or otherwise, and to make such contracts and to enter into such undertakings relating to the Trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the Trust.

Section 3.8 Indemnification

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Neither the Managing Trustee, nor any other Trustee shall be liable for, and, to the extent of its assets, this Trust shall indemnify such person against any liabilities, including actual and reasonable attorney's fees incurred in defending against such liabilities, arising out of his or her activities on behalf of and for the Trust, unless such liabilities are the result of the willful misconduct, bad faith or gross negligence of such Trustee . No Trustee shall be required to furnish any bond or surety or shall be liable for the act or omission of any other Trustee. The Trustee may obtain insurance with respect to Trust activities and pay for such insurance with Trust funds .

Section 3.9 Meetings

Regular meetings of the Board of Trustees may be held each month, or as determined by the Board President, at a time and location selected by the Board. Regular meetings will be held at a location within the City of San Antonio that is accessible to the public. The purpose of the meetings will be to transact business as may properly come before the meeting.

Special meetings of the Board may be called for any purpose not otherwise prescribed by statute, regulation, by the President, or by any two Trustees, to transact any business described in the call for the special meetings. The call for a special meeting must be delivered to each Trustee by e-mail.

Pursuant to State Law, and the Trust Bylaws, telephone or televideo conference meetings may be held by the Board pursuant to the Texas Open Meetings Act.

Section 3.10 Votes

All matters at any meeting of the Board of Trustees or

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Committee of the Trust, except as otherwise provided in this Declaration or law, will be decided by a vote of a majority of the Trustees or committee members present at the meeting. Voting on all questions may be by voice vote. A roll call vote on any motion or resolution may be requested by any Director. No proxy votes will be allowed. The SAISD Board Trustee shall vote. The Managing Trustee shall not vote.

Section 3.11 Quorum

At any meeting of the Board of Trustees the appearance of a majority of the Trustees duly appointed and serving, and on any designated committee of the Board the appearance of a majority of the members of that body qualified to vote, will be necessary to constitute a quorum to transact any business. If a quorum is present the affirmative vote of a majority of the members present at a meeting will be the act of the body of Trustees, unless the vote of a greater number is required by statute, regulation, or this Declaration. The Managing Trustee does not count towards quorum.

The Trustees present at a duly called meeting in which a quorum is present when the meeting is called to order may continue to meet until adjournment. In the absence of a quorum no other business may be transacted.

Section 3. 12 Committees

The Board President shall have the ability to create ad-hoc committees as needed and only for specific tasks. There shall be two (2) standing Committees consisting of at least one (I) City Council Trustee and one (I) Community Trustee. The Board President shall assign the Trustee to these standing Committees. The two (2) standing Committees are the (1) Governance and Policy Committee that shall be responsible for evaluation of

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new Community Trustees, overall pol icy development and Executive Director evaluations; and (2) Finance and Audit Committee that shall review and prepare the annual budget and oversee audits. Any Committee member maybe removed by the Board President. Any ad hoc Committee may be abolished by the Board President. The standing Committees may only be abolished by the Board ofTrustees.

3.13 Officers and Elections

The officers of the Trust will consist of the President of the Board, a Vice President of the Board, a Secretary, a Treasurer, and any other officers that the Board may establish and designate by resolution adopted by a majority of Trustees dulyappointed and serving. The SAISD Board Trustee may not serve as an officer. Any person may hold any two or more offices of the Trust except the offices of President and Secretary.

Elections are to be held as determined by the Board of Trustees. The slate is presented at the board meeting; nominations are accepted from the floor; and election by majority of Trustees present is required. The Managing Trustee shall hold the office of Treasurer unless otherwise elected by the Board of Trustees and subject to City Council approval.

The President of the Board will preside at all meetings of the Board of Trustees. The President will have other powers and duties not inconsistent with these Bylaws as may be assigned by the Board. The Vice President will have the powers and duties of the President in its absence.

A Vice President will act under the direction of the President and in his/her absence have the duties and

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powers of the President. A Vice President will have other duties and powers as the President or the Board of Trustees may assign.

The Secretary will have the general powers and duties usually vested in such office of a Trust, including keeping all records, documents, and the corporation seal at the principal office of the Trust ; affixing the corporate seal to any instrument requiring it and to attest the same by his or her signature when authorized by the Board of Trustees of after the instrument has been signed by the President, a Vice President or other authorized officer or agent' keeping the minutes of the meetings of the Board of Trustees, to be recorded in one or more books provided for that purpose, with the time and place, how they were called or authorized, the notice given, the names of those present, and the proceedings the re in ' and issuing proper notices in accordance with these By laws. The Secretary will have such other powers and duties not inconsistent with these Bylaws as may be assigned by the Board of Trustees or the President.

The Treasurer will be responsible for all funds and securities of the Trust and will have the general powers and duties usually vested in such office of the Trust, including receiving and documenting all monies due and payable to the Trust ; depositing all monies received in the name of the Trust in a depository designated by the Board ; disbursing monies of the Trust under the direction or orders of the Board; entering regularly in the books kept by the Treasurer a complete and accurate account of all monies received and disbursed by the Trust; rendering a statement of the financial accounts of the Trust to the Board as requested ; exhibiting the books of account in his/her custody to any Trustee upon request; and submitting a full financial report to the Board of Trustees at a meeting during the next fiscal year meetings.

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3.14 Conflict of Interest

The Trustees shall establish and adopt a Conflict-of-Interest Policy which shall be applicable to all Trustees.

ARTICLE IV ACCOUNTS

The Managing Trustee shall submit to the Board on an annual basis an account of the Trust prepared by an independent certified public accountant and shall submit copies thereof to the City Council. Said account shall be the result of an independent audit. Such annual account shall be published and available to the public. The trust may charge the public a nominal fee for copies of the annual account.

ARTICLE V DISSOLUTION AND AMENDMENT

Section 5.1 Dissolution and Amendment of Trust

It is intended that this Trust shall continue in perpetuity; provided, however, if for any reason it becomes impossible to do so, then this trust may be terminated upon the approval by City Council. If for any reason this Trust is voluntarily or involuntarily dissolved or wholly inoperative, all the property of the Trust shall be distributed to the City of San Antonio to be used solely of the purposes consistent with Section 1 . 2 of this Trust.

Amendments of this Declaration Trust may be made by a majority vote of the Trustees; provided, however, that such amendments do not violate the purpose of this Trust pursuant to Section 1.2; and provided further that Section 1.2 itself shall not be amended unless such action shall be to comply with Federal, State, County, City, Municipal and

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Local laws, regulations, ordinances, statutes and guidelines.

No amendment of this Declaration of Trust shall authorize the Trustees to conduct the affairs of this Trust in any manner or for any purpose contrary to the provisions of Section 50l(c)(J) of the Code. Any amendment made pursuant to this article shall be attached to each original counterpart of this instrument and shall be recorded as provided, and shall need City Council approval of any rule, regulation and procedural changes.

It is intended that this Second Amended Declaration of Trust is to be effective June 1, 2025.

ARTICLE VI MISCELLANEOUS

Section 6.1 Titles and Subtitles

Titles of the articles and subtitles for the section are placed herein for reference only, and in case of any conflict, the text of this instrument, other than such titles or subtitles, shall be controlling. The use of the masculine, feminine or neuter genders shall be interpreted to include the other genders.

Section 6.2 Governed by Texas Law

This Trust shall at all times be governed by, construed, regulated and administered in all respects under the laws of the State of Texas.

Section 6.3 Counterpart Copies

This Declaration of Trust may be printed and executed in as many counterparts as deemed desirable, each of which shall be an original and to be recorded as herein provided. At least one (1) copy shall always be kept on file and open to public inspection in the Office of the City

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Clerk.

IN WITNESS WHEREOF, on this ___ day of _____, 2025

SAN ANTONIO HOUSING TRUST CORPORATION
A Texas Non-Profit Housing Corporation

BY: _____
Name: Dr. Adriana Rocha Garcia
Title: President of the Board of Trustees

BY: _____
Name: Jordan Ghawi
Title: Secretary of the Board of Trustees

BY: _____
Name:
Title: Mayor of the City of San Antiono

BY: _____
Title: Clerk of the City Council of the City of San Antonio

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San Antonio Housing Trust
Agenda Item 5

Briefing, discussion, and action to approve a resolution of the San Antonio Housing Trust approving the award of up to $400,000 in available Housing Trust funds to Opportunity Home San Antonio for the rehabilitation of Dietrich Road Apartments; authorizing the Executive Director to negotiate and execute agreement with Opportunity Home San Antonio upon approval of the Trust award by the San Antonio City Council; and addressing related matters.

Background:
On October 18, 2024, the Housing Trust Board of Trustees approved a Joint Notice of Funding Availability in collaboration with the SAHT Public Facility Corporation. This initiative aims to provide funding for technical assistance that supports our nonprofit and mission-driven organizations, while also optimizing our resources for the renovation or repair of existing public housing and small multi-family rental opportunities in partnership with nonprofits.

The RFA was allocated into three categories.
Category A designated for Community Land Trust technical assistance
Category B designated for Mission/Faith based housing technical assistance
Category C designated for small scale (less than 50 units) multifamily rental rehabilitation focusing on sustainability, climate resilience, weatherization, and accessibility improvements ($25k/unit cap)

The RFA was released on November 6, 2024, with applications due on January 7, 2025. Staff received 10 applications totaling $2.57 million in funding requests.

The following table are the application scoring and ranking results from staff review.

Applicant		Amt. Requested	Staff Score
Category A			
Culturingua	$	150,000	91
Our Casas Resident Council		57,000	76
	$	**207,000**	
Category B			
SA Impact Guild	$	50,000	87
Bethel AME Church		25,500	80
Thrive Youth Center		50,000	NA
	$	**125,500**	
Category C			
Propsera: Sutton Square	$	750,000	95
Merced: Eleanar Apartments		90,000	92
Merced: Kings Court		213,000	92
Merced: Elmhurst		440,650	91
Opportunity Home: Dietrich Road		750,000	83
	$	**2,243,650**	
Total Request	$	2,576,150.00	

Applicants were required to demonstrate housing outcomes that prioritize vulnerable populations, including neighborhoods at risk of displacement, individuals experiencing homelessness, at-risk or foster youth, housing for people with disabilities, and older adults. Additionally, applicants needed to provide evidence of rent and income restrictions for households earning at or below 60% of AMI or 120% AMI for homeownership, along with a minimum affordability period of 10 years.

The Finance Corporation funds were not part of the NOFA; therefore, staff recommend amending the FY2025 budget to designate $940,000 for financial assistance to renovate or repair existing public housing and small multi-family rental opportunities in collaboration with nonprofit organizations.

The Finance Committee recommended awards totaling **$2,118,500** from the four SAHT entities as follows:

Housing Trust Fund ($400,000)

- Opportunity Home San Antonio: Deitrich Apartment Rehabilitation - $400,000

Foundation ($50,000)

- SA Impact: Goliad Road Community of Promise Feasibility Study - $50,000

Public Facility Corporation ($728,500)

- Culturingua Community Land Trust - $150,000
- Opportunity Home San Antonio: Deitrich Apartment Rehabilitation - $250,000
- Merced: Kings Court Sr. Apartments - $213,000
- Merced: Eleanor Place Apartments - $90,000
- Bethel AME: Swiss Street Affordable Housing Project Feasibility Study - $25,500

Finance Corporation ($940,000)

- Prospera: Sutton Square Duplex Rehabilitation - $500,000
- Merced: Elmhurst Apartments Rehabilitation - $440,000

Fiscal Impact

The City's Finance Department confirmed the San Antonio Housing Trust Fund has more than $400,000 available above the required reserve of $10.4 million.

Recommendation out of Committee:

Opportunity Home San Antonio requested $750,000 to facilitate renovations at the Dietrich Road Apartments, a 30-unit complex located at 4618 Dietrich Road that serves individuals and families earning at or below 60% AMI. The renovation project will include replacing the current roof and upgrading the original windows from 1977.

On February 11th, the Finance and Audit Committee approved for board consideration authorizing up $650,000 for the rehabilitation of Opportunity Home San Antonio Dietrich Road Apartments, $400,000 from the Housing Trust Fund and $250,000 from the San Antonio Housing Trust Public Facility Corporation.

Attachment:

Resolution

SAN ANTONIO HOUSING TRUST

RESOLUTION T25-0221-05

A RESOLUTION OF THE SAN ANTONIO HOUSING TRUST APPROVING THE AWARD OF UP TO $400,000.00 IN AVAILABLE HOUSING TRUST FUNDS, TO OPPORTUNITY HOME SAN ANTONIO, FOR THE REHABILITATION OF DIETRICH ROAD APARTMENTS; AUTHORIZING THE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE AGREEMENT WITH OPPORTUNITY HOME SAN ANTONIO UPON APPROVAL OF THE TRUST AWARD BY THE SAN ANTONIO CITY COUNCIL; AND ADDRESSING RELATED MATTERS

WHEREAS, on October 18, 2024, the San Antonio Housing Trust (sometimes "SAHT") approved a Joint Notice of Funding Availability in collaboration with the SAHT Public Facility Corporation.; and

WHEREAS, the funding made available by this approval was intended to provide funding for technical assistance supporting nonprofit and mission-driven organizations, while also optimizing resources for the renovation or repair of existing public housing and small multi-family rental opportunities in partnership with nonprofit organizations; and

WHEREAS, among the funding categories was the funding "Category C" for small-scale multifamily rental rehabilitation, to be focused on sustainability, climate resilience, weatherization, and accessibility improvements, with a $25,000.00 cap per unit; and

WHEREAS, Opportunity Home San Antonio submitted an application for funding to facilitate renovations at the Dietrich Road Apartments, which is a 30-unit complex located at 4618 Dietrich Road that serves individuals and families earning at or below 60% AMI; and

WHEREAS, the renovation of the Dietrich Road Apartments project will include replacing the current roof and upgrading the original windows from 1977; and

WHEREAS, the SAHT finds that the grant of financial assistance to Opportunity Home San Antonio for said renovations at the Dietrich Road Apartments is aligned with the purposes of providing affordable housing programs while serving vulnerable populations;

NOW THEREFORE, BE IT RESOLVED BY THE SAN ANTONIO HOUSING TRUST 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 for the San Antonio Housing Trust does hereby approve the application by Opportunity Home San Antonio for funding assistance in the amount of $400,000.00, the amount of which would be used to renovate the Dietrich Road Apartments, as articulated herein.

Section 3. SAHT hereby authorizes the Executive Director to execute or oversee the provision and execution of any and all necessary documents and forms related to the funding distribution as approved by this resolution.

Section 4. If any section, subsection, clause, phrase or provision of this Article, or any application thereof to any person or circumstance, shall to any extent be held by a court of competent jurisdiction to be invalid, void, or unconstitutional, the remaining sections, subsections, clauses, phrases and provisions of this Article, or any application thereof to any person or circumstance, shall remain in full force and effect and shall in no way be

affected, impaired, or invalidated.

Section 5. This Resolution shall be cumulative of all provisions of the Housing Trust, except where the provisions of this Resolution are in direct conflict with the provisions of such Resolution, in which event the conflicting provisions of such Resolution are hereby repealed. This Resolution hereby repeals any prior Resolutions regarding the subject herein.

Section 6. That 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, as amended, Texas Government Code.

Section 7. This Resolution shall take effect immediately from and after its passage and the publication of the caption hereof, as provided by law.

PASSED and APPROVED this the ___day of February 2025.

SIGNED:

_____
Councilwoman Dr. Adriana Rocha Garcia
President

ATTEST:

_____
Jordan Ghawi, Secretary