

AGENDA

**A Regular Board Meeting for:
SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION BOARD**

**will be held at the San Antonio Food Bank
5200 Enrique M Barrera Pkwy, San Antonio, TX 78227**

and virtually via ZOOM:

<https://us02web.zoom.us/j/88232572570?pwd=TlBrR1NuKzRweXQxRGxBaldmTDZIUT09>

DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 882 3257 2570 PASSWORD: 717630

**On Wednesday, March 23, 2022, beginning at 5:30 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 5200 Enrique M Barrera Pkwy, San Antonio, TX 78227 at 5:30 p.m. One or more of the Directors may attend this meeting by video conference pursuant to the requirements set forth in the Texas Open Meetings Act. An electronic copy of the agenda packet may be accessed at the San Antonio Housing Trust website under the CALENDAR/Board Meeting date page prior to the meeting.*

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

1. Call to Order and Roll Call
2. Discussion and possible action to approve minutes of February 15, 2022
3. Public comment – Interested speakers will have 3 minutes each to address the Board on agenda items or housing policy related matters.
4. Discussion and possible action for appointment and engagement of a General Partnership Counsel
5. Discussion and possible action to approve a resolution ratifying the creation of the Ad Hoc Sustainability and Universal Design Committee.
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 City boards, commissions and/or committees may attend the open meeting in numbers that may constitute a quorum. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a meeting of any other boards, commissions and/or committees of the City, whose members may be in attendance in numbers constituting a quorum. These members of other City boards, commissions, and/or committees may not deliberate or take action on items listed on the agenda. [Attorney General Opinion – No. GA-0957 (2012)].

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

San Antonio Housing Trust
Agenda Item 2

This item includes the approval of minutes from the February 15, 2022, meeting.

MINUTES

Date: Tuesday, February 15, 2022

The Public Facility Corporation met in session at 5:17 p.m., via Zoom and in person at 100 Military Plaza, San Antonio, Texas 78205.

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

ABSENT: None

Staff/Visitors Present:

Pedro Alanis- Executive Director San Antonio Housing Trust Public Facility Corporation; Nicole Collazo- Director of Operations San Antonio Housing Trust Public Facility Corporation; Lauren Bejaran- Sr. Administrative Assistant San Antonio Housing Trust Public Facility; Edward Muniga- D4; Ileana Sandoval- D9; Maria Lina- SEFLA Interpreter, Summer Greathouse- Attorney Bracewell, Jim Plummer- Bond Counsel Bracewell, Clarissa M. Rodriguez- Attorney DNRBZ;

1. **CALL TO ORDER AND ROLL CALL:** The meeting was called to order by Councilwoman Dr. Adriana Rocha Garcia and the roll was called by Nicole Collazo.
2. **DISCUSSION AND POSSIBLE ACTION TO APPROVE MINUTES OF JANUARY 12, 2022.**
Councilman Courage motioned, and Councilwoman Castillo seconded the minutes of January 12, 2022, were read and approved as corrected.

AYES: 5

NAYS: 0

ABSTAINED:

THE MOTION PASSED.

3. CITIZENS TO BE HEARD

NONE. NO ACTION WAS TAKEN.

4. DISCUSSION AND POSSIBLE ACTION TO FOR ELECTION OF OFFICERS.

Pete Alanis briefed to the board about the San Antonio Housing Trust Public Facility Corporation and the San Antonio Housing Trust Finance Corporation are governed by state regulations and rules that state the board needs to have an election process for officer positions. The PFC and FC officer positions are limited to 1-year terms, resulting in the need for an election of officers on a yearly basis. The current officer positions will be elected to serve for the remainder of the fiscal year. Pete recommended to keep the same slate of officers as stated from the previous "Foundation" meeting.

MINUTES COMMISSION ACTION:

Councilman Courage motioned and seconded by Councilman McKee-Rodriguez to approve the same slate of officers and elect Councilwoman Adriana Rocha Garcia for President, Jane Paccione for Vice President, Jordan Ghawi for Secretary, and Councilman John Courage for Treasurer for the San Antonio Housing Trust Public Facility Corporation.

AYES: 5

NAYS: 0

ABSTAINED:

THE MOTION PASSED.

5. DISCUSSION AND POSSIBLE ACTION TO APPOINT COMMITTEE ASSIGNMENTS.

Pete briefed to the board about the differences between the Committee Assignments for the San Antonio Housing Trust Public Facility Corporation, San Antonio Housing Trust Foundation, and the San Antonio Housing Trust. Community members of the board are allowed to appoint other board members to the two standing committees. If there is an Ad Hoc Committee, it must be created by the votes of the board members. After the Ad Hoc Committee is created, the Board President can then assign board members to that committee.

President Adriana Rocha Garcia declared Eric Cooper, Mark Carmona, Councilman McKee-Rodriguez, and Councilwoman Viagran, to the Governance and Policy Committee.

President Rocha Garcia declared Toni Brumfield, Jordan Ghawi, Marinella Murillo, Councilman Courage, and Councilwoman Viagran to the Finance and Audit Committee.

MINUTES COMMISSION ACTION:

Councilman McKee-Rodriguez motioned and seconded by Councilwoman Viagran to authorize the creation of the Ad Hoc Committee for Sustainability and Universal Design.

AYES: 5

NAYS: 0

ABSTAINED:

THE MOTION PASSED.

President Rocha Garcia declared Jane Paccione, Councilwoman Teri Castillo, and Rachell Hathaway to the Sustainability and Universal Design Committee.

No motion needed.

6. DISCUSSION AND POSSIBLE ACTION FOR APPOINTMENT AND ENGAGEMENT OF A GENERAL COUNSEL.

Pete Alanis briefed on this item on the previous Trust meeting regarding recommendation to select Denton Navarro Rocha Bernal & Zech as General Counsel for all SAHT entities.

MINUTES COMMISSION ACTION:

Councilwoman Viagran motioned and seconded by Councilman Courage to approve the Evaluation Committee's recommendation to appoint Clarissa Rodriguez from Denton Navarro Rocha Bernal & Zech for General Counsel for the San Antonio Housing Trust Public Facility Corporation.

AYES:5

NAYS: 0

ABSTAINED:

THE MOTION PASSED.

7. DISCUSSION AND POSSIBLE ACTION TO ADOPT A “CONFLICT-OF-INTEREST” POLICY.
Pete Alanis briefed on this item on the previous Trust meeting regarding the Conflict-of-Interest Policy.

MINUTES COMMISSION ACTION:

Councilwoman Viagran motioned and seconded by Councilman Courage to approve the adoption of the Conflict-of-Interest Policy for the San Antonio Housing Trust Public Facility Corporation.

AYES: 5

NAYS: 0

ABSTAINED:

THE MOTION PASSED

8. DISCUSSION AND POSSIBLE ACTION ON A RESOLUTION INDUCING THE PATRIOT’S POINT APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH THE TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW-INCOME HOUSING TAX CREDITS; AND THE NEGOTIATION OF A MEMORANDUM OF UNDERSTANDING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH.

Pete briefed to the board about the Patriot’s Point Apartments being a 320-unit, 4% LIHTC project, located in District 4. The project is a partnership between Operation Finally Home, a non-profit organization, and Liberty Multi-family, LLC, and is expected to cost \$61.56 million dollars, 30 million of it accrued from tax exempt bonds that were issued through the Finance Corporation. The 320, 1-to-3-bedroom, units include 48 units at 30% AMI and 272 units at 60% AMI. The units will be protected by the Tenant Protection Policy and will accept Section 8 vouchers. Patriot’s Point is a HUD 221 (d)(4) structured project, with 6 months to close financing. The San Antonio Housing Trust will partner with Operation Finally Home and Liberty Multi-Family, LLC to finalize the design on the project. The SAHT is striving to promote universal design concepts that will be ageable to serve the residents who will be residing at those projects.

Operation Finally Home has collaborated with many veterans’ programs in the past by building veterans homes and providing mortgage assistance. The non-profit organization will receive a third of the revenue in developer fees for Patriot’s Point and will also be providing veterans Veteran Program Referrals, trauma informed care with an onsite dedicated case manager, vocational training (placement), and childcare. The onsite case manager will conduct an annual resident survey, so future housing needs will be met each year. The PFC will earn 30% of deferred developer fees in 12 years, and 50% net cash flow after the deferred fee period. After year 15, a Bargain Purchase Right will give the PFC an opportunity to outright purchase the property for the cost of remaining debt and exit taxes. The project has an equity score of 7 out of 10 with the median household annual income of \$40,625 and a minority concentration at 94%. The Land has 1 vacant residence sits on the 10-acre property that will require a Texas Commission on Environmental Quality Voluntary Cleanup Program Application. Pete is recommending to the board the approval of a non-binding resolution inducement for the Patriot’s Point Apartments Transaction.

MINUTES COMMISSION ACTION:

Councilwoman Viagran motioned and seconded by Councilman Courage to authorize the resolution inducing the Patriot’s Point apartments transaction.

AYES: 5

NAYS: 0

ABSTAINED:

THE MOTION PASSED

9. ADJOURNMENT

Councilwoman Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 5:48 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. Instructions to sign up for Public Comment via Zoom video conference.

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

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

Discussion and possible action for appointment and engagement of General Partnership Counsel

Summary:

The SA Housing Trust issued an RFQ for Legal Services including General Partnership Counsel and Bond Counsel for the PFC and Finance Corporation. Proposals were due in July 2021 in anticipation of the Governance Realignment occurring in 2021.

GP Counsel consults with the Executive Director and the Board on partnership development and transactions. They advise on transactional related legal matters and organizational structure related to formulation and ongoing maintenance of partnerships. They also advise on legal matters related to mortgage regulatory issues and compliance, including HUD, FHA, and other credit enhancement agencies while securing necessary City, County, State, and Federal approvals necessary for General Partnership transactions

SAHT received the following responsive proposals for General Partnership Counsel:

- Adam C. Harden - Locke Lord, LLP
- Stephen Dennis - Clark Hill, PLC
- James Plummer - Bracewell, LLP

An evaluation team consisting of highly regarded attorney's and SAHT staff met on several occasions from November 2021 through January 2022 to discuss the responsive proposals, develop a shortlist, and provide a recommendation. The team reviewed based on the respondent's ability to carry out scope of legal services, their specific record and experience, and professional qualifications. The evaluation committee which met in December 2021 recommended two firms Bracewell and Lock Lord.

The **Governance and Policy Committee** met on March 15, 2022, to review the evaluation team's recommendation. After consultation with the Executive Director and General Counsel, the Committee is recommending the board to authorize the Pete Alanis, Executive Director, to negotiate and execute an engagement letter with Bracewell to serve as General Partnership to the Public Facility Corporation. Committee also recommends issuing another RFQ for additional capacity.

Committee Recommendation:

Governance and Policy Committee recommends authorizing Pete Alanis, Executive Director, to negotiate and execute an engagement letter with Bracewell to serve as General Partnership to the PFC. Committee also recommends issuing another RFQ for additional capacity.

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

Discussion and possible action to approve a resolution ratifying the creation of the Sustainability and Universal Design Committee.

Summary:

The Board President is authorized to appoint members to the two standing committees and ad-hoc committees, however, the PFC statute supported by our bylaws requires a formalized resolution to create ad-hoc committee. This action ratifies the Boards decision, by resolution, to create the ad-hoc Sustainability and Universal Design Committee.

Recommendation:

Staff recommends approval of a resolution ratifying the creation of the Ad Hoc Committee of Sustainability and Universal Design.

Attachment:

Resolution

RESOLUTION NO. PFC22-0323-05

A RESOLUTION APPROVING, AFFIRMING AND RATIFYING THE CREATION OF AN AD-HOC SUSTAINABILITY AND UNIVERSAL DESIGN COMMITTEE FOR THE SPECIFIC TASK OF DESIGN, ACCESSIBILITY, INCLUSION, AND SUSTAINABILITY; AND SETTING AN EFFECTIVE DATE

WHEREAS, to implement the changes to the governance structure and operations of the San Antonio Housing Trust Public Facility Corporation (“SAHTPFC”), the Board of Directors adopted amendments to SAHTPFC's Certificate of Formation and Bylaws of the Corporation on May 26, 2021; and

WHEREAS, the City of San Antonio (“City”) determined that the recommendation to restructure the composition of the Board of Directors of the SAHTPFC to better balance the collective skills, interests, and authorities of the Board and thus promote unified policy development, perspective in decision making, and enhancement of transparency is wise, expedient, and necessary; and

WHEREAS, pursuant to Section 303.024 of the Texas Local Government Code and the SAHTPFC Bylaws, the City must authorize and approve amendments to the Certificate of Formation and Bylaws of the SAHTPFC and approve the form of the amendments and such were approved on June 10, 2021; and

WHEREAS, Section 2.6 Committees of the Board, of the Amended and Restated Bylaws of the SAHTPFC, state that the Board President shall have the ability to create ad-hoc committees as needed and for specific tasks to exercise such authority, as approved by resolution of the Directors; and

WHEREAS, the Board President of the SAHTPFC created the Sustainability and Universal Design Committee for the specific tasks of design, accessibility, inclusion, and sustainability for all SAHTPFC projects on February 23, 2022 at the Board Meeting; and

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

Section 1. This resolution hereby affirms and ratifies that the Sustainability and Universal Design Committee is established for the SAHTPFC specifically for the tasks of identifying and developing recommendations and concepts for design, accessibility, inclusion, and sustainability for all SAHTPFC projects or as otherwise directed by the Board of the SAHTPFC.

Section 2. This Resolution shall take effect and be in full force from and after the date of its passage.

PASSED AND APPROVED this ____ day of _____, 2022.

SIGNED:

Councilwoman Adriana Rocha Garcia
President

ATTEST:

Jordan Ghawi, Secretary