

## AGENDA

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A Regular Board Meeting for:  
**SAN ANTONIO HOUSING TRUST FOUNDATION**  
will be held at  
Council Briefing Room  
100 Military Plaza, San Antonio, TX 78205  
and virtually via ZOOM:

<https://us02web.zoom.us/j/86815798511?pwd=K0ZJTERoWHZZRnRyc3BvTXRCRG9iQT09>

DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 868 1579 8511 PASSWORD: 517287

on Tuesday, February 15, 2022 beginning at 4:00 p.m. or immediately following the  
adjournment of the San Antonio Housing Trust Board Meeting

**NOTICE:** *A quorum of the board of directors will be physically located at 100 Military Plaza, San Antonio, TX 78205 at 4:00 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 September 23, 2021
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 Election of Officers
5. Discussion and possible action to appoint Committee Assignments
6. Discussion and possible action for appointment and engagement of a General Counsel
7. Discussion and possible action to adopt a “Conflict-of-Interest” Policy
8. Discussion and possible action to approve a professional services agreement with Mission Matters for strategic planning services
9. 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 Foundation**  
**Agenda Item 2**

This item includes the approval of minutes from the September 23, 2021 meeting.

## MINUTES

**DATE:** September 23, 2021

**TIME AND PLACE:** 12:30 p.m.; Board Room; Zoom meeting

**PRESENT:** Celina Peña, Paul DeManche, John Whitsett, Estrella Garcia-Diaz, John Harris, and Drew Galloway

**ABSENT:** Erica Martinez

**STAFF MEMBERS:** Pedro Alanis- Executive Director; Nicole Collazo- Assistant Director; Maria Bradley- Senior Administrative Assistant; Robert Wilson- Attorney; Mark Anthony Sanchez, Sr.- Attorney; Sonia Montero Poyo- Poyo Consulting/ Mission Matters Group

### VISITORS:

1. CALL TO ORDER AND ROLL CALL: The meeting was called to order at 12:31 p.m.
2. APPROVAL OF BOARD MEETING MINUTES FOR AUGUST 20, 2021.  
Director John Harris motioned, and Director Estrella Garcia-Diaz seconded to approve meeting minutes as presented.

### MOTION CARRIED 6-0

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.

No action was taken.

4. BRIEFING, DISCUSSION, AND POSSIBLE ACTION REGARDING FINANCE COMMITTEE RECOMMENDATION OF THE FY 2022 SAHT OPERATING BUDGET.  
Pete briefed to the board about the 4 entities budget sources and their proposed budgets for the fiscal year 2021- 2022. The San Antonio Housing Trust over all four entities will have a \$28.34 million proposed budget. The Trust Reserve Funds, over time, will give the Trust by the end of FY 2022 \$645,975 in available cash, bringing the sub-total to \$10.6 million. The Foundation will continue to have a budget of \$1 million for total operations costs, \$519,371 for Operating Reserve, \$239,371 in loans due to the Trust, and \$2 million in available cash by the end of FY 2022, bringing the sub-total to \$3.8 million.

The PFC will have 25% contribution of revenues that are going to be owed to the Foundation. The PFC will also continue contributing to Asset Monitoring at \$249,798 and Compliance Monitoring at \$150,000. Funds due to the City's Affordable Housing Fund will be set at \$714,762 and by the end of FY 2022, there will be \$9.2 million in available, bringing the sub-total to \$12.5 million. The Finance Corporation will also have 25% contribution of revenues that are going into Foundation, along with \$8,000 going into Asset Monitoring, and \$5,000 in Compliance Audits. By the end of FY 2022, the FC will have \$1.2 million in available cash bringing the sub-total to \$1.3 million.

The FY 2022 Foundation Budget's sub-total of \$3.8 million, is a 25% increase compared to FY 2021's Adopted Budget Policy. These funds will be used to fill 2 additional positions, Finance Director and Community Development Coordinator, provide funds for new 5-year strategic planning consultant, and a 2% COLA increase provided for staff. The Forecast for FY 2022 PFC and Finance Corp to Foundation is as follows: The PFC is expected to earn \$8.74 million, resulting in \$2.8 million for Foundation, and

the FC is expected to earn \$121,000, resulting in \$30.3 thousand for Foundation. Pete recommended to the committee to accept the Final Operating Budget Proposal for FY 2022.

Director Celina Peña motioned, and Director John Harris seconded to approve of the Finance Committee's Recommendation of the FY 2022 SAHT Operating Budget.

**MOTION CARRIED 6-0**

5. BRIEFING, DISCUSSION, AND POSSIBLE ACTION REGARDING THE ANNUAL CITY OF SAN ANTONIO PROFESSIONAL SERVICES AGREEMENT.

Pete briefed to the board about the Foundation annual FY 2022 Professional Services contract with the City of San Antonio, to manage funds awarded by the Trust and serve as an escrow agent for the City's housing programs. The City of San Antonio is providing \$970,000 to support the Home Buyer's Programs; Trust staff will issue checks on their behalf. The Foundation will not be required to float the funds. Pete is recommending to the committee to accept the City of San Antonio's Professional Services Agreement Contract.

Director Celina Peña motioned and seconded by Director Estrella Garcia-Diaz to approve of the City of San Antonio's Professional Services Agreement Contract.

**MOTION CARRIED 6-0**

6. CEREMONIAL ITEM: The following items are for discussion and possible action:

Pete thanked the board for their contribution to the San Antonio Housing Trust and passed out the ceremonial items out to the committee.

No further action was taken.

ANY ITEM DISCUSSED IN EXECUTIVE SESSION MAY BE ACTED UPON IN OPEN SESSION.

7. ADJOURNMENT- Without objection the chair adjourned the meeting at 12:51 p.m.

Signed this \_\_\_\_\_ of \_\_\_\_\_, 2022

Respectfully Submitted by:

\_\_\_\_\_  
Secretary

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

*Discussion and possible action for the Election of Officers.*

**Summary:**

The officers of the Foundation consist of the President, a Vice President, a Secretary, a Treasurer, and any other officers that the Board may establish by most Directors. 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 Directors.
- Slate is presented at the board meeting
- Nominations are accepted from the floor
- Election by majority of Directors present is required.

The President will preside at all meetings of the Board. 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 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 Directors 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.

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 Foundation, including receiving and documenting all monies due and payable to the Trust; depositing all monies received in the name of the Foundation in a depository designated by the Board; disbursing monies of the Foundation 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 Foundation; rendering a statement of the financial accounts of the Foundation to the Board as requested; exhibiting the books of account in his/her custody to any Director upon request; and submitting a full financial report to the Board of Directors at a meeting during the next fiscal year.

**Recommendation:**

Staff recommends electing a President, Vice President, Treasurer, and Secretary.

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

***Discussion and possible action to appoint Committee Assignments***

**Summary:**

The Board President can create ad-hoc committees as needed and only for specific tasks. There are two (2) standing Committees consisting of at least one (1) City Council Trustee and one (1) Community Trustee.

The Board President shall assign the Directors to these standing Committees. The two (2) standing Committees are the **Governance and Policy Committee** that shall be responsible for evaluation of new Community Directors, overall policy development and Executive Director evaluations; and **Finance and Audit Committee** that shall review and prepare the annual budget and oversee audits.

- Any Committee member may be 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 of Directors

The following persons have expressed interest in serving on a board committee:

- CM McKee-Rodriguez – Governance and Policy Committee
- Jane Paccione - Governance and Policy Committee
- Marinella Murillo – Finance and Audit Committee

**Recommendation:**

Staff recommends including project level reviews in Finance and Audit Committee

Staff recommends newly elected President provide committee assignments to the two standing committees with no more than 3-4 persons per committee.

Staff recommends appointing identical persons to committees across all entities of the Trust, Foundation, PFC, and Finance Corporation.



**San Antonio Housing Trust Foundation  
Agenda Item 6**

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

**Summary:**

The SA Housing Trust issued an RFQ for Legal Services including General Counsel for the four entities of the Housing Trust. Proposals were due in July 2021 in anticipation of the Governance Realignment occurring in 2021.

SAHT received the following responsive proposals for General Counsel:

1. Robert W. Wilson II, Sanchez and Wilson, PLLC
2. Adam C. Harden - Locke Lord, LLP
3. Stephen Dennis - Clark Hill, PLC
4. Paul A. Fletcher - Langley & Banack, Inc.
5. Kelli Cubeta – Cubeta Law Group, PLLC
6. Clarissa M. Rodriguez - Denton Navarro Rocha Bernal & Zech

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
- Interview or obtain clarification from respondents
- Provide a recommendation

Evaluation Criteria was reviewed as follows:

- Ability to carry out scope of legal services
- Specific record and experience
- Professional qualifications and licensing
- Insurability and status of current work
- MWBE and/or employment of minority and women in performance of Trust
- Location and access

**Recommendation:**

The Evaluation Committee recommends the SAHT Foundation Board of Directors execute an engagement letter with Denton Navarro Rocha Bernal & Zech to serve as General Counsel to the Foundation.

**Attachment:**

Evaluation Team Members  
Engagement Letter

# SA Housing Trust Legal Services RFQ

## Evaluation Panel



**Pedro (Pete) Alanis** has over 18 years of community development experience including as the City of San Antonio's Real Estate Administrator. He became the Executive Director of the San Antonio Housing Trust in September 2019. Since then, he has renewed partnerships with local non-profits in affordable housing; developed funding priorities to assist San Antonio's most vulnerable populations; and facilitated the realignment of the San Antonio Housing Trust's governing board. These efforts provided the unified, transparent, and strategic focus necessary to establish the San Antonio Housing Trust as a leader in creating and preserving affordable housing for those in most need. In 2021, his leadership earned the San Antonio Housing Trust the inaugural Susan R. Sheeran Bridge Builder Award. Pete currently serves on the San Antonio Housing Commission, the Successfully Aging and Living in San Antonio workgroup, and the For Everyone Home Initiative team. He is also the Real Estate and Development Co-chair for the City of San Antonio's Strategic Housing Implementation Plan.

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**Timothy Alcott** currently oversees SAHA's Development Services and Neighborhood Revitalization, Construction and Legal Services departments. Alcott holds a Bachelor of Business Administration in Accounting from St. Mary's University and a Juris Doctorate from OCU School of Law. He has been in the housing industry for over 20 years both in the private and public sectors. During his tenure at SAHA, he has worked with the organization to ensure the successful financing, construction or rehabilitation of thousands of apartments and homes. He is a member of the Urban Land Institute, U.S. Court of Appeals (Fifth Circuit), the Federal Bar Association, Housing Development and Law Institute, San Antonio Bar Association; and served as Vice President and Secretary of the Association of Corporate Counsel. He has been named as one of the top in-house counsel in San Antonio by the San Antonio Business Journal.

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**Leslie Hyman** assists clients with business litigation and arbitration, antitrust and trade regulation counseling, and appellate matters, including bankruptcy appellate cases. Within her business litigation practice, she has handled numerous complex disputes involving issues such as contract rights, antitrust, fraud, and intellectual property. She has litigated in federal and state courts and before national and international arbitration tribunals. She also counsels clients in all aspects of the supply chain — manufacturers, distributors, and consumers — on antitrust and trade regulation matters, particularly in the distribution context and provides guidance in developing antitrust compliance materials and programs. Leslie has represented financial institutions, issuers, and individuals in investigations and private securities fraud litigation and arbitration proceedings.

Leslie is Past Chair of the State Bar of Texas Antitrust and Business Litigation Section and a member of the American Bar Association Antitrust Section. She is Past Chair of the State Bar of Texas Administration of Rules of Evidence Committee, is co-chair of the San Antonio Bar Association's Federal Courts Committee, is a founding member of the Steering Committee of the Bexar County Women's Bar's LEAD Academy, serves on the board of the San Antonio Bar Association's Appellate Practice Section, and is a member of the Board of Editors of San Antonio Lawyer Magazine.

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**Frank Garza** has extensive public and employment law experience in representing municipalities and governmental entities in legal matters involving their business and operations. He has represented his clients in litigation, appellate and administrative matters before various county, district and appellate courts in Texas. He currently serves as City Attorney for the cities of Balcones Heights, Helotes, Hondo, Karnes City, Kyle, Olmos Park, Rockwall and Terrell Hills. Additionally, he currently provides legal guidance to the cities of Alamo Heights, Leon Valley EDC, Richmond, San Antonio and Windcrest.

Mr. Garza serves as general counsel to various other governmental entities including Brooke Development Authority, Port Authority of San Antonio, City of San Antonio Civil Service Commission, City of San Antonio Police and Fire Civil Service Commission, Alamo Area Metropolitan Policy Organization, VIA Transit Authority, Cibolo Canyon Special Improvement District, Westside 211 Special Improvement District and Westside Development Corporation.

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**Jameene Williams** is an Assistant City Attorney for the City of San Antonio. While she handles a wide array of legal matters for the City, she primarily serves as legal advisor to the City's Neighborhood and Housing Services and Planning Departments, and the City of San Antonio's Housing Commission. Jameene is the lead attorney for all general funded housing programs and regularly works with staff and outside counsel for the City's affiliated housing entities and non-profit delegate agencies. Prior to joining the City Attorney's office, Jameene worked at the law firm of Denton, Navarro, Rocha, Bernal & Zech, P.C. During her nine years at the firm, she exclusively represented cities and other local governmental entities.

Jameene was born in Atlanta, Georgia and raised in Chicago, Illinois. She attended the University of Chicago, graduating with a Bachelor of Arts degree in Political Science. Jameene then moved to Texas to attend the Thurgood Marshall School of Law at Texas Southern University, graduating, and becoming licensed to practice law in 2007. While in law school, Jameene clerked for the Honorable John T. Wooldridge, ret., of the 269th District Court of Harris County. She is licensed to practice law in all courts of the State of Texas, as well as the U.S. District Court for the Southern and Western Districts of Texas.

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**Nicole Collazo** has worked in non-profit administration for more than 15 years, with the past 12 years focused on real estate development and non-profit affordable housing. She is currently the Director of Operations for the San Antonio Housing Trust, previously serving as the Interim Executive Director in 2019. When she first joined the organization in 2009, Nicole managed multiple aspects of the San Antonio Housing Trust including project financing, due diligence, partnerships relationships, and closings as well as communications with state and local agencies, investors, and legal teams. Throughout her tenure at SAHT, Nicole has been committed to improving communities and neighborhoods through affordable housing developments.

She holds a Bachelor of Arts in Business Administration from the University of the Incarnate Word. Prior to her career at the Trust, Nicole served as the Interim Arts Education Director of the Guadalupe Cultural Arts Center where she provided oversight of operations including all education programs and events. Born and raised in San Antonio, she thrives on the opportunity to help strengthen the community.

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San Antonio | Austin | Rio Grande Valley | Texas Gulf Coast  
2517 N. Main Avenue | San Antonio, Texas 78212-4685  
V 210-227-3243 | F 210-225-4481

February 8, 2022

Pedro Alanis  
Executive Director  
San Antonio Housing Trust  
2515 Blanco Road  
San Antonio, TX 78212

Via Email: [pedroalanis@saht.org](mailto:pedroalanis@saht.org)

**RE: Agreement for Legal Services – General Counsel**

Dear Mr. Alanis,

Thank you for the opportunity to provide this engagement letter to provide General Counsel services for the San Antonio Housing Trust and affiliated entities (San Antonio Housing Trust Foundation, San Antonio Housing Trust Public Facilities Corporation, and San Antonio Housing Trust Public Finance Corporation), together “Entities.”

I, Clarissa M. Rodriguez, will be the supervising Partner/Shareholder. My Partner T. Daniel Santee will also be assisting, as well as our Associates Cynthia Trevino and Megan Santee. Depending on your needs and workload, other lawyers in the firm may be used, when necessary, to increase our ability to respond to your needs and reduce your overall costs in connection with our engagement.

Denton Navarro Rocha Bernal & Zech, P.C., has found that the practice of billing clients on an hourly basis for work actually completed, and with invoices submitted on a monthly basis, works best for our clients and us. Our invoices are due on receipt and are past due after thirty days. The current engagement will be bill as General Counsel. Our hourly billing rates for different levels of engagement are as follows:

- General Counsel: \$205 per hour for Partners/Shareholder; \$185 per hour for Associates; \$125 per hour for Law Clerks; \$140 per hour for Planner; and \$95 per hour for Paralegals

All related travel or other expenses are always charged “at cost” with no “mark-up” and all related mileage is charged by multiplying the actual miles traveled by the then current IRS rate. Copy rates are .20 cents per page, color copies are .70 cents per page, fax rates are .50 cents per page.

It is understood that the information exchanged between you, your staff, your representatives, Board Members, and the Firm is subject to the attorney-client relationship and is therefore both privileged and confidential. All communications and information are subject to the confidentiality provisions of Rule 1.05 of the Texas Disciplinary Rules of Professional Conduct and Rule 503 of the Texas Rules of Evidence.

Pursuant to State law, the Firm recognizes that the Entities may not enter into a contract with a company for goods and services unless the contract contains a written verification from the company that it: (i) does not boycott Israel; and (ii) will not boycott Israel during the term of the contract (Texas Government Code, Chapter 2270.002). As such, the Firm hereby verifies that it does not boycott Israel, and agrees that, during the term of this Agreement, will not boycott Israel as that term is defined in the Texas Government Code, Section 808.001, as amended. Further, the Firm hereby certifies that it is not a company identified under Texas Government Code, Section 2252.152 as a company engaged in business with Iran, Sudan, or Foreign Terrorist Organization.

*Non-Boycott of Energy.* Pursuant to Texas Senate Bill 13 (2021), Contractor certifies that either (i) it does not boycott Israel and will not boycott energy companies; and (2) will not boycott energy companies during the term of the contract resulting from this solicitation. Contractor shall state any facts that make it exempt from the boycott certification as an attachment to this agreement.

*Non-Boycott of Firearm Entity.* Pursuant to Texas Senate Bill 19 (2021), Contractor certifies that it: (a) does not have a practice, policy, guidance, or directive that discriminates against firearm entity or firearm trade association; and (b) will not discriminate during the term of the contract against a firearm entity or firearm trade association.

Please execute this letter in the space provided below to acknowledge our engagement on behalf of the San Antonio Housing Trust and Entities and return it to our office. Please return the executed letter to our office via facsimile at (210) 225-4481 or by email at [cmrodriguez@rampagelaw.com](mailto:cmrodriguez@rampagelaw.com).

We look forward to representing the San Antonio Housing Trust and Entities.

Very truly yours,

DENTON NAVARRO ROCHA BERNAL & ZECH  
A Professional Corporation

CLARISSA M. RODRIGUEZ

CMR/ec

Accepted:

\_\_\_\_\_  
Pedro Alanis  
Executive Director  
San Antonio Housing Trust

Date: \_\_\_\_\_

**San Antonio Housing Trust Foundation  
Agenda Item 7**

***Discussion and possible action to adopt a “Conflict-of-Interest” Policy***

**Summary:**

Per Article III, Section 3.14 of the First Amended and Restated Declaration of Trust, the Trust must establish and adopt a Conflict-of-Interest Policy which is applicable to all Trustees. To be consistent, the Foundation Board should also adopt the policy, whose purpose is to protect the organization’s tax-exemption interest when contemplating an action that might benefit an board member.

The policy defines Financial and Non-Financial Interest, outlines the duty to disclose, sets conditions for conflicts to exist, establishes procedures for addressing the conflict, and outlines violations of conflicts.

**Recommendation:**

Staff recommends adoption of the attached conflict of interest policy.

# **Conflict of Interest Policy**

## **SAN ANTONIO HOUSING TRUST FOUNDATION (SAHTF)**

### **Article I Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization/SAHTF) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II Definitions**

#### **1. Interested Person:**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest or other conflict of interest, as defined below, is an interested person.

#### **2. Financial Interest:**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **3. Other Conflict of Interest:**

A person has an "other" conflict of interest that might influence an officer's, director's, or committee member's duties that may be affected, directly or indirectly, by action taken or not taken by the SAHTF.

### **Article III** **Procedures**

**1. Duty to Disclose:**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or other conflict and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists:**

After disclosure of the financial interest or other conflict and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest:**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy:**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as authorized by law.



#### **Article IV**

#### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest or other conflict of interest in connection with an actual or possible conflict of interest, the nature of the financial interest or other conflict of interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

#### **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

#### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization charitable and in order to maintain its federal tax

exemption it must engage primarily in activities in which accomplish one or more of its tax-exempt purposes.

**Article VII**  
**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTED on \_\_\_\_\_.

ATTESTED:

\_\_\_\_\_  
Secretary

SEAL

\_\_\_\_\_  
\_\_\_\_\_, President

**San Antonio Housing Trust Foundation  
Agenda Item 8**

***Discussion and possible action to approve a professional services agreement with Mission Matters for strategic planning services***

**Summary:**

In 2021, staff initiated an RFP process for a strategic planning consultant that could assist SAHT in creating a strategic plan that aligns with the City of San Antonio's Mayor's Housing Task Force recommendations, For Everyone Home Initiative, **Strategic Housing Implementation Plan**, HUD Consolidated Plan, and other local housing efforts to establish Key Performance Indicators, Strategic Outcomes, and Programmatic Actions, Resource Allocation within the framework of a robust public engagement process to guide the San Antonio Housing Trusts investments, tools, and partnerships in affordable housing over the next five years.

On December 8, 2021, SAHT received a qualified and responsive proposal from Mission Matters Group with an approach that focuses on human centered solutions, clearly defining our vision of success, providing a nimble and strategic framework, all with ensuring there are tools and resources available to achieve a meaningful plan. The Key Personnel assisting with this effort is Sonia Montero Poyo and Shaun Lee. Both have exceptional organizational, affordable housing, and community development experience.

If approved by the board, the Strategic Planning process will be conducted in four phases, alignment, discovery, development, and implementation as follows:

**A. Alignment**

Project Kickoff Meeting  
Project Planning Sessions  
Information Gathering  
Core Team Standups/Meetings

**B. Discovery**

Key Resource and Documentation Review  
Research + Program and Model Review  
Discovery Interviews + Focus Groups  
Interview Analysis  
Discovery Review Meeting Validation and Clarification  
Discovery Review Meeting 2 Synthesis of Findings  
Core Team Standups/Meetings

**C. Plan Development**

Interactive Draft Planning  
Strategic Objectives and Key Results  
Organizational Compass Development  
Board Approval and Adoption  
Final Report Drafting and Edits  
Core Team Meeting Standups

**D. Implementation**

Organizational Operating System Development  
Plan Integration Meeting  
Board Integration  
Monthly Implementation Support

The cost of the proposal is \$84,000. Staff initially budgeted \$75,000, however there is operational savings to cover the additional \$9k cost. The Strategic Plan should take approximately 6 months to complete.

**Recommendation**

Authorization to negotiate and execute a Professional Services Agreement with Mission Matters.

**Attachment:**

Mission Matters Proposal

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# Proposal for Strategic Consulting with San Antonio Housing Trust

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December 8, 2021



## STATEMENT OF WORK

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This Statement of Work is issued with an Effective Date of Dec. 8<sup>th</sup>, 2021 between Mission Matters Group (“MMG”) and San Antonio Housing Trust (SAHT) (“Client”). When executed by the parties, this Statement of Work will become part of and be incorporated by reference into the Agreement. This statement of work is valid for 60 days.

**Project Name:** Strategic Planning and implementation with San Antonio Housing Trust

**Start Date:** February, 2022

**Project Description:** This project will consist of strategic consulting services in which Mission Matters Group will lead the client through a process of creating a Five-Year Strategic Plan. In addition, MMG will equip the client with the tools and meeting rhythms needed to execute the vision and objectives outlined in Organizational Compass component of the Strategic Plan. The Organizational Compass is a 2–3-page strategic alignment tool defining the organization’s identity, direction, and priorities.

Top-Line Objective:  
Collaboratively develop and implement SAHT’s 5-year Strategic Plan

### Key Results

- ✓ Strategic Plan
  - Renew *Organizational Identity*. Reflect on and renew SAHT’s organizational identity including but not limited to mission, beliefs, values, and desired impact.
  - Clarify *Vision and Direction*. Clearly define SAHT’s vision for success and organizational direction as evidenced by Five-Year Strategic Objectives and Key Results.
  - Establish *Key Performance Indicators*.
  - Identify *Key Strategic Partnership Opportunities*.
  - Recommend *Policy and Programmatic Actions*.
  - Recommend *Allocation of current and future SAHT Tools and Resources*.
  - Analysis of *Strengths, Weaknesses, Opportunities and Threats (SWOT)*.
  - Create a *Roadmap* of strategic objectives and key results over a timeline. Develop an *Annual Plan* with goals and quarterly priorities to launch the implementation of the Strategic Plan.
  - Develop an *Organizational Compass*, a lean resource to summarize the identity and vision of SAHT into a 2–3-page format that can be easily shared with a variety of stakeholders. This tool is used for broad stakeholder

alignment where the longer report may be reserved for a smaller set of stakeholders such as the Board.

- ✓ **Implementation Plan.** In addition to a Strategic Plan, SAHT will be equipped with the core components of the *Organizational Operating System* required to effectively implement, monitor and demonstrate progress toward the plan.

## OUR APPROACH

We believe the passion of people and the capacity of the nonprofit community change the world. With every nonprofit partner, we get to know their unique story and stakeholder community, and work to honor their mission by executing an intentional and disciplined approach to what we call *collaborative consulting*. Outlined below are the core tenets of our approach to strategic partnership.

**People-Centered.** From developing an understanding of the problem and identifying a human-centered solution to building trusting relationships and recognizing the tireless work of our clients, people are at the heart of our work. Over the years, we have learned that people are happier, more engaged and productive, and more likely to adopt solutions when those in a consulting role facilitate projects with them, rather than to or for them. This is why we are deliberate about how we involve people during every phase of our work and why people are at the center of our approach.

**Success by Design.** By clearly defining a vision for success, organizations take the first step toward designing their path to impact. Used as both the destination and the compass, a clear and measurable definition of success equips organizations with the navigational and evaluative framework required to understand and accelerate outcomes. Unfortunately, for many nonprofits, what it would mean to have a successful year is often a mystery. We help organizations clarify their desired impact and ensure that planning and execution is reverse engineered from a vision for success.

**Nimble and Strategic.** Agility in planning and implementation is an essential capability of the 21<sup>st</sup> century nonprofit organization. As we work with you to define success and create an aligned operating plan, we will support you in socializing drafts with key stakeholders and incorporating the insights gained from every round of feedback. Synthesizing the information gathered into to a clear and digestible plan is challenging but the result is more actionable than the more traditional and lengthier strategic plan that few will come to truly understand. Instead, we believe disciplined execution requires a simplified planning process that honors the need to be both strategic *and* specific, while ensuring the content is substantial *and* succinct. This nimble approach to planning strengthens alignment, accelerates adoption, and increases a team's ability to effectively iterate, respond, and adapt when things change.

**Vision without Execution is Hallucination.** All too often, great organizations spend hundreds of collective hours on creating strategic plans that don't gain traction. While there is considerable time and energy spent on the front end to create the plan, there is often not

enough put into the efforts needed to achieve the plan. We believe the tools needed to execute a great plan are every bit as important as creating a great plan.

# PROJECT ROADMAP

The Project Roadmap serves as a guide for achieving the project's objectives and is to be leveraged as a directional resource rather than a fixed plan. The roadmap below serves as a starting point and will be revised in collaboration with the SAHT project team prior to project launch to ensure a comprehensive plan that aligns with the unique objectives of the engagement.

The roadmap has been broken down into the following phases:

- ✓ Phase 0: Alignment
- ✓ Phase 1: Discovery
- ✓ Phase 2: Development
- ✓ Phase 3: Implementation

Phase 0: Alignment			
Outcomes	<ul style="list-style-type: none"> <li>▪ <b>Definition of Success.</b> How will the project team define success for the project? This includes refining the project's Top-Line OKR.</li> <li>▪ <b>Deliverables.</b> What deliverables and templates will the project team use?</li> <li>▪ <b>Stakeholders.</b> Who will be involved in the project? What role will each person play? Who is responsible for what?</li> <li>▪ <b>Project Plan.</b> What is the project timeline? Key milestones? What strategies will the project team implement to increase success?</li> <li>▪ <b>Tools.</b> What tools will the project team leverage to maximize success? This includes but is not limited to tools needed for resource sharing, communication, and project management.</li> <li>▪ <b>Meeting Cycles.</b> How often will the project team meet? What will be the structure and requirements for each meeting?</li> </ul>		
Core Activities	Activity	People	Meetings
	Project Kickoff Meeting	MMG, SAHT Project Team	1x
	Project Planning Sessions	MMG, SAHT Project Team	3-5x
	Information Gathering	MMG	Ongoing
	Core Team Standups/Meetings	MMG, SAHT Project Team	Bi-Weekly*

\*Bi-Weekly Meetings may change to 1 meeting every 3-4 weeks during the extended Alignment Phase due to the lower workload leading up to the Discovery phase.

Phase 1: Discovery			
Outcomes	<ul style="list-style-type: none"> <li>▪ <b>Review Existing Plans.</b> Review completed local systematic Affordable Housing Plans, Assessments, and Initiatives.</li> <li>▪ <b>Program and Model Review.</b> Conduct research on other housing programs and models for addressing affordable housing challenges in other large cities.</li> <li>▪ <b>Facilitate Focus Group sessions.</b> Facilitate sessions with community members to understand needs and vision.</li> <li>▪ <b>Discovery Insights.</b> What were the stakeholder's responses to the interview questions? Stakeholders include Staff, Leadership, Board Members, program participants and their families, partner providers and potential funders and donors.</li> <li>▪ <b>Key Findings.</b> What are the core strengths of the SAHT? What are key weaknesses or threats that should be addressed? What must SAHT understand about the current and future environment? What are the opportunities to be considered when setting the Five-Year objectives? What are the near-term goals that should be prioritized?</li> </ul>		
Core Activities	Activity	People	Meetings
	Key Resource and Documentation Review	MMG	NA
	Research + Program and Model Review	MMG	As needed
	Discovery Interviews + Focus Groups	MMG + Interviewees	TBD
	Interview Analysis	MMG	Ongoing
	Discovery Review Meeting Validation and Clarification	MMG, SAHT Project Team	1-2
	Discovery Review Meeting 2 Synthesis of Findings	MMG, SAHT Project Team	1x
	Core Team Standups/Meetings	MMG, SAHT Project Team	Bi-Weekly



## Phase 2: Plan Development

Outcomes	<ul style="list-style-type: none"><li>▪ <b>Organizational Identity.</b> To anchor the Strategic Objectives, MMG will work with SAHT staff and Board to review and update SAHT’s Mission, Core Values, Desired Impact/Outcomes.</li><li>▪ <b>Strategic Objectives and Key Results.</b> Define SAHT's Five-Year objectives and measurable results for each strategic objective.</li><li>▪ <b>Annual Plan.</b> Define the goals and desired results for the first 12 months</li><li>▪ <b>Final Report.</b> A Final report that summarizes the strategic planning process, research findings, discovery findings, key strategic partnership opportunities, policy and programmatic actions recommendations, resource allocation recommendations of current and future SAHT Tools and Resources, strategic objectives, and annual plan.</li><li>▪ <b>Organizational Compass.</b> A 3-page summary of SAHT’s Identify, Direction and Focused priorities for the first 12 months. This is tool summarizes the report down to a short-form version that is easy to share with key stakeholders.</li></ul>		
Core Activities	Activity	People	Meetings
	Iterative Plan Drafting	MMG and SAHT Project Team	Ongoing
	Strategic Objectives and Key Results Strategic Review and Feedback	MMG, SAHT Project Team, Other Key Stakeholders	3-4
	Organizational Compass Development	MMG, SAHT Project Team	2-3
	Board Approval and Adoption	MMG, SAHT Project Team, Board	1
	Final Report Drafting/Edits	MMG, SAHT Project Team	2-3
	Core Team Standups/Meetings	MMG, SAHT Project Team	Bi-Weekly

Phase 3: Implementation			
Outcomes	<ul style="list-style-type: none"> <li>▪ <b>Implementation Plan:</b> How will SAHT implement the Strategic Plan? What norms, rhythms and tools will the organization leverage for operational efficiency and strategic plan achievement? How will SAHT build upon its current organizational Operating System / approach to execution?</li> <li>▪ <b>Board Integration.</b> How will the board be engaged in the implementation process? Does the board set and align goals to the plan? How will the board monitor the plan? Support the plan?</li> <li>▪ <b>Plan Execution.</b> Find a balance between leading and supporting the client in implementing the plan using the Organizational Operating System. This includes support with Leadership Team meeting facilitation, the development of scorecards and monitoring trackers, and the use of strategic technology to streamline the implementation process.</li> </ul>		
Core Activities	Activity	People	Meetings
	Organizational Operating System Development and Training	MMG, SAHT Project Team	2-3
	Plan Integration Meeting – Focus on the Organizational Operating System	MMG, SAHT Project Team	1-2
	Board Integration – Planning and Meetings with the Board	MMG, SAHT Project Team	1
	Monthly Implementation Support for 2 quarters after plan is adopted	MMG, SAHT Project Team	Bi-weekly + ad hoc support

\*One month of implementation support is included and required on all our strategic planning engagements. Additional months are optional. Fees and payment schedule below shows both options.

## TIMELINE

The Timeline has been developed based on the information provided in the RFP. The timeline will continue to be revised throughout the Alignment Phase in coordination with the SAHT project team.

- February: Phase 0
- March-April: Phase 1
- May-July: Phase 2
- August-December: Phase 3

\*The length of time for the Strategic Planning engagement will be approximately 6 months. Phase 3, focusing on implementation of the plan, will run from August-December.

## FEES AND PAYMENT

Upon the acceptance of this Statement of Work, MMG will use the following the invoice schedule below.

Invoice	Due	Date	Amount
1	Upon Contract Signing	Jan. 20, 2022	\$21,000
2	At Completion of Phase 0	March 1, 2022	\$12,000
	At Completion of Phase 1	April 15, 2022	\$24,000
3	At Completion Phase 2	June 1, 2022	\$12,000
4	Implementation Training Kickoff	Aug. 1, 2022	\$7,500
5	Implementation Training Completion	Dec. 1, 2022	\$7,500
Strategic Planning Cost			\$69,000
Strategic Planning + Implementation Cost			\$84,000

- The cost of the proposal above may be adjusted after meeting with the client and learning more details. The phase that drives the biggest variability in cost are the number of stakeholders that need to be interviewed. After learning more from the client there may be adjustments to the cost proposal.
- In the event of travel, reimbursable travel expenses include an average of \$70 daily per diem for meals, reasonable hotel to be agreed upon with SAHT before travel, and coach airfare
- If the Client wishes to terminate the agreement, the next payments will be due within 10 days of written notification to MMG.
- If MMG wishes to terminate the agreement prior to the completion of the work, it must provide a 30 days' notice. Payments in this case are non-refundable.

## GENERAL INFORMATION

At Mission Matters Group, we believe in the promise of nonprofits and the passion of people to transform communities. By harnessing the power of people, process and technology to maximize impact, we strive to unlock the potential of organizations. We are excited about the possibility of partnering with the team at SAHT.

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## KEY PERSONNEL

### Shaun Lee

Shaun currently leads the organizational consulting services at Mission Matters Group. Shaun is passionate about helping leaders create healthy work cultures that lead to greater impact and meaningful connections. In his work with MMG, Shaun focuses on developing strategic vision and direction as well as helping clients to adopt the tools and systems needed to successfully achieve their vision. Additionally, he leads MMG's efforts to help non-profit's embrace and operationalize a culture of learning and leadership development.

Before joining Mission Matters, Shaun served as the President and co-founder of Farmhouse Delivery. Farmhouse Delivery developed into one of the largest and most sophisticated local food eco-systems in the country. Shaun was instrumental in changing the way consumers accessed local food through both retail and wholesale channels in Texas. Prior to that Shaun worked for 12 years in St. Louis and San Antonio developing community-wide solutions addressing homelessness, including his time as the EVP of Operations at Haven for Hope and at St. Patrick Center in St. Louis, MO. Shaun received an MSW in 2002 and an MBA in 2013.

### Sonia Montero Poyo

Sonia has over twenty years of experience in housing and community development policy and practice, including in the areas of real estate development, multifamily asset management, homeless services, public and assisted housing, and homeownership programs.

Over the past decade, Sonia has dedicated her professional energies to the development and management of rental housing opportunities that serve low and moderate-income families, including those experiencing homelessness. As Project Manager for McCormack Baron Salazar, Sonia worked closely with the firm's senior management, design, finance, and legal teams along with public sector agencies, private sector financial partners, and community stakeholders to visualize and develop numerous mixed-income housing projects. As Director of Asset Management for Merced Housing Texas, Sonia had primary responsibility for the financial performance and physical condition of 1,440 rental units in twelve (12) affordable rental communities throughout Texas and oversaw capital improvement projects and the rehabilitation of a 312-unit property in Conroe with a \$16.5 million CDBG-Disaster Recovery Program grant. As Director of Quality Assurance and Compliance for Haven for Hope, Bexar County's largest homeless services provider, Sonia negotiated and managed contracts with city, county, state, and federal agencies and managed the County's Homeless Management Information System (HMIS) team.

Sonia's earlier experience focused on the design and implementation of housing initiatives at the local and national levels. She implemented national homeownership initiatives at the Congressional Hispanic Caucus Institute and NeighborWorks America. She designed local housing policy and programs while serving as Special Advisor to Baltimore's Housing Commissioner and as a Community Organizer with the Philadelphia Empowerment Zone. Sonia has engaged in strategic planning efforts as a member of several Boards including the Urban Progress Corporation and Voices for Children of San Antonio; as a consultant, she has facilitated focus groups and co-led the planning and development of the San Antonio Housing Authority's 2012-2020 Strategic Plan.

A native of Newark, NJ, Sonia is bilingual and lives in San Antonio with her husband and their three daughters. Sonia holds a Bachelor of Arts in Political Science from Haverford College and a Master of Public Policy from Harvard University's John F. Kennedy School of Government.

## REFERENCES

Name	Evita Morin	Katie Vela	Ron Ekstrand
Organization	Rise Recovery	South Alamo Regional Alliance to End Homelessness	Easterseals Arkansas
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