

AGENDA

**A Regular Board Meeting for:
SAN ANTONIO HOUSING TRUST FOUNDATION
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/82904735391?pwd=ZXpzbGFmNGpaQUJJWnAvcWdHRIBLQT09>

DIAL-IN NUMBER: 1-346-248-7799 MEETING ID: 829 0473 5391 PASSWORD: 498265

On Wednesday, May 25, 2022, beginning at 4:30 p.m.

NOTICE: *A quorum of the board of directors will be physically located at 114 W Commerce St., San Antonio, TX 78205 at 4:30 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 May 6, 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 to approve a resolution to authorize Executive Director to negotiate and execute professional services agreement for on call Financial Advisory services with Stifel.
5. Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreements for on call Bond Underwriter services with Stifel and Frazer and Lanier.
6. Discussion and possible action to approve a resolution amending the FY 2022 Operating Budget.
7. Discussion and possible action to approve a resolution authorizing mortgage forgiveness for six single-family loans owned by the San Antonio Housing Trust Foundation, Inc.
8. Discussion and possible action regarding scheduling regularly monthly meetings.
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 **May 6, 2022**, meeting.

MINUTES

SAN ANTONIO HOUSING TRUST FOUNDATION **2022 OFFICIAL MEETING MINUTES**

DATE: Friday, May 6, 2022

TIME AND PLACE: The San Antonio Housing Trust Foundation met in session at 2:38 p.m., via Zoom and in person at 100 W. Houston, San Antonio, Texas 78204.

PRESENT: Councilwoman Teri Castillo, Eric Cooper, Councilman John Courage, Rachell Hathaway, Councilman Jalen McKee-Rodriguez, Jane Pacione, Councilwoman Adriana Rocha Garcia, and Councilwoman Phyllis Viagran.

ABSENT: Antoinette Brumfield, Jordan Ghawi, Marinella Murillo, and Mark Carmona

STAFF/VISITORS PRESENT:

Pedro Alanis- Executive Director San Antonio Housing Trust Foundation INC.; Nicole Collazo- Director of Operations San Antonio Housing Trust Foundation INC.; John Hernandez- Asset Manager San Antonio Housing Trust Foundation INC.; Lauren Bejaran- Sr. Administrative Assistant San Antonio Housing Trust Foundation INC.; Ruben Lizalde- D3; Edward Muniga- D4; Ileana Sandoval- D9; 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 Lauren Bejaran.
2. **APPROVAL OF BOARD MEETING MINUTES FOR MARCH 23, 2022.**
Councilwoman Phyllis Viagran motioned, and Councilman Jalen McKee-Rodriguez seconded for approval of the March 23, 2022, minutes with the noted corrections.
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 WAS TAKEN.
4. **DISCUSSION AND POSSIBLE ACTION TO APPROVE A RESOLUTION TO AUTHORIZE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE A PROFESSIONAL SERVICES AGREEMENT FOR COMMERCIAL REAL ESTATE BROKER SERVICES WITH CRBE.**

The San Antonio Housing Trust requested proposals from experienced qualified State of Texas licensed Commercial Real Estate Brokers to provide commercial real estate brokerage services to include provide advice regarding the real estate market, advise staff of diverse options or approaches to achieve our desired mission, represent the SAHT entities in selling, leasing, or purchase of property including, but not limited to, commercial multi-family property, tracts of vacant land, or underutilized commercial or

industrial property. The San Antonio Housing Trust received the following responsive proposals from Providence Commercial Real Estate Services, Inc. and CBRE, Inc.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and the City of San Antonio's Real Estate Administrator, John Prather, met to discuss and score the proposals. While both responsive proposals were competitive, the evaluation team scored CBRE higher based on the following: CBRE's commission for acquisition/land w/o cooperating broker at \$1M and under; CBRE's acquisition approach/ methodology; and CBRE's capacity for additional services & capabilities.

The Finance and Audit Committee met on April 12, 2022, to discuss CRBE's Proposal. The Finance and Audit Committee recommends authorizing the Executive Director to execute a Professional services agreement for the purpose of an on call Commercial Brokerage services with CBRE, Inc.

MINUTES COMMISSION ACTION:

Councilman John Courage motioned, and Councilwoman Viagran seconded to approve and authorize Executive Director to execute a professional services agreement for Commercial Real Estate Broker services with CRBE.

AYES: 8

NAYS:

ABSTAINED:

THE MOTION PASSED.

5. DISCUSSION AND POSSIBLE ACTION TO APPROVE A RESOLUTION TO AUTHORIZE EXECUTIVE DIRECTOR TO NEGOTIATE AND EXECUTE SALE OF THE EXCHANGE BUILDING.

The San Antonio Housing Trust Foundation has been a Limited Partner with the Exchange Building, located at 152 E. Pecan, since 1992 where a historic renovation project utilized \$1,765,000 in tax exempt bonds issued by the Finance Corporation to renovate 40 apartments along the SA Riverwalk. The purpose of the Foundation's involvement was to both renovate a historic asset and to create housing density in this downtown corridor.

In 2003, the project was refinanced with a HUD 223(a)(7) and SAHT Foundation provided an additional \$100,000 6% cash flow loan to the project through November 2038. The 40-unit project has one "affordability restriction" capping 10 units at 120% AMI. On March 29, 2022, The Exchange Group partnership received an offer to buy the property. The other partners are ready to move forward with the sale.

The SAHT Foundation is estimated to receive \$392k from the sales proceeds for our 9.21% partnership stake and \$112,000 in loan repayment with interest for a total of approximately \$504,000. Unfortunately, SAHT is not in a financial position to make an offer to acquire and rehab the property, thus staff recommend to the Finance and Audit Committee to move forward with the sale. The Finance and Audit Committee recommends authorizing the Sale by the Exchange Group of certain Real Property known as "The Exchange Building" and authorizing the Executive Director related matters to finalize the sale.

MINUTES COMMISSION ACTION:

Rachell Hathaway motioned, and Councilwoman Phyllis Viagran seconded to approve and authorize Executive Director to execute sale of The Exchange Building.

AYES: 8

NAYS:
ABSTAINED:
THE MOTION PASSED.

6. DISCUSSION AND POSSIBLE ACTION TO APPROVE A REOLUTION TO ADOPT THE CITY OF SAN ANTONIO'S STRATEGIC HOUSING IMPLEMENTATION PLAN.

On December 16, 2021, the City of San Antonio adopted the Strategic Housing Implementation Plan (SHIP). SHIP was adopted to define affordability for the city, recalibrate the City's affordable housing target goals, create a funding plan to reach those goals, and develop implementation strategies to provide more housing and protect neighborhoods. Each strategy builds off the vision of the Housing Policy Framework and other related City planning efforts around affordable housing issues such as Opportunity at Risk, SA Climate Ready, For Everyone Home, and the Homeless Strategic Plan.

The SHIP asks the Housing Trust to consider the following: Align with the City's Definition of Affordable Housing and Housing Goals; Partner on development and rehabilitation projects; Contribute \$35 Million in cash and tax exemption opportunities over the next 10-years to support SHIP aligned effort; Lead on establish a Land Bank/Acquisition Program; Lead in assisting the producing of 1,000 units of permanent supportive housing ; Lead in improving Multifamily New Construction programs and policies; Lead in supporting or establish a Community Land Trust.

At the San Antonio Housing Trust Board Retreat, City staff presented the details of the SHIP including the four critical elements of the Plan a described above. The Board discussed waiting to formally adopt the SHIP as we went through our Five-Year Strategic Plan, however, the Governance and Policy Committee discussed adopting the City's Strategic Housing Plan ensure this was foundational to our Five-Year Strategic Plan. The Governance and Policy Committee recommends formally adopting the City's Strategic Housing Implementation Plan.

MINUTES COMMISSION ACTION:

Eric Cooper motioned, and Rachell Hathaway seconded to approve a resolution to adopt the City of San Antonio's Strategic Housing Implementation Plan.

AYES: 8

NAYS:

ABSTAINED:

THE MOTION PASSED.

7. ADJOURNMENT

Councilwoman Rocha Garcia adjourned the meeting. There being no further business, the meeting adjourned at 2:40 p.m.

**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 to approve a resolution to authorize Executive Director to negotiate and execute professional services agreement for On Call Financial Advisory services with Stifel.

Summary:

The San Antonio Housing Trust requested proposals from qualified firms to provide an array of **Financial Advisory Services** for both single family and multifamily preservation, investment, and development opportunities. This includes but is not limited to providing comprehensive financial modeling, multifamily real estate investment analysis, underwriting, market evaluation, and developer/owner capacity evaluation to support new and existing affordable single family and multi-family housing development activities. SAHT received one responsive proposal from *Stifel Public Finance* for Financial Advisor.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and Margaret Villegas, COSA Assistant Director of Finance (Financial Management Division) met to discuss the proposals. Following the proposal review, the evaluation team elected to interview with the Stifel team.

Evaluation Team recommends selecting Stifel Public Finance for Financial Advisor. The Finance and Audit Committee met on May 17, 2022 to discuss the selection.

Committee Recommendation:

Finance and Audit Committee recommends authorizing the Executive Director to negotiate and execute an agreement for on-call Financial Advisory services with ***Stifel Public Finance***.

Attachments:

Resolution
Stifel Proposal

SAN ANTONIO HOUSING TRUST FOUNDATION, INC.

RESOLUTION NO. F22-0525-04

**A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING
THE EXECUTIVE DIRECTOR TO EXECUTE A PROFESSIONAL
SERVICES AGREEMENT FOR THE PURPOSE OF ON CALL
FINANCIAL SERVICES WITH STIFEL; AND SETTING AN EFFECTIVE
DATE**

WHEREAS, the San Antonio Housing Trust Foundation, Inc. has determined that it is necessary to contract for financial services to better serve the community for accomplishing the purpose of affordable and sustainable housing; and

WHEREAS, the San Antonio Housing Trust Foundation, Inc. reviewed and evaluated several firms to provide services and determined that Stifel is a highly qualified provider for financial services based on competence and qualifications and is negotiating a fair and reasonable price which meets the qualifications for providing commercial brokerage services; and

WHEREAS, the Board of Directors hereby finds that it is in the best interest of the San Antonio Housing Trust Foundation, Inc. for the Executive Director to negotiate and to enter into a Professional Services Agreement by and between Stifel and the San Antonio Housing Trust Foundation, Inc. for the purposes of financial services.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:**

Section 1. The Board of Directors hereby agrees to enter into a Professional Services Agreement with Stifel.

Section 2. The Executive Director is hereby authorized to negotiate and execute the Professional Services Agreement, on behalf of the San Antonio Housing Trust Foundation, Inc., and such other documents and instruments reasonably necessary to conclude the transaction.

Section 3. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 4. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 5. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

Section 6. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 7. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

PASSED AND APPROVED this_____ day of_____, 2022.

SIGNED:

Councilwoman Adriana Garcia Rocha
President

ATTEST:

Jordan Ghawi, Secretary

Stifel Proposal



San Antonio Housing Trust

Request for Proposals for
Financial Advisory Services
and Bond Underwriting

March 11, 2022

STIFEL | Public Finance

March 11, 2022

Sent via Email

Mr. Pedro Alanis
Executive Director
San Antonio Housing Trust
pedroalanis@saht.org

Ms. Nicole Collazo
Director of Operations
San Antonio Housing Trust
nicolec@saht.org

Re: Response Request for Proposals for Financial Advisory Services & Bond Underwriting

Dear Pete and Nicole,

On behalf of Stifel, Nicolaus & Company, Incorporated (“Stifel”), we appreciate the opportunity to submit our proposal to serve the San Antonio Housing Trust (“SAHT”) and affiliated entities (the “Trust Entities”) as a bond underwriter and financial advisor. We believe that our performance to date for the Public Facility Corporation (the “PFC”) on the Lofts at Creekview project, unique combination of national and Texas-based resources, and proposal response, demonstrate Stifel's ability to continue to add significant value to the SAHT and the Trust Entities. Stifel is a leading full-service investment bank with the #1 ranked national public finance practice, which includes, among many specialty groups, the #1 ranked Housing Group and a top ranked Development/Project Finance Group. Professionals from these specialty areas form the core team that will serve the Trust Entities on its transactions.

Matt Levin and **Laura Radcliff**, who lead the Development/Project Finance Group, will also serve as the Trust's principal contacts. Their successful track record of closing bond transactions for ground-up development projects where bond investors take the majority of development and project risk can be measured not just in dollars and projects, but also in the care they have taken to protect their issuer clients. This is the team proposing to serve the Trust Entities as bond underwriter on all transactions where the Trust Entities, namely the PFC, serve as owner/borrower. They are joined by Madelyn Rawl and Jacob Schechter who provide day-to-day banking support.

Respecting the fact that developers of conduit housing transactions typically bring their bond underwriters to the table, Stifel will deploy Texas-based members of its Housing Group to provide financial advisory services to the Trust Entities on such transactions. Our Dallas-based financial advisory team will be led by Gary Machak and Barton Withrow, together with our program specialist Josh Karar and multi-family specialist Bob Poswalk. We note that our financial advisory team currently serves as advisor to the Texas Department of Housing and Community Affairs (“TDHCA”) and the Harris County Housing Finance Corporation (“HCHFA”). As you review our proposal, please keep in mind the following important facts, as we are confident that they differentiate us from other firms.

FINANCIAL ADVISORY SERVICES. Part of Stifel's success as an advisor is our ability to navigate through the complex regulations governing the finance industry. Our firm consists of many resources that set us apart from non-broker-dealer advisory companies. Our experience as a leading underwriter that is regularly in the market (1,031 senior managed transactions totaling nearly \$24 billion in 2021) provides our advisory practice with direct access to forward-looking financial information and data that non-broker dealer financial advisors do not have access to. Our integrated service model allows for more oversight, less room for error and results in stronger financial guidance. Non-broker-dealer financial advisors must form alliances with underwriting firms to get this information and these alliances create a potential conflict of interest when choosing an underwriter. **Stifel does not serve as advisor and underwriter on the same transactions. Beyond that, we employ dedicated quantitative specialists who provide complex analysis for single and multi-family housing issuances.**

Sophisticated Housing Finance Practice. Stifel is also one of three broker-dealers that provides full pipeline management services and generates added value for our clients with pooling strategies such as early delivery or specified pool sales. Our advisory clients continue to benefit from our recommendations that provide better execution of early settle payouts and substantially higher gains.

Innovative Solutions/Value-Added Services. The bottom line is results. Stifel has a long and demonstrable record of creativity and innovation in all areas important to the Trust Entities that produce direct and measurable benefits to our advisory clients. Specifically, the TDHCA, has estimated that the programs Stifel created and implemented have **added over \$100 million of bottom-line value** to TDHCA indentures since 2010. For example, Stifel helped optimize their single and multi-family programs, develop a highly profitable second lien DPA program, sell portfolios of MBSs at high premiums, restructure debt with taxable refundings and swap restructurings, identify improvements to the TBA program, and develop tax yield restatement methodologies. Our team members also arranged and preserved below market liquidity from the Texas Comptroller and helped protect them from potential litigation on unrated/low-rated multi-family bond transactions.

UNDERWRITING SERVICES. Our response provides detailed rationale for selecting Stifel as the bond underwriter for the PFC. Provided below are the highlights:

- **Extraordinary execution capability.** By virtue of our large retail and institutional sales forces, our Texas sales resources are augmented by a national retail network and institutional sales and trading desks across the nation. Stifel also has a unique combination of institutional resources including one of the **most active distribution networks for taxable municipal bonds, including “pass through” type structures.**
- **#1 Ranked Housing Practice.** With a nationwide Housing Group, Stifel has unparalleled experience and expertise, having completed more affordable multi-family housing transactions than any other firm every year since 2013. In 2021 alone, Stifel senior managed 105 multi-family transactions totaling \$2.2 billion, ranking the firm #1 nationally.
- **#1 Ranked Development/Project Group.** Since 2009, Stifel has completed 1,158 development transactions with a total par amount of approximately \$23.6 billion for a 39.8% market share. Stifel’s lead managed development experience exceeds the next five firms combined by number of issues. Our bankers have **significant experience structuring and executing project financings and our underwriters and sales force have unparalleled knowledge of the specialized buyer base for such bonds.** In addition, Stifel has a municipal research staff dedicated to development-related financings, a characteristic unique to our firm.
- **Understanding of and Demonstrated Commitment to the Trust.** **The best example of our commitment to the Trust is the work we are currently doing for and on behalf of the Trust. Since being mandated to lead the Lofts at Creekview transaction, we have provided value-added banking services including, but not limited to, bond structuring, negotiating better financing terms, and advocating material changes and modifications to the bond and disclosure documents.**
- **Industry-wide Relationships.** Stifel’s bankers enjoy excellent relationships with representatives throughout the industry, which provide us with unparalleled credibility with issuers, borrowers, developers and investors. For example, our excellent relationship with Preston Hollow Capital has enabled us to successfully negotiate a number of provisions on behalf of the PFC on the upcoming Lofts at Creekview transaction.

Stifel’s team of housing and project finance professionals fulfills all of SAHT’s needs as outlined in your Request for Proposal. We are committed to allocating the necessary time, personnel and resources to ensure your continued success. *Statements concerning insurance and conflict of interest: Stifel is currently carrying General Liability, Workers Compensation, Professional Liability and Errors and Omissions insurance, and will continue to carry such insurance for the duration of the contract term. Stifel has not identified any conflicts or perceivable conflicts.*

Should you have any questions or require additional information, please contact either of us.

Sincerely,



Matt Levin, *Managing Director*
T: 214.706.9483
E: matt.levin@stifel.com



Laura Radcliff, *Managing Director*
T: 314.342.2153
E: laura.radcliff@stifel.com



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Transmittal Letter

Statement of Proposal

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DISCLOSURE: As outlined in the SEC’s Municipal Advisor Rule, Stifel, Nicolaus & Company, Incorporated (“Stifel”) is providing the attached material and all information and advice contained therein in response to a request for proposals or request for qualifications (the “RFP”) by a municipal issuer or obligated person with respect to a specific issue of municipal securities.

Stifel is proposing to serve as Municipal Advisor for the Trust Entities with the sole exception of the PFC, for which it is proposing to serve as Underwriter. Solely regarding PFC Bonds: Stifel is providing information and is declaring to the proposed municipal issuer and any obligated person that it has done so within the regulatory framework of MSRB Rule G-23 as an underwriter (by definition also including the role of placement agent) and not as a financial advisor, as defined therein, with respect to the referenced proposed issuance of municipal securities. The primary role of Stifel, as an underwriter, is to purchase securities for resale to investors in an arm’s-length commercial transaction. Serving in the role of underwriter, Stifel has financial and other interests that differ from those of the issuer. The issuer should consult with its own financial and/or municipal, legal, accounting, tax and other advisors, as applicable, to the extent it deems appropriate.

These materials have been prepared by Stifel for the client or potential client to whom such materials are directly addressed and delivered for discussion purposes only. All terms and conditions are subject to further discussion and negotiation. Stifel does not express any view as to whether financing options presented in these materials are achievable or will be available at the time of any contemplated transaction. These materials do not constitute an offer or solicitation to sell or purchase any securities and are not a commitment by Stifel to provide or arrange any financing for any transaction or to purchase any security in connection therewith and may not be relied upon as an indication that such an offer will be provided in the future. Where indicated, this presentation may contain information derived from sources other than Stifel. While we believe such information to be accurate and complete, Stifel does not guarantee the accuracy of this information. This material is based on information currently available to Stifel or its sources and is subject to change without notice. Stifel does not provide accounting, tax or legal advice; however, you should be aware that any proposed indicative transaction could have accounting, tax, legal or other implications that should be discussed with your advisors and /or counsel as you deem appropriate.

1. ORGANIZATIONAL INFORMATION

Describe the Respondent's name, principals, ownership organization, address, contact information, year established, former names, and identify home or branch office making submittal. Include: Name, Location, and description, and contact Person and telephone Number.

Stifel Overview. Founded in 1890, Stifel has grown to over 8,600 global employees located in 370 offices. Stifel, headquartered in St. Louis, is a publicly traded firm (NYSE: SF), which provides investment banking and brokerage services through our Institutional Capital Markets group and wealth management services to individual investors through our Private Client group, as shown to the right. More on Stifel's robust distribution platform can be found in **Section 2**.

Stifel's Municipal Securities Group ("MSG") is a vertically integrated unit with over 300 employees in 30 offices nationwide housed within our Fixed Income Capital Markets division. The MSG includes Public Finance Banking and Municipal Capital Markets (Underwriting, Sales, Trading and Credit). Our PFC banking coverage is led by **Matt Levin** and **Laura Radcliff**, both of whom are members of our project finance/development team, and is supplemented with local support bankers and multi-family coverage team members where necessary.

In 2019, Stifel acquired George K. Baum & Company ("GKB") and welcomed **Gary**

Machak, the Manager of Stifel's Texas Public Finance practice, as well as an **industry leading housing expert**. Gary would serve as the lead for the Trust's financial advisory services. In addition to the acquisition of GKB, Stifel acquired Ziegler in 2018 and First Empire in 2019. These acquisitions have brought another \$1.3 billion of assets under management to Stifel. While other firms are exiting the municipal bond business, including in the State of Texas, Stifel continues to be committed to, invest in, and grow, its municipal finance practice.

2. KEY PERSONNEL

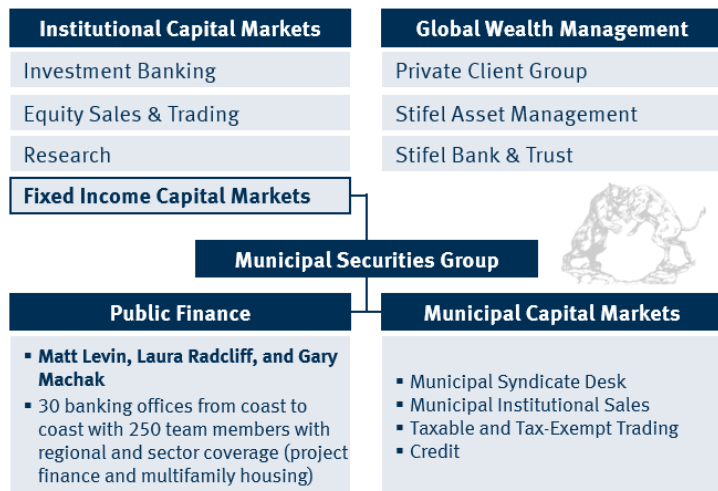
The Respondent shall provide a resume for key personnel that will be assigned to the Trust. The information for each individual must include the following: Name, Area(s) of Expertise, Years of Experience, and Professional Licenses(s), if applicable.

Bond Underwriting Team. The Stifel banking team, led by **Matt Levin** and **Laura Radcliff**, have a combined 53 years of experience with all aspects of managing and executing complex project finance and "pass through" type structured transactions. **Matt, a Managing Director based in Dallas, has considerable experience with the structuring and issuance of project financings nationally and in Texas.** Laura is a Managing Director based in St. Louis. Laura's investment banking career has focused on development and project financing, primarily in Missouri, Texas, and Virginia. Matt and Laura will be responsible for managing the nuances of the PFC deals and drawing appropriate resources as needed. As evidenced by their performance on the Trust's ongoing Lofts at Creekview transaction and

Organizational and Contact Information	
Respondent Firm:	Stifel, Nicolaus & Company, Incorporated ("Stifel")
Branch Address:	8115 Preston Road, Suite 650, Dallas, TX 75225
Responding Underwriting Representatives Contact Information:	
<u>Matt Levin</u>	- T: 214.706.9483; M: 917.886.9504
<u>Laura Radcliff</u>	- T: 314.342.2153; M: 314.313.5486
Responding Financial Advisory Representative Contact Information:	
<u>Gary Machak</u>	- T: 469.676.5348

Getting to Know Stifel

Our organization and capabilities



through the testament of our provided references, both are “hands on” bankers, paying attention to details in preparing legal documents and disclosure materials, structuring the financing and engaging with the underwriting process.

Supporting Matt and Laura are **Madelyn Rawl** and **Jake Schechter**. Madelyn and Jake are currently serving as lead execution support on the Lofts at Creekview transaction, and will continue to provide transaction and execution support for all PFC transactions.



Matt Levin, Managing Director, Co-Lead Banker, Dallas, TX. Matt joined Stifel in February 2021, and has 25 years of investment banking experience. Matt joined Stifel after spending the prior five years at Preston Hollow Capital (“PHC”), which is a leading municipal specialty finance firm primarily focused on the tax-exempt marketplace. Matt has completed transactions totaling in excess of \$30 billion. Matt has extensive transactional experience with complex revenue bond financings including project financings, public-private partnerships, derivative transactions, tender offers and capital restructurings. Matt currently holds Series 7, 52, 79 and SIE licenses.



Laura Radcliff, Managing Director, Co-Lead Banker, St. Louis, MO (Stifel Headquarters). During her nearly three decades as a public finance banker, Laura has served as investment banker on more than 300 bond issues with a total par amount in excess of \$17 billion. Laura’s primary investment banking focus is on economic development revenue bonds, including special district and project finance. Laura holds Series 7, 50, 53, and 63 licenses.

Madelyn Rawl, Analyst, Support Banker, Dallas, TX. Madelyn joined Stifel’s public finance practice in June 2020, and has worked out of the San Francisco and Dallas offices. Her primary focus is supporting the development team, providing primary support for over 30 transactions. Madelyn is Series 52 and 63 licensed.

Jake Schechter, Analyst, Support Banker, St. Louis, MO. Jake joined Stifel’s public finance department as an intern in June 2018. As an Analyst since June 2019, Jake’s primary focus has been on revenue bonds of public entities, with an emphasis on economic development bonds. Jake is currently registered with his Series 52, 63, and Series 50 licenses.

Financial Advisory Team. The Stifel financial advisory team will be led by **Gary Machak** and supported by **Barton Withrow** and **Josh Karar**, all of whom are located in the Dallas office. The team of Machak, Withrow and Karar serve as the financial advisor to the largest, most sophisticated state agencies and housing entities in the State of Texas, including the Texas Department of Housing and Community Affairs, Texas Veterans Land Board, and Harris County Housing Financing Corporation.



Gary Machak, Managing Director, Lead Municipal Advisor, Dallas, TX. Gary joined Stifel as a Managing Director and Manager of Texas Public Finance and has nearly four decades experience as an investment banker, including managing the Texas Public Finance Group and serving as a member of the National Housing Group. He has more than 39 years of public finance and municipal advisory experience. Gary holds Series 7, 50, 53 and 63 securities licenses.

Barton Withrow, Director, Municipal Advisor, Dallas, TX. Barton is a Director in Stifel’s Dallas Public Finance office. He offers 35 years of public finance and municipal advisory experience and has structured or reviewed over 800 transactions exceeding \$90 billion. Mr. Withrow advises a spectrum of tax-exempt issuers including State HFAs and Local HFCs. Barton holds Series 7, 50, 52, 53, 24 and 63 securities licenses.

Josh Karar, Associate, Municipal Advisor, Dallas, TX. Josh is an Associate in Stifel’s Texas Public Finance Group. Josh joined Stifel in September of 2020, bringing seven years of experience in public and corporate finance. Josh primarily provides support to Stifel’s Housing practice in Texas providing financial advice and quantitative expertise to the Texas Department of Housing and Community Affairs, Texas Veterans’ Land Board, and Harris County Housing Finance Corporation among others. Josh holds Series 50, 52 and 63 securities licenses.

Additional Quantitative Resources. The underwriting and financial advisory teams will be supplemented by quantitative housing specialist, **Barry Gottfried**, and multi-family specialist, **Bob Poswalk**. Barry has executed hundreds of single family and multifamily bond issues for billions of dollars for over half of the state housing finance agencies nationally. He was among the first to structure bond issues with innovative features that often subsequently became the standard for HFA financings. Bob's multi-family experience includes 4% Tax Credit Programs, FNMA Pass-Through Structures, Freddie-Mac Direct Placements, Cash Collateral Bonds in Conjunction with a HUD Loan, Direct Placement with Banks and other Financial Institutions, Senior/Subordinate bond structures, student housing, and assisted living transactions.

3. RESOURCE UTILIZATION PLAN

Workload Status Based on the Respondent's current workload and staffing, indicating the current percentage of capacity at which the Respondent is operating. Indicate the current backlog (if any) of key personnel assignments in months.

Resource Utilization. As demonstrated by our banking team's deep involvement and attentiveness on the Lofts at Creekview transaction, Matt and Laura will continue to be dedicated resources to the SAHT, ensuring the highest level of timely and comprehensive service. Our commitment is evidenced as a key facilitator in pricing negotiations with the lender (Preston Hollow Capital), extended into our diligent review of the bond and disclosure documents, and carries us through to our role as a resource for the GMP construction contract and the completion guaranty discussions. Throughout these key processes, we have proven not only that we will never be a hindrance because of our other client obligations, but that we actually drive value by using our expertise and process-oriented approach to shepherd time-sensitive negotiations and navigate tight timelines. Our ability to ensure 100% capacity and unfettered attention to our future PFC projects is attributable to Matt and Laura's aptness to operate as a true team. Regardless of who is sitting at the negotiating table or who picks up the phone when an investor calls, there will always be a dedicated expert available to guide the financing and assist the SAHT and the Trust Entities in achieving the most optimal outcome.

Likewise, Gary offers the same degree of highly specialized attention to his financial advisory clients. His service and dedicated attention is evidenced by his long tenures as advisor to his clients. As financial advisor to entities like TDHCA and TVLB for many decades, there is no greater testament of unbounded attention than decades of service.

Our support and quantitative bankers will assist Matt, Laura, and Gary on an as-needed basis. A well-rounded, seasoned team – both on the underwriting and financial advisory side – presents the SAHT and the Trust Entities with no shortage in resources, experience, or availability.

4. EXPERIENCE AND QUALIFICATIONS

The Respondent shall list examples of the Respondent's record and experience related to the submitted Scope of Services.

Underwriting Experience. As the most prolific underwriter of both development and multi-family issues nationally over many years, Stifel is able to draw on a breadth of experience to add unparalleled value to developer-driven, project finance-oriented multi-family transactions. The quantitative team and expertise of our underwriting desk on the multi-family side combines with the unique skillset of our development/project finance bankers to make Stifel the obvious choice to lead PFC underwritings.

Experience with San Antonio Housing Trust Public Facilities Corporation. Stifel values the privilege to collaborate with the SAHT and its leadership on the \$60 million tax-exempt Lofts at Creekview project financing, which is targeted to close this month. Since being mandated as sole managing underwriter and placement agent in November 2021, the Stifel team has:

- Assisted in the negotiation of the bond financing;
- Led the execution of the bond sale; and
- Advised the Executive Director.

Stifel has worked on many fronts to steer the project team, including the developer (Cohen-Esrey), the lender (Preston Hollow Capital), and the myriad lawyers and others, towards a successful close. From the onset of Stifel's mandate, we have worked with and on behalf of the Trust, the PFC and its Executive Director on negotiating better financing terms, including call provisions for the subordinate tranche and coupon/pricing for each of the senior and subordinate tranches, as well as the optimal financing structure (super-sinker bonds in lieu of PIK bonds) for the subordinate tranche.

In addition to the work we have done for and on behalf of the Trust and PFC, we have played an instrumental role in ferreting out issues relating to the guaranteed maximum price (GMP) construction contract and the completion guaranty to be provided by the developer. Furthermore, we have played an instrumental role in making certain the offering documents (both the limited offering and private placement memorandum) are clear, concise and inclusive of all material information, including, but not limited to, the appropriate pro forma scenarios, descriptions of the bonds, and risk factors, and team member disclosure. These tasks were complicated by the fact that the PFC has not previously issued project debt similar to this.

Multi-family Experience. Stifel has completed more affordable multi-family housing transactions than any other firm every year since 2013. In 2021, Stifel lead managed 105 transactions totaling \$2.2 billion, representing a 27% market share.

Stifel's is recognized as a national leader in housing finance and has worked with state and local Housing Finance Authorities ("HFAs") and government entities on single and multifamily housing programs for the largest issuers across the country. **Stifel has single and multi-family expertise unmatched in the industry and serve more than half of all state HFAs in some financial capacity.** Our housing group has created and successfully sold Tax-Exempt Mortgage-backed Securities ("TEMS"), multi-family TEMS ("M-TEMS"), cash collateralized credits, and non-investment grade workforce housing bonds. We frequently engage in discussions with housing entities to develop new market executions that enhance current programs, or introduce modifications to credit structures in light of changing market conditions and volatility.



National Multi-Family Housing Rankings
2021 Lead Managed Negotiated Issues (Ranked # of Issues)

Rank	Firm	# of Issues	Mkt. Share	Par Amount (US\$ mil)
1	STIFEL	105	27.2	2,182.0
2	Jefferies	36	9.3	3,015.8
3	RBC	32	8.3	895.9
4*	Wells Fargo	30	7.8	1,098.3
4*	KeyBanc	28	7.3	540.9

Note: National Rankings based on the number of neg. transactions brought to market and closed from 1/1 – 12/31 for each respective year. The 2021 Numbers are subject to change over the coming weeks as the database, SDC, settles its year end numbers and classifications. (*indicates a tie)

Our housing professionals have experience providing assistance to our clients in the following areas:

- Financial Advisory Services
- Underwriting & Trading
- TBA Program Administration & Advising
- Negotiated & Competitive Financings
- Taxable & Tax-Exempt Financings
- Fixed & Variable Rate Financings
- Swap Advisor Services
- Bidding Out Investment Contracts
- Liquidity & Remarketing Advising & Bidding
- Program Advisory Services
- Tailored Quantitative Analysis
- Indenture Cash Flow Modeling
- Rating Agency Presentations
- Financing Projects Using LIHTCS
- Obtaining Credit Enhancements
- Management of Transaction Process
- Development of Long-Term Financing Plans
- Derivative Products
- Private Placements
- Preparing & Assisting in Bid Packages for Indexed Note Placements

We have provided the above-listed services as senior manager for the following multi-family issuers:

- Alaska Housing Finance Corporation
- California Housing Finance Agency
- Connecticut Housing Finance Authority
- Georgia Housing Finance Authority
- Idaho Housing and Finance Association
- Indiana Housing & Community Dev. Authority
- Louisiana Housing Corporation
- Maryland Dept. of Housing. and Comm. Dev.
- Michigan State Housing Development Authority
- Missouri Housing Development Commission
- New York State Housing Fin. Mortgage Agency
- New Jersey Housing and Mortgage Fin. Agency
- Ohio Housing Finance Agency
- Oregon Housing and Community Services
- Rhode Island Housing and Finance Corporation
- South Dakota Housing Development Authority
- **Texas Dept. of Housing and Community Affairs**
- Utah Housing Corporation
- Washington State Housing. and Finance Commission
- Arkansas Development Finance Authority
- Colorado Housing and Finance Authority
- Delaware State Housing Authority
- Hawaii Housing Fin. and Dev. Corporation
- Illinois Housing Development Authority
- Iowa Finance Authority
- Maine State Housing Authority
- Massachusetts Housing Finance Agency
- Minnesota Housing Finance Agency
- Nebraska Investment Finance Authority
- New York City Housing Dev. Corp.
- North Dakota Housing Finance Agency
- Oklahoma Housing Finance Agency
- Pennsylvania Housing Finance Agency
- South Carolina State Housing and Fin. Auth.
- Tennessee Housing Development Agency
- Virginia Housing Development Authority
- Wisconsin Public Finance Authority

Financial Advisory Experience. While our financial advisory team members share the vast resources available at Stifel with the banking team, their clientele and their coinciding transactions more closely resemble more traditional, non-governmentally owned structures that the Trust is accustomed to. Combined, the banking and financial advisory teams offer a well-rounded approach to assisting with all of the Trust's financing needs. The advisory team's experience is broken down by marquee client to overview the services provided to the most sophisticated of multi-family and single family housing issuers in the State of Texas. Gary has also served as financial advisor to the Texas Comptroller of Public Accounts since 1995. Although TCPA is not a housing finance agency, it has provided liquidity for TDHCA and TVLB.

TDHCA. Members of Stifel's Texas Housing Practice have provided more than two decades of service to TDHCA as their Financial Advisor. **As Financial Advisor, Stifel advises TDHCA on all matters regarding 4% LIHTC bond financings issued through them, and additionally provide market color on current multifamily financing structures in the market. We also provide full-service financial advisory services and ongoing support for their single-family bond programs that provide first-time homebuyers loans subsidized by tax-exempt financing and down payment assistance including transaction structuring, open indenture cash flow/monitoring, assistance with disclosure compliance, and monitoring for their TBA programs and outstanding derivatives exposures.** Recent transactions include:

- Residential Mortgage Revenue Bonds Series 2022A (\$190,000,000) Non-AMT
- Single Family Mortgage Revenue Bonds Series 2021AB (\$174,829,558) (Non-AMT New Money & Taxable Refunding)
- Residential Mortgage Revenue Bonds Series 2021AB (\$161,369,927) (Non-AMT New Money & Taxable Refunding)
- Advised on 15 multi-family bond transactions totaling \$365,000,000 in development in 2021

TVLB. Members of Stifel's Texas Housing Practice have provided nearly three decades of service to the Texas Veterans Land Board in their Veterans Home Loan, Nursing Home Facilities and Land Loan programs. We provide Financial Advisory services, swap advisory services, and provide advice on transaction timing and selection of remarketing agents. Recent transactions include:

- State of Texas Veterans Bonds, Series 2021 (VRDN) (\$250,000,000)

- State of Texas Veterans Bonds, Series 2020 (VRDN) (\$250,000,000)

Harris County HFC. Stifel's Texas Housing team serves as Financial Advisor to Harris County Housing Finance Corporation, providing financial advice on conduit LIHTC multi-family transactions among other affordable housing initiatives. One such initiative is a program developed by Stifel (then GKB) wherein Harris County HFC has partnered with TDHCA to use its bond cap to provide affordable single-family loans and down payment assistance in its jurisdiction using TDHCA's program. HCHFC in turn receives a recurring cash flow stream. Recent transactions include:

- Multi-family Revenue Bonds, Series 2021 (City Parc at West Oaks) (\$21,180,000)
- Multi-family Revenue Bonds, Series 2020 (Enclave at Lake Pointe) (\$14,000,000)
- Multi-family Revenue Bonds, Series 2020 (Pinewood Apartments) (\$30,000,000)

Identify the individual who will serve as the lead agent and who will direct and coordinate the assigned tasks to completion.

As mentioned in **Section 2** and further elaborated on in **Section 3**, **Matt Levin and Laura Radcliff will serve as co-lead bankers on the underwriting side for the PFC, whereas Gary Machak will serve as day-to-day contact to the Trust on financial advisory assignments.**

Describe the firm's bond distribution capabilities including the experience of the individual primarily responsible for underwriting the proposed bonds.

Stifel's marketing process includes: 1) widely distributing the preliminary offering document with reasonable time for people to review and to cultivate buyers; 2) posting and distributing rating reports, if any; 3) aiming specific maturities at specific buyer segments; 4) explaining the bonds to our salesforce and to individual clients.

Municipal Bond Underwriting. Assisting the Trust from the underwriting desk will be Lisa May, Director, in our Denver office. Lisa, who joined Stifel in 2019 with the acquisition of GKB, has over 20 years of experience underwriting municipal bonds – including vast experience underwriting TEMS, M-TEMS, and single family transactions. She has recently served as underwriter on transactions for housing entities including, but not limited to, the Colorado Housing & Finance Authority, Florida Housing Finance Corporation, and New York City Housing Development Corporation. Lisa will serve as the underwriter for PFC transactions by leading our pre-marketing and pricing process, supported by the firm's extensive fixed income sales force. She will also provide ongoing perspective on market conditions as an input to the financing plan for transactions on the advisory side. Lisa holds Series 7, 50, 53, 63 and SIE licenses. Lisa's Series 50 license enables her to participate in financial advisory assignments, as well as underwriting assignments.

Stifel Distribution Channel

Municipal Securities Group <ul style="list-style-type: none"> 9 Municipal Underwriters 22 Municipal Sales People <ul style="list-style-type: none"> Denver Los Angeles New York San Francisco St Louis 9 Municipal Traders 3 Municipal Strategists
Rates Group <ul style="list-style-type: none"> 100 Sales People 35 Strategists
Corporate Credit <ul style="list-style-type: none"> 18 Corporate Credit Sales 10 High Yield & 7 Emerging Mkts
Stifel Europe <ul style="list-style-type: none"> 20 Institutional Sales People London, Frankfurt, Paris, Madrid
Private Client Group <ul style="list-style-type: none"> 2,300 Advisors \$300 Billion Assets 300+ offices Stifel Bank & Trust

Investor Base

Tier 1 Accounts <ul style="list-style-type: none"> Municipal Bond Mutual Funds Asset Managers Global Banking Institutions US Insurance Companies Opportunity Funds with Muni Strategies Separate Account Managers
Middle Market Institutions
Depository Institutions
Crossover Buyers
International
Retail Investors <ul style="list-style-type: none"> High Net Worth Family Office Mom and Pop

Municipal Bond Distribution Platform. Stifel has a large and balanced distribution platform with the ability to market bonds directly to all purchasers. Stifel has one of the largest institutional municipal sales groups in the country, covering investor segments such as municipal bond funds, SMAs, insurance companies, banks and other types of professional investors. In total, the firm has **21 dedicated municipal sales executives and over 200 fixed income generalists**. Importantly, each segment of the market is approached with an outreach strategy that appeals

specifically to the type of buyer. For example, the tailored outreach that we undertake for retail clients is very different than the presale marketing that we conduct for SMA's and institutional investors, who's investment decisions are most often dictated by fund flows and overall supply. In **Section 3**, we describe how we leverage our platform to bring in investors for proposed issuances of SAHT.

Stifel's Municipal Underwriting Syndicate.

- All Texas municipal bonds are underwritten from regional underwriting desks;
- Numerous institutional taxable and tax-exempt municipal and traders are based in Texas; and
- Municipal credit, strategy and investor relations also support our Texas underwritings.

Underwriting Experience. Stifel has lead-managed more negotiated bonds than any other firm for each of the last twelve years. Over that period, we have lead managed more than 9,000 issues for a combined par amount of over \$186 billion, and in 2021 alone, we managed 1,036 issues for a combined par amount of \$23.7 billion. Because of our significant annual underwriting volume, we are in daily conversation with investors regarding issuances across the credit spectrum, ranging from more "traditional" multi-family bonds to more complex project finance-based credits apropos of San Antonio Housing Trust's PFC transaction. Stifel's well-rounded repertoire allows us to connect unique credits to unique investors – reaching across different credit aisles by identifying the demands of both the "big boy" and niche investor to avail pricing levels.

Institutional Distribution.

- Stifel's 22-person institutional municipal sales group is among the largest in the industry.
- Stifel differs from many firms in that we have sales executives located in the major financial centers and many regional markets.
- Stifel's 200 fixed income generalists provide geographic (local) coverage of middle market institutions, local banks, public agencies, and crossover investors.

Professional Retail.

- Stifel's institutional salesforce provides coverage of money managers, family offices, Separately Managed Accounts (SMAs) and bank trust departments that constitute the "Professional Retail" audience.
- Professional retail investor segment can be powerful in establishing pre-pricing levels, as they place orders in bulk (typically in \$500,000 to \$1,000,000 pieces) that they allocate among the individuals whose assets they manage.

Individual Retail Distribution.

- Nationwide, Stifel maintains a retail brokerage force of 2,300 investment executives who manage over 1.6 million individual accounts with over \$300 billion in assets.
- In Texas, Stifel's retail distribution network includes both high net worth investors with a large appetite for municipal bonds as well as "mom and pop" retail buyers.
- Stifel's 87-member Texas Private Client Group manages over 43,000 individual retail accounts, in 17 offices throughout the state.

Stifel Texas Retail Network	
Texas Retail Accounts:	43,800+
Assets Held in Texas Retail:	\$15.4B
Number of Brokers:	87
Number of Texas Retail Locations:	17

5. STATEMENT OF WORK

Provide the description and approaches to the work to be performed in the Scope of Services.

Describe the agencies and agent's clear and concise approach to completing the tasks anticipated in the Scope of Services.

Stifel looks forward to the opportunity to partner with the SAHT and the Trust Entities to their goal of providing opportunities to support affordable housing projects, programs and initiatives. Stifel pledges to work hand-in-hand with the SAHT and the Trust Entities to identify and evaluate delivery options for various projects and

ultimately assist in the execution and financing of such projects. We will bring the direct experience and expertise outlined herein to assist the SAHT and the Trust Entities in successfully delivering projects. When we work with our clients, we strive to provide comprehensive service and analysis, and view our role as the “quarterback” managing the full range of processes to drive towards success. Importantly, for any bond underwriting or financial advisory assignment, we work closely with our clients to first understand their core goals and objectives, work to develop a transaction process and framework to achieve those goals, and then run a tightly controlled process to deliver on the transactions. Below are some capabilities we would bring to the SAHT and the Trust Entities:

- **Modeling:** Given our direct experience nationally and in Texas in serving as financial advisor to housing agencies, we have the in-house expertise to develop models that fully incorporate all elements that are essential to developers and the SAHT and the Trust Entities, enabling us to assist in evaluating any potential value drivers and impacts of transaction structures that the SAHT and/or the Trust Entities may elect to utilize.
- **Deep Experience Across Key Sectors:** As discussed throughout our response, Stifel’s approach is to field deep teams comprised of housing finance, development/project finance, quantitative, credit research and financing market expertise. This ensures sector specific knowledge and insights are incorporated into our work.
- **Understanding Financing Alternatives:** Our presence as a leading active participant in the municipal market will allow us to provide the SAHT and the Trust Entities with real-time feedback on available financing products and options. This direct knowledge will assist the SAHT and the Trust Entities in selecting alternatives and executing the most favorable transactions.

Describe the firm’s approach to modeling multi-family financing structures for new construction or acquisitions.

Quantitative Capabilities. Stifel housing bankers prepare all required cash flow analyses and IRS yield calculations for both single and multi-family mortgage revenue bond programs using DBC Housing and Consolidation software. DBC is widely used by major national and regional investment banks that serve as senior managing underwriters for mortgage revenue bond issues.

Other software used by our Firm to provide analysis and advice to Stifel’s housing clients include:

- Excel
- DBC Project Finance
- Bloomberg – for market data, housing market data and various financial statics,
- PowerSeller – for use in TBA analytics and optimization of daily priced programs,
- NIS Analytics – for tracking mortgage backed securities used in analysis and cash flow modeling, and
- EIKON – a Thomson Reuters service that integrates Tradeweb options and provides MBS and TBA market prices.

Instead of saddling our clients with the expense and risk of specialized software that isn’t an industry standard, Stifel uses a combination of DBC and custom-built Excel spreadsheets to offer our clients specialized solutions. Please see below to learn more about how the above-referenced quantitative capabilities are applied within the context of our general review process.

Describe the firm’s approach to underwriting transactions, market evaluation, and assessing developer/owner capacity. Describe the firm’s approaches to financing issues such as bond structures, credit rating strategies, and investor marketing strategies.

General Review Process. For each housing transaction, Stifel reviews the document workflow and the applicant’s analytical calculations. We seek to find and reconcile/eliminate potential issues before they become problematic. For example:

- Our review of a borrower's plan of finance disclosed that the original pledge of bond proceeds as collateral to the private activity tax-exempt bonds would disqualify them from receiving 4% low income tax credits. The applicant's flow of funds did not utilize a construction fund which would be funded with bond proceeds to build the project. Our recommended plan of finance flow chart provided the method in which the borrower would be eligible for 4% low income tax credits.
- A review of indentures disclosed the potential loss of revenue by an exchange feature as well as inconsistencies between indenture sections and other related documents. Stifel's review of transaction documents helps to ensure the transaction is accurately described.
- During several restructuring/refunding transactions, the applicant provided amortizations that had not properly reflected the actual current balances. As part of our review, we recalculate amortizations from the trustee/servicer records. Also, in many cases the applicant does not properly round principal and interest calculations. This can cause future reconciliation problems for bond holders, trustee/servicer, and auditors.

In summary, Stifel thoroughly reviews documents and calculations involved in SAHT's multi-family applications to ensure accuracy and help to keep the transaction to run smoothly. More on Stifel's marketing strategies can be found in the subsection below.

Detailed Analysis, Review, and Procedures. For each of the following types of transactions, Stifel's detailed analysis, review and procedures may include, for both financial advisory and underwriting engagements:

New Construction, Acquisition & Rehabilitation

- Review the application package and meet with issuer to review goals for the project.
- Participate in conference calls with borrower, issuer and counsel.
- Perform due diligence on developer and development team members.
- Attend board meetings and approval meetings.
 - Pre-attendance preparation; and
 - Available to participate as required.
- Review the Plan of Finance for consistency with private activity bond underwriting requirements, if applicable.
- Independently generate amortization schedules that include bond yield (arbitrage yield) and average life calculations (useful for 8038 preparation).
- If this transaction is not rated or rated below the "A" category, then review investor letter compliance and due diligence required for a non-rated transaction.
- Prepare or review pro-forma analysis as required and other analytical calculations.
- Review market studies.
- Review Bond Documents with special attention to:
 - Bond Resolution;
 - Trust Indenture;
 - Loan Agreement;
 - Deed of Trust;
 - Bond Purchase Agreement;
 - Official Statement;
 - Non-Arbitrage Certificate;
 - IRS Form 8038; and
 - Negotiate deal points and covenants on behalf of and coordination with the issuer.
- In general, we look for anything that looks out of place. For example is the underwriter's discount, bond expenses or remarketing fees consistent with similar transactions.
- Prepare a final staff report summarizing the transaction and our findings.

Restructure / Refunding

- Review the application package.

- Perform due diligence on developer and development team members.
- Participate in conference calls with borrower, issuer and counsel.
- Attend board and approval meetings.
 - Pre-attendance preparation; and
 - Available to participate as required.
- Review the Plan of Finance for consistency with refunding rules.
 - The average maturity date (often referred to as the “average life”) of the proposed refunding should not be greater than the average life of the bonds before the refunding.
 - The refunding transaction must be a “current refunding”. Advanced refundings are not allowed for private activity bonds.
 - If the refunding is considered a reissuance for tax purposes, then specific bond documents need to be prepared by bond counsel and reviewed.
- Independently generate an amortization schedule of the bond principal that has been amortized from the trustee/servicer records.
 - It is important to have the correct balance outstanding to eliminate reconciliation errors in the future and to properly represent the “old” and “new” amortization schedules.
 - The “old” and new “new” average life is calculated from these amortization schedules and compared to ensure that the “new” average life is not greater than the “old” average life.
 - The bond yield (arbitrage yield) is calculated from the “new” amortization schedule.
 - The average life and bond yield calculations are useful for IRS Form 8038 preparation.
- Review Bond Documents with special attention to:
 - The Bond Resolution;
 - Supplemental Trust Indenture and Modification Agreement;
 - Affirmation of and Supplement to No-Arbitrage Certificate; and
 - IRS Form 8038
- Negotiate deal points and covenants on behalf of the issuer. Also, reconcile fees owed to issuer (SAHT)
- Prepare a final staff report summarizing the transaction.
- In addition, for underwriting engagements, Stifel will market the bonds, as described below. Throughout the process, Stifel negotiates and advises on structures and deal points to best meet the goals of SAHT.

Credit Rating Process

Stifel has the experience and expertise to provide sound input and judgment to all phases of the ratings process. As a leading investment banking and financial advisory firm we are in constant contact with the agencies regarding a wide range of credit issues. We have devoted significant resources to the development of rating presentation packages far more detailed than these agencies typically receive. Our sole objective when pursuing a rating is to achieve the highest possible rating and the lowest possible borrowing costs for our clients. This approach has been enormously successful.

We note that the credit rating process and approach is different for each of SAHT and the Trust Entities financings, depending on the issuer/borrower and the type of transaction (i.e., single family vs. multi-family and pass-through vs. PHC ownership, etc.). To the extent that the PFC is the owner/borrower, the transaction takes on a project finance approach (similar to the Lofts at Creekview project). In these types of financings, Stifel’s rating agency process utilizes a team approach in which our bankers, together with representatives of our Municipal Credit Research (“Muni Research”) team, join forces to best serve our borrower clients. Muni Research provides insight from rating agency methodologies and criteria. The banking team applies specific input from the proposed transaction into analytic tools incorporating rating agency metrics. The rating indications which result inform our approach to the rating agency presentation, and the emphasis therein. As a “ground-up” construction project that is subject to market (occupancy and rental rate) risk, it is highly

unlikely the project would garner investment grade ratings. As a result, this may lead us to recommend a bond sale on a non-rated basis.

For other non-project finance transactions, whether single family or multi-family pass through deals, Stifel can prepare the analyses required by the rating agencies (either on a single series or on a consolidated basis for parity bonds outstanding under a master indenture), the bond/mortgage yield computations required by bond counsel, the tracking of zero percent loan participations and 10 year and 32 year rule analyses. We are extremely proficient in the use of DBC Housing, DBC Consolidated and Microsoft Excel to generate the necessary rating agency stress tests and structural analyses. We do not use external consultants to perform our housing related quantitative analysis. Our credit analysis strengths have assisted clients in receiving critical first time credit ratings.

Describe the ability to access both retail and institutional investors.

Marketing Advantage. As the nation's leader in both housing and development finance, Stifel has experience that includes all types of transaction structures, non-rated and rated, of all sizes and complexity throughout the United States. No other firm has the experience, expertise and exclusive commitment to serving the needs of its issuer clients that Stifel brings to these detail oriented issues. Stifel's sales force covers the entire spectrum of investors. Stifel bankers, underwriters, and salesmen understand what it takes to actively market non-rated transactions to a wide variety of investors.

Marketing Plan and Investor Outreach. Stifel has the largest and most balanced distribution platform of any underwriting firm that is active in the market for development and housing credits. We are able to directly access the entire investor audience that purchases these types of securities because we have one of the largest institutional municipal sales groups in the country – covering investor segments such as municipal bond funds, separately managed accounts ("SMAs"), insurance companies, banks, and other types of professional investors. For more information on Stifel's robust distribution platform, see **Section 4**.

It is important to recognize that the vastly different respective credits – more traditional multi-family versus governmentally-owned PFC structures – present varied transfer restrictions and impact how we approach our marketing plan on the banking team, as well as how we assist in guiding the engaged underwriter on the financial advisory side.

Leveraging Institutional Demand. While a large institutional investor would have the unrestricted ability to buy non-rated workforce housing bonds, the question is who would be willing to purchase the bonds in consideration of the senior/subordinate structure and coinciding strength of the underlying credit. More traditional investment grade M-TEMS and LIHTC credits would share many of the same investors who purchase a CMBS, whereas the unique PFC credit would only appeal to a specialty lender, like Preston Hollow Capital, to undertake the risk of purchasing the subordinate tranche. Because of Matt's experience working at PHC and Laura's experience banking PHC deals, we have the insight to negotiate pricing terms with sophisticated specialty lenders, and in turn, assist the Trust in achieving a more optimal pricing. Regardless of whether we drive value by leveraging our institutional salesforce, or through pricing negotiations with lenders as we did on the Creekview transaction, the Stifel team will assist the Trust in achieving the lowest possible borrowing cost on all of its transactions across the credit spectrum.

Generally speaking, as it relates to institutions and institutionally-run SMAs, our objective is to reach beyond the largest municipal bond funds to smaller tier institutions and a good number of the more than 150 municipal SMAs. In doing so, we create demand, which together with demand from individuals where appropriate, can lead to oversubscription and further reduced interest rates. Because Stifel maintains the leading position in the origination of both traditional multi-family and development bonds, any institution that wants to own the Trust's bonds has a relationship with one of our sales executives. And, because we

sell so many of these bonds, our sales executives are in constant dialogue with these credit analysts and portfolio managers discussing their credit sensitivities and structuring needs.

Leveraging Retail Demand. A core component of Stifel’s distribution strategy is a focused effort to leverage individual retail demand. One of the best ways to achieve the lowest possible borrowing cost is to generate interest from a broad audience of retail investors, forcing institutions to compete for a smaller amount of principal. While retail investors are not permitted to purchase the Creekview subordinate bonds, Stifel was able to negotiate the inclusion of accredited investors into transfer restriction provisions for the senior bonds, which includes certain sophisticated retail investors.

Particularly with large block sizes and investment grade credits, we expect the investor audience to include a wide array of individual interest, including:

- Smaller “mom and pop” retail accounts looking for marginally higher yields relative to general obligation bonds with little additional risk, and;
- Larger “Big Boy” retail accounts who see the Trust’s credits as ideal for portfolio diversification. This can include the accredited investors who would be able to purchase the PFC senior bonds.

Stifel has a proven record of securing retail orders. For more statistics on our retail network, see **Section 4**.

Why Does Retail Matter? As we have detailed above, **securing retail orders creates competition among institutional accounts for the bonds and allows Stifel’s issuer clients to take full advantage of the slope of the yield curve.** The benefit of retail participation not only affects the diversity of the order book, but also **affects final pricing levels and lowers yields.**

6. REFERENCES

Provide at least three references from other public-sector clients, preferably clients where the firm provided Financial Advisory Services and Bond Underwriting Services similar to those described in this RFP. References must include Name & Location, role, & responsibility. Project description & reference phone contact information.

Underwriting References		Financial Advisory Reference
Bracewell, LLP Jim Plummer, Partner (210) 299-3530 james.plummer@bracewell.com 300 Convent Street, Suite 2700, San Antonio, TX 78205	Brooks Development Authority Leo Gomez, President/CEO (210) 678-3302 leo.gomez@livebrooks.com 3201 Sidney Brooks San Antonio, TX 78235	TDHCA Monica Galuski, CIO (512) 936-9268 Monica.galuski@tdhca.state.tx.us 221 E. 11th Street Austin, TX 78701

Underwriting References. Provided below are brief descriptions in connection with Jim Plummer, Partner at Bracewell LLP, and Leo Gomez, President and CEO of Brooks Development Authority.

Jim Plummer (Bracewell, LLC). The Stifel team began working with Jim, bond counsel to the SAHT, soon after Stifel was mandated as sole underwriter and placement agent on the Lofts at Creekview transaction. Stifel has worked with Jim throughout the duration of the financing on topics including, but not limited to, negotiations on call provisions, coupon/pricing, and transfer restrictions on the senior and sub tranches. For more information on the Creekview transaction, please see **Section 3**.

“Mom and Pop” Retail Accounts	These are investors who place orders in increments of \$5,000 to \$50,000. While certainly not carrying the deal, these orders help substantiate the liquidity of the bond issue, which is important for institutional demand.
“Big Boy” Retail Accounts	These individuals purchase bonds in blocks of \$100,000 to \$500,000. The category includes small wealth manager and family offices. Sophisticated retail tend to invest in time horizons that make sense for personal reasons (e.g., retirement) and at the spot that generates maximum yield.
SMA’s, Money Managers, Investment Advisors & Short Term Bond Funds	These investors may generate interest for multiple maturities across the yield curve and typically target larger block sizes.

Leo Gomez (Brooks). While at Preston Hollow Capital (“PHC”), Matt led the investment team for Brooks. Brooks’ transformation during Matt’s tenure at PHC demonstrates how an experienced project finance team can support a San Antonio issuer in their community development efforts by establishing a long-term strategic plan with the help of the committed debt investment. For SAHT, this long-term plan involves using the PFC structure that we have assisted in facilitating. An innovative capital plan, like the one established at Brooks, as well as the Creekview project, yields meaningful and measurable socioeconomic benefits.

For context, Brooks was created in 2002 to redevelop the 1,300+ acre former Brooks Air Force Base. Today, Brooks has transformed into a south San Antonio live-work-play development with new residential units, significant employment centers, retail, charter schools, and a VIA Metropolitan Transit center.

- PHC’s \$54.9 million initial investment, underwritten by Stifel, included taxable and tax-exempt bonds, proceeds of which provided capital to enhance critical infrastructure, develop a new 43-acre Greenline Park, and help restore historically significant assets, setting the table for increasing economic development activity on the Brooks campus.
- PHC invested an additional \$36.4 million tax-exempt bond investment to construct an Embassy Suites Hotel (the only full-service hotel in South San Antonio) and a \$19 million qualified Opportunity Zone investment to develop a 350,000 sf warehouse facility now leased to Amazon.
- In addition, PHC also invested \$17 million in two transactions comprising \$7.5 million of taxable and tax-exempt bonds, as well as a \$9.5 million taxable loan.
- After leaving PHC and joining Stifel, Matt and Laura served as sole managing underwriter for the \$24 million 2021A tax-exempt bonds. The proceeds are being used to fund infrastructure for the development of Heritage Oaks, an approximately 500 unit single-family rental community.

Today, aided by the PHC investment and Stifel’s underwriting, the Brooks campus has more jobs than it had at its peak employment as an Air Force Base, with 5,000 new jobs created with employers such as the UIW School of Osteopathic Medicine, Cuisine Solutions, Okin, Baptist Health, and Amazon.

Financial Advisory References. Provided below is a brief overview of our financial advisory experience with Monica Galuski, Chief Investment Officer and Director of Bond Finance for TDHCA.

Monica Galuski (TDHCA). Gary and Barton began working with Monica in 2014 when she joined TDHCA as Chief Investment Officer and Director of Bond Finance. As Financial Advisor, Stifel has worked with Monica on TDHCA’s 4% LIHTC bond financings, single-family bond programs, and all other financing needs. For more information on our decades-long history with TDHCA, please see **Section 3**.

7. CLAIMS/PERFORMANCE/INSURANCE/BONDING

If the Respondent currently involved in litigation or arbitration based on its work, briefly describe the nature of the claim.

Glen I Project Lawsuit. A putative class action lawsuit was filed in late 2019 against Stifel, Nicolaus & Company, Incorporated (“Stifel”) in Missouri State Court, Case No. 1916-CV29250, by several institutional investors (the “Ivy Fund Lawsuit”). The plaintiffs in the Ivy Fund Lawsuit allege there were inadequate disclosures relating to the sale of municipal bonds they purchased from Stifel, which were issued by the Greene County Development Authority for the construction of a senior housing community in a luxury development in Georgia (known as the Glen I Project). Other bondholders in the same issuance also filed two additional lawsuits against our Company in late 2019 asserting nearly identical allegations and claims: a second Missouri lawsuit, Hoffman et al. v. Stifel, Case No. 1916-CV32491, and one lawsuit in Georgia state court, Principal Street Partners f/k/a Green Square Boston, LLC, d/b/a Green Square Capital Advisors on behalf of Advantage Advisers Tax Exempt High Income Fund I and Advantage Advisers Tax Exempt High Income Fund II v. Stifel, Case No. 2019CV328671. (The Georgia lawsuit has been voluntarily dismissed by the plaintiffs, with prejudice). Stifel believes the outstanding lawsuits have no merit and is vigorously defending against the claims.

Troy Bank Lawsuit Summary. A putative class action lawsuit was filed on or about February 28, 2020 against Stifel in Missouri State Court, Case No. 20SL-CC01077, by Troy Bank and Trust Company, individually and on behalf of a class of those similarly situated relating to a municipal bond issuance in the City of Chicago (the “Ernst” issuance). The plaintiff alleges there were inadequate disclosures relating to the sale of municipal bonds in the Ernst issuance they purchased from Stifel, which were issued by the Illinois Finance Authority to acquire affordable housing units in Chicago. The plaintiff’s claims primarily relate to the alleged failure to identify or disclose housing code violations in prior issuances involving the same non-profit, Better Housing Foundation. The Company believes the lawsuit has no merit and is vigorously defending against the claims.

Karegnondi Water Authority. Stifel has been named as a defendant in a United States District Court, Eastern District of Michigan, Southern Division, litigation in connection with the underwriting of bonds to finance the Karegnondi Water Authority (“KWA”) pipeline, a new water pipeline intended to serve Flint, Michigan and surrounding areas. The lawsuit is filed against JP Morgan Chase, as senior manager, and Stifel and Wells Fargo, as co-managers, who underwrote the bonds for the KWA in 2014. The complaint alleges novel claims against the underwriter defendants, including conspiracy and professional negligence. We intend to defend vigorously against the allegations.

Stifel is an investment banking and securities firm providing investment services to individuals and institutional clients, investment banking, and related services including the day-to-day purchase and sale of securities. Stifel is a wholly-owned subsidiary of Stifel Financial Corp. (SF). In the normal course of business, at any given time, Stifel is subject to a number of claims and disputes, as well as regulatory matters including examinations, reviews, investigations, or formal actions. All required disclosures of material litigation and regulatory matters are made in Stifel Financial Corp.’s public filings with the SEC and other regulatory authorities, such as its Form 10-K and the most recent Form 10-Q filed with the U.S. Securities and Exchange Commission (the “SEC”), 8-K’s, and in other regulatory filings, such as Form B/D, as amended. You are further referred to the FINRA website, where you can access Broker Check reports for Stifel, which may be located using the following hyperlink: [Stifel Broker Check](#). This contains the regulatory reports on Stifel’s disciplinary disclosures.

If the Respondent has ever been terminated from an assignment for non-performance, please briefly explain.

The Stifel team has never been terminated for non-performance.

Is the Respondent currently carrying General Liability, Workers Compensation, Professional Liability and Errors and Omissions insurance, and will it continue to carry such insurance for the duration of the contract term?

Stifel is currently carrying the referenced policies and will continue to carry such insurance for the duration of the term of the contract.

8. MINORITY AND MINORITY OWNED BUSINESS

Provide documentation that the Respondent is a minority or women-owned business enterprise and/or will have the employment of minority group members and women in the Performance of the Trust Contract.

Diverse Team Representing a Diverse Issuer. Stifel is dedicated to staffing diverse teams, and will employ minority group members and women in the Performance of the SAHT Assignment. The SAHT banking team is 50% female and our financial advisory team includes a person of color. Laura will co-lead the banking team and will be assisted by Madelyn, while Lisa will serve as the lead underwriter to round off a team with strong female representation. We will continue to dedicate ourselves to fostering, cultivating and preserving a culture of diversity and inclusion by embracing and welcoming everyone regardless of age, race, religion, sexual orientation, gender identity, veteran status and other demographics.

Equal Employment Opportunities. Stifel strives to cultivate a culture that puts its clients and associates first, where everyone belongs, is welcome, and contributes to the success of our clients, their careers, and the firm

as a whole. Stifel's Head of Diversity and Inclusion, Carrie Kramer, has led the broadening of how and where we recruit the next generation of professionals, and introduced training and dialogue that fosters a culture of inclusion throughout the firm.

Within public finance, which is comprised of **208 principals, 30 (14%) are minorities and 55 (26%) are women**, including Betsy Kiehn, Head of Municipal Capital Markets, one of the highest-ranking women in public finance at any firm nationally. Women also represent over 40% of our institutional fixed income traders and salesforce. Our overall initiative is built to encourage differences and promote respectful interactions among our associates in effort to help continue to build on our strength and achievements within the industry.

In carrying out this initiative, Stifel maintains a formal measurement system for measuring diversity and inclusion at the senior level. Our measurements are sourced primarily from the reports we send to the Equal Employment Opportunity Commission.

Dr. Benjamin Akande. Stifel recently hired Dr. Benjamin Akande as Director of Human Resources, Diversity and Inclusion, and will be responsive to the Equal Employment Opportunity requirements. Dr. Akande, based at our St. Louis Headquarters, leads a continuing expansion of our targeted recruitment of minority and veteran-status associates. He joins us following a firm-wide open communication process led by our Chairman and CEO to seek input on diversity and inclusion from staff nationwide and the development of internal working groups to outline and implement applicable initiatives.

Women's Initiative Network. Our Women's Initiative Network, or "WIN", started organically by a small group of the firm's top female advisors. WIN has evolved into a company-wide initiative designed to engage, equip, and empower women to recognize their value, set goals, and reach their potential in both their personal and professional lives. Today, it includes every woman at Stifel, providing networking and mentoring opportunities for women at every stage of their careers at the firm. Under the leadership of Crystal Schlegel and Carol DeNatale, WIN has made tremendous strides. One such initiative is the Stifel Diversity & Inclusion Champions, a group of associates focused on outreach – to employment candidates, to our associates, and to our community – with the goal of helping make Stifel a firm that truly reflects the diverse clients we serve.



9. FEE PROPOSAL

Identify which fees are proposed on a "not-to-exceed" basis, describe any condition attached to their fee proposal, and explicitly state which costs are included in the fee proposal and which costs are to be reimbursed.

PFC Bond Underwriting Fee Proposal. Stifel's not-to-exceed proposed gross spread for SAHT PFC transactions is **\$8.50 per bond** for underwritten and/or agented transactions, exclusive of underwriter and/or placement agent counsel fees. The following expenses will be paid out of our underwriting spread:

- Day Loan
- CUSIP Fees
- Blue Sky Report
- Pricing platform/Wiring Fees
- Continuing Disclosure Report

Financial Advisory Fee Proposal. Below are the Stifel financial advisory team's proposed **not-to-exceed fees**. The primary condition of our proposal is that it **does not include advice on General Partnership** matters.

Multi-Family

- \$4,000 application fee; and
- \$10,000 plus \$2.00 per bond.
- No application fee for PFC deals.
- Structuring fee, subject to mutual agreement and consent.

Single Family

- \$1.50 per bond.
- Minimum of \$45,000.
- Structuring fee, subject to mutual agreement and consent.

San Antonio Housing Trust Foundation
Agenda Item 5

Discussion and possible action to approve a resolution to authorize Executive Director to negotiate and execute professional services agreements for on call Bond Underwriter services with Stifel and Frazer and Lanier.

Summary:

The San Antonio Housing Trust requested proposals from interested and qualified *Municipal Financial Advisory Firms* specializing in **Bond Underwriting** services to support new and existing affordable single family and multi-family housing development activities to assist in the structuring and issuance of bonds whether through a competitive or a negotiated sale process in conjunction with a bond sale and in accordance with all federal securities laws and requirements. SAHT received two responsive proposals from *Stifel Public Finance* and *Frazer and Lanier* for Bond Underwriter.

On April 6, 2022, the evaluation team of our three SA Housing Trust Executive Team members and Margaret Villegas, COSA Assistant Director of Finance (Financial Management Division) met to discuss the proposals. Following the proposal review, the evaluation team elected to hold interviews with the two firms.

Evaluation Team recommends selecting Stifel Public Finance and Frazer Lanier for Bond Underwriting Services. The Finance and Audit Committee met on May 17, 2022 to discuss the selection.

Committee Recommendation:

Finance and Audit Committee recommends authorizing the Executive Director to negotiate and execute professional services agreements for on-call Bond Underwriting services with ***Stifel Public Finance*** and with ***Frazer and Lanier***.

Attachments:

Resolution
Stifel Proposal
Frazer and Lanier Proposal

SAN ANTONIO HOUSING TRUST FOUNDATION, INC.

RESOLUTION NO. F22-0525-05

**A RESOLUTION BY THE BOARD OF DIRECTORS
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE
PROFESSIONAL SERVICES AGREEMENTS FOR THE PURPOSE
OF ON CALL BOND UNDERWRITER SERVICES WITH STIFEL
AND FRAZER LANIER; AND SETTING AN EFFECTIVE DATE**

WHEREAS, the San Antonio Housing Trust Foundation, Inc. has determined that it is necessary to contract for bond underwriter services to better serve the community for accomplishing the purpose of affordable and sustainable housing; and

WHEREAS, the San Antonio Housing Trust Foundation, Inc. reviewed and evaluated several firms to provide services and determined that Stifel and Frazer Lanier are highly qualified providers for bond underwriter services based on competence and qualifications and is negotiating a fair and reasonable price which meets the qualifications for providing commercial brokerage services; and

WHEREAS, the Board of Directors hereby finds that it is in the best interest of the San Antonio Housing Trust Foundation, Inc. for the Executive Director to negotiate and to enter into Professional Services Agreements by and between Stifel and Frazer Lanier and the San Antonio Housing Trust Foundation, Inc. for the purposes of bond underwriter services.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:**

Section 1. The Board of Directors hereby agrees to enter into Professional Services Agreements with Stifel and Frazer Lanier.

Section 2. The Executive Director is hereby authorized to negotiate and execute the Professional Services Agreements, on behalf of the San Antonio Housing Trust Foundation, Inc., and such other documents and instruments reasonably necessary to conclude the transaction.

Section 3. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 4. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 5. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board of Directors hereby declares that this Resolution would have been enacted without such invalid

provision.

Section 6. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 7. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

PASSED AND APPROVED this ____ day of _____, 2022.

SIGNED:

Councilwoman Adriana Garcia Rocha
President

ATTEST:

Jordan Ghawi, Secretary

Frazer and Lanier Proposal

FRAZER LANIER

March 11, 2022

Via email nicolec@saht.org

Ms. Nicole Callazo
Director of Operations
San Antonio Housing Trust
2515 Blanco Road
San Antonio, Texas 78212

RE: REQUEST FOR PROPOSALS FOR ON CALL BOND UNDERWRITING SERVICES

Dear Nicole:

We are pleased to respond to the San Antonio Housing Trust with the attached proposal for on call bond underwriting services.

Following your receipt and review, please feel free to call on us with any questions or if you should need additional information.

Respectfully submitted,

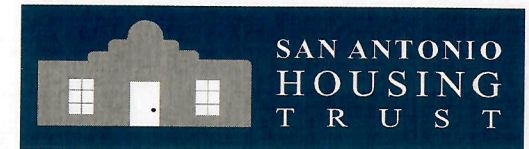
The Frazer Lanier Company, Incorporated



Lee Garrison

FRAZER LANIER

Response to Request for Proposal for on call Bond Underwriting Services March 11, 2022



FRAZER LANIER

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FRAZER LANIER

ORGANIZATIONAL INFORMATION

The Frazer Lanier Company is a privately held investment banking firm and was founded in 1976. The Firm serves all areas of the municipal finance sector in serving as bond underwriter to clients throughout the United States. Frazer Lanier is headquartered in Montgomery, Alabama and maintains additional offices in Birmingham and Florence, Alabama.

The Firm's headquarters is located at 300 Water Street, Montgomery, Alabama 36104. Our lead banker and Firm principal will be Jason Grubbs who resides in the Firm's Birmingham Office located at 110 Office Park Drive, Suite 210, Birmingham, Alabama 35223. The team assigned to the engagement with the San Antonio Housing Trust would include Tamika Reed, Lee Garrison and Jennifer Hill.

Strength in *(our)* Numbers

FRAZER LANIER

KEY PERSONNEL



JASON GRUBBS earned his Bachelor of Science degree from Auburn University with a major in Finance. Mr. Grubbs provides investment banking services to corporate and municipal clients throughout the United States and specializes in tax-exempt and taxable bond financings for a variety of issuers. He has significantly high levels of expertise and experience in the underwriting of private activity bonds including tax-exempt bonds issued in conjunction with 4% low-income housing tax credits. Mr. Grubbs manages the Firm's Birmingham office and has been a registered securities representative since 1995. | jason@fralan.com (205) 484-0888



TAMIKA H. REED received her Bachelor of Science in Psychology from Xavier University in New Orleans, Louisiana, her Master of Arts in Educational and Counseling Psychology from the University of Missouri at Columbia, and her Juris Doctorate from the University of Dayton School of Law. She is chairperson of the Montgomery Health and Wellness Task Force and the 100 Women Strong Committee. She is a member of the Montgomery, Alabama chapters of The Links, Incorporated, Delta Sigma Theta Sorority, Incorporated and Jack and Jill of America, Incorporated. Tamika is a native of New Orleans, Louisiana but has lived in Montgomery, Alabama since 2006 and has been with Frazer Lanier since 2020. | tamikareed@fralan.com (334) 265-8483

Strength in *(our)* Numbers

FRAZER LANIER

KEY PERSONNEL



L. LEE GARRISON graduated from the University of Alabama in 1997 with a Bachelor of Science degree in Finance with a concentration in Real Estate as well as a minor in Political Science. Lee was elected to four consecutive terms on the Tuscaloosa City Council from 1997 to 2013 and served as Finance Chair of the Council from 2001-2013. In 2013, Lee was elected as Chair of the Tuscaloosa City Board of Education. Lee has been directly involved in many bond issues during his 20 years of elected public service and joined Frazer Lanier in 2018. | lee@fralan.com (334) 265-8483



JENNIFER HILL is an Analyst at The Frazer Lanier Company and has served in this role for over a decade. Jennifer attended The University of Miami and is a second-generation employee at Frazer Lanier. She has vast experience in public finance transactions including state and municipal general obligation, revenue and lease-backed transactions involving various projects such as municipal infrastructure, utility systems, solid waste/environmental, higher education and health care. | jenniferhill@fralan.com (504) 302-7487

Strength in *(our)* Numbers

FRAZER LANIER

RESOURCE UTILIZATION PLAN

All Firm personnel assigned to any engagement with the San Antonio Housing Trust (the “Trust”) will be available as needed. Our response to this request for proposal is being made for consideration of serving as a bond underwriter, on call. Should a situation arise where a team member is unavailable or no longer with the Firm, Frazer Lanier has ample capacity to appoint additional staff to any assignment with the Trust. Currently, there is no backlog nor is any backlog anticipated that would hinder Frazer Lanier from promptly responding and fulfilling a bond underwriting engagement with the Trust.

Strength in *(our)* Numbers

FRAZER LANIER

EXPERIENCE AND QUALIFICATIONS

Jason Grubbs will be the primary day-to-day point of contact for the Trust and lead Frazer Lanier personnel assigned to the Trust relationship. Tamika Reed and Lee Garrison will serve in support banking roles and be further assisted by Jennifer Hill serving as our lead analyst.

Frazer Lanier's sales desk is located in the Firm's Montgomery, Alabama headquarters. Our sales desk is lead by Brian Spear, an industry veteran since 1986. Ashton Stuckey resides over sales and trading for the Firm and began his securities career in 1967.

Our distribution capabilities allow us to service issues of less than \$5,000,000 to issues including hundreds of millions of dollars all in a timely and cost-effective manner. We primarily utilize institutional money market funds, insurance companies, regional banks and trust departments as our core investor base. The Firm is involved in all aspects of municipal underwriting including issuances with credit enhancement, insurance, rated, nonrated, cash collateralized and privately placed transactions. Recent housing financings have been completed through the Dallas Housing Finance Corporation and Alabama Housing Finance Authority.

Strength in *(our)* Numbers

FRAZER LANIER

STATEMENT OF WORK

Underwriting assignments will be assigned and prioritized upon receipt. As a matter of due course, we suggest implementing a timeline at the initial engagement to manage expectations and put an appropriate closing calendar in place to ensure the financing closes in a timely and cost-efficient manner. As a part of developing the timeline, additional considerations are included to determine the best structure based upon current market demand along with identifying the appropriate rating agency or agencies and marketing strategy for the bonds.

Once rating(s) are received and the marketing plan is approved, Frazer Lanier will provide the Trust, their advisor and all other parties involved a market assessment in advance of pricing. The market update includes anticipated pricing levels and spreads, which allows everyone the opportunity to assess whether to move forward with selling the bonds. On the day of pricing, Frazer Lanier is in continuous contact to discuss any movements in the market, up or down. After pricing, an analysis is prepared to compare the anticipated price ideas versus those ultimately achieved along with a comparison of similarly rated/structured credits that were also in the market.

Strength In *(our)* Numbers

FRAZER LANIER

REFERENCES

Mr. Chris Hert

Alabama Housing Finance Authority

7460 Halcyon Pointe Drive, Suite 200

Montgomery, Alabama 36117

(334) 244-9200

Mr. Wyn Yerby

Hollyhand Development, LLC

527-B Main Street, Suite A

Tuscaloosa, Alabama 35247

(205) 345-0955

Mr. Rodney Corley

ARD

2620 11th Street

Tuscaloosa, Alabama 35401

(205) 331-9390

FRAZER LANIER

CLAIMS/PERFORMANCE/INSURANCE/BONDING

Frazer Lanier is not currently involved in any litigation or arbitration nor has the Firm been terminated from an assignment for non-performance. The Firm maintains general liability, workers compensation, profession liability and errors and omissions insurance and will continue to carry such insurance for the duration of the contract term with the San Antonio Housing Trust.

Strength in *(our)* Numbers

FRAZER LANIER

MINORITY AND WOMEN OWNED BUSINESS

Frazer Lanier strives to establish a diverse culture that fosters creativity and empowerment among our staff members that is reflective of the clients we serve. We are committed to embracing race, gender, religion, identity, and experience in all aspects of our operations as evidenced in our team members.

Strength in *(our)* Numbers

FRAZER LANIER

FEE PROPOSAL

Frazer Lanier suggests an underwriting fee **not to exceed \$5 per \$1,000** of bonds issued along with the preapproved reimbursement of out-of-pocket expenses not to exceed \$5,000 for any one bond issuance. *(Please note our fee suggestion is success based and is only paid upon closing.)*

Strength in *(our)* Numbers

FRAZER LANIER

STATEMENT CONCERNING CONFLICT OF INTEREST

Frazer Lanier is unaware of any past, present or anticipated conflict of interest that would impede with or interfere in serving as an underwriter on call to the San Antonio Housing Trust.

Strength in *(our)* Numbers

FRAZER LANIER

DISCLAIMER

The Frazer Lanier Company Incorporated (FLCO) is providing the information contained in this document for discussion purposes only in anticipation of serving as an underwriter. The primary role of FLCO, as an underwriter, is to purchase, or arrange for the placement of, securities in an arm's-length commercial transaction between the Issuer and FLCO and FLCO has financial and other interests that differ from yours.

Strength in (our) Numbers

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

Discussion and possible action to approve a resolution to adopt Mid-Year FY 2022 Operating Budget.

The prior SAHT Foundation Board adopted the Annual Operating Budget on September 23, 2021, for the FY 2022 beginning October 1 and ending September 30th. The budget focus on solely the operational needs of the Trust. Programmatic priorities, goals, and accomplishments were deferred until the new re-aligned board had an opportunity to weigh in as part of the new 5-year strategic planning process.

Staff has reconciled revenues and expenses through the first seven months ending April 30, 2022. Currently we are about 44% expended through 58% of the year. After reviewing the needs of Foundation operations, the Executive Director recommended a mid-year 7+5 budget revision to the Finance and Audit Committee.

Overall, the budget adjustment does not recommend an increase or decrease in the total budgeted amount for operations. Instead, the proposal provides an adjustment to various budget categories to meet the needs of the organization more accurately. The adjustments do include:

- Mid-year COLA one time payout for three salary staff members
- Reclassifies a portion of salaries to contractual services for CFO Services which are outsourced
- Reflects adjustments to include a Director of Development position
- Increases the budget for additional accounting, audit, and legal related work
- Keeps funding available for future consulting/advisory needs

Additionally, staff has attached revised revenue projections associated with not only Foundation revenue, but also revenues for the PFC, Finance Corporation, and Trust Fund. No action is needed on the revised revenue projections.

Attached is the proposed budget adjustment and line-item summary. The *Finance and Audit Committee* met on May 17th and recommended moving the budget adjustment to the Board for consideration.

Committee Recommendation:

Finance and Audit committee recommends approving a resolution to adopt Mid-Year FY 2022 Operating budget.

Attachments:

FY 2022 Operating Budget

FY 2022 Operating Budget Notes

Resolution



MID-YEAR PROPOSED BUDGET AMENDMENT

	BUDGET FY 2022 ADOPTED	Mid-Year Budget Amendment	BUDGET FY 2022 AMENDED
REVENUES			
Public Facility Corporation Contribution	\$ 2,186,522	\$ (228,891)	\$ 1,957,631
Finance Corporation Contribution	30,585	153,209	183,794
Earned Equity	-	392,670	392,670
Loan Revenues	259,085	14,229	273,314
TOTAL REVENUES	\$ 2,476,192	\$ 331,217	\$ 2,807,409
EXPENSES			
Personnel Services			
Salaries	\$ 477,895	\$ (182,190)	\$ 295,705
Taxes - Payroll	38,040	(9,079)	28,961
Taxes - Unemployment	2,000	-	2,000
Auto Allowance	6,000	1,935	7,935
Insurance - Health	64,800	(18,000)	46,800
Insurance - Life	7,168	-	7,168
Insurance - Workmen's Comp	1,200	-	1,200
Leave Buyback	12,250	-	12,250
Phone Allowance	1,200	147	1,347
Retirement Plan Contributions	45,539	(10,054)	35,485
Travel & Training	9,000	6,000	15,000
Total Personnel Services	\$ 665,092	\$ (211,242)	\$ 453,850
Contractual Services			
Accounting and CFO Services	\$ -	\$ 83,250	\$ 83,250
Audit Services	33,000	17,000	50,000
Bookkeeping Services	13,500	(2,100)	11,400
Consulting Fees			
<i>Fees to Professionals</i>	\$ -	\$ 111,874	\$ 111,874
<i>Interpretation Services</i>	-	200	200
<i>Leslie Komet</i>	43,000	-	43,000
<i>Mission Matters</i>	75,000	-	75,000
<i>TCAM</i>	14,000	-	14,000
<i>Vacant Position</i>	60,000	(60,000)	-
<i>Web Hosting</i>	-	2,000	2,000
Equipment Rental	3,700	2,850	6,550
Legal Fees	30,000	35,042	65,042
Maintenance & Repairs	35,000	-	35,000
Telephone and Internet	3,500	-	3,500
Total Contractual Services	\$ 310,700	\$ 190,116	\$ 500,816
Commodities			
Binding, Printing & Reproduction	\$ 950	\$ -	\$ 950
Mail & Parcel Post	750	-	750
Office Supplies	6,000	-	6,000
Utilities	8,000	-	8,000
Total Commodities	\$ 15,700	\$ -	\$ 15,700
Insurance/Other Expenditures			
Advertising	\$ 10,000	\$ 8,890	\$ 18,890
Entertainment & Food	750	2,250	3,000
Insurance - Business Package	25,000	(9,729)	15,271
Membership, Fees & Licenses	3,500	5,500	9,000
Subscriptions & Dues	3,000	1,288	4,288
Total Insurance/Other Expenditures	\$ 42,250	\$ 8,199	\$ 50,449



MID-YEAR PROPOSED BUDGET AMENDMENT

	BUDGET FY 2022 ADOPTED	Mid-Year Budget Amendment	BUDGET FY 2022 AMENDED
Capital Outlay			
Equipment Purchases	\$ 3,000	\$ 2,000	\$ 5,000
Furniture Purchases	2,000	10,926	12,926
Total Capital Outlay	\$ 5,000	\$ 12,926	\$ 17,926
TOTAL EXPENSES	\$ 1,038,742	\$ (0)	\$ 1,038,742
INCREASE IN NET ASSETS	\$ 1,437,450		\$ 1,768,667
NET ASSETS AT BEGINNING OF YEAR	6,604,236		6,604,236
NET ASSETS AT END OF YEAR	\$ 8,041,686		\$ 8,372,903
REQUIRED OPERATING RESERVE			
FY 2022 Adopted Budget - Expenditures	\$ 1,038,742		\$ 1,038,742
50% of the Current Year Operating Budget	519,371		519,371
Increase in Net Assets	\$ 1,437,450		\$ 1,768,667
Over (Under) Required Operating Reserves	918,079		1,249,296



NOTES TO MID-YEAR PROPOSED BUDGET AMENDMENT

Personnel Services

Salaries

- Reclassifies \$71,100 to Accounting and CFO Services for Dark Horse contract (January – September 2022)
- Reflects \$33,333 in Salaries line item for new Director of Development (\$100,000 per year position; start date June 1, 2022)
- Reflects one-time bonus pay-out to staff members, excluding Executive Director, of \$4,085 (5% of 6-month salary)

Taxes – Payroll

- Reflects payroll taxes for the new Director of Development – calculated at 8% of salary
- Includes increase of \$327 for taxes on one-time payout for staff members (8% of \$4,085)

Auto Allowance

- Increases budget for new Director of Development - \$500/mo beginning June 1, 2022

Insurance - Health

- Budget calculated and adjusted for monthly health insurance stipend of \$900 for four employees (12 months) and the new Director of Development (4 months – June 1, 2022 start date)

Phone Allowance

- Budget calculated and adjusted for the monthly phone allowance of \$50 for the Executive Director (12 months) and the new Director of Development (4 months – June 1, 2022 start date)

Retirement Plan Contributions

- Budget calculated and adjusted for the retirement plan contributions made at 12% of total salaries

Travel and Training

- Increases budget for training opportunities available to staff and relevant to their positions

Contractual Services

Accounting and CFO Services

- Reclassifies \$71,100 for CFO services from Salaries for Dark Horse CPAs contract (January – September 2022)
- Increases budget for additional accounting services provided by Dark Horse - \$12,000 (June – September 2022); \$36,000 annually

Audit Services

- Increases budget to \$50,000 for additional work needed for 2021 audit



NOTES TO MID-YEAR PROPOSED BUDGET AMENDMENT

Bookkeeping Services

- Budget calculated and adjusted for \$900/month for 12 months

Consulting Fees

- Reduces budget for \$60,000 allocation for staff / consultant included in original budget
- Increase budget for interpretation services to \$200
- Increase budget for web hosting to \$2,000
- Allocated \$111,874 to Fees for Professionals in anticipation of bond/financing related costs, brokerage fees and consultant related to sustainability and design project

Equipment and Facilities Rental

- Increase budget due to increased facility rentals for board retreat and Morgan's Wonderland.

Legal Fees

- Increases budget by \$6,000/month for additional legal services anticipated as a result of ongoing and upcoming projects

Commodities

No adjustments recommended

Insurance/Other Expenditures

Advertising

- Increases budget for anticipated costs related to ongoing and upcoming projects including sustainability and design committee work

Entertainment & Food

- Increases budget to \$3,000 for additional meetings/events

Insurance – Business Package

- Reduces budget for revised estimated expenses of \$15,271

Membership, Fees & Licenses

- Increases budget by \$1,280 for QuickBooks licenses (June – September 2022)
- Increases budget by \$444 for Gusto payroll services (June – September 2022)
- Increases budget for projected overage related to current licenses

Subscriptions & Dues

- Increases budget for projected overage estimated at \$1,288



NOTES TO MID-YEAR PROPOSED BUDGET AMENDMENT

Capital Outlay

Equipment Purchases

- Increases budget for estimated cost of replacement equipment and new equipment (Director of Acquisitions and Development)

Furniture Purchases

- Increases budget for estimated cost of replacing furniture in 2 existing offices and purchasing furniture for the new office of the Director of Acquisitions and Development

SAN ANTONIO HOUSING TRUST FOUNDATION, INC.

RESOLUTION F22-0525-06

A RESOLUTION APPROVING A MID-YEAR BUDGET AMENDMENT REVISION FOR THE SAN ANTONIO HOUSING TRUST FOUNDATION FOR THE FISCAL YEAR OCTOBER 1, 2021 THROUGH SEPTEMBER 30, 2022 FOR VARIOUS EXPENDITURES RELATED TO PROGRAMMING AND OPERATIONAL NEEDS.

WHEREAS, the prior San Antonio Housing Trust Foundation, Inc. (Housing Trust) Board of Directors adopted the Annual Operating Budget on September 23, 2021, for the FY 2022 beginning October 1, 2021 and ending September 30, 2022; and

WHEREAS, the Housing Trust's adopted budget included solely operational needs until the realignment of the Board to review and weigh in as part of the new 5-year strategic planning process and did not include programmatic priorities, goals and accomplishments; and

WHEREAS, after reviewing the needs of the Housing Trust operations, the Executive Director recommends a budget amendment to various budget categories to meet the needs of the organization now that the new Board of Directors is in place to consider operational and programmatic needs; and

WHEREAS, there are no increases or decreases in the budget, rather the recommendations are for adjustments to various budget categories as noted in Exhibit A; and

WHEREAS, the Finance and Audit Committee recommends approval of the recommended budget adjustment for Board consideration and approval; and

WHEREAS, the Housing Trust Board of Directors finds this budget adjustment in the public interest based on the realignment of the Board and for such stated purpose as warranted and necessary.

NOW THEREFORE, BE IT RESOLVED BY THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC. 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 Foundation, Inc. does hereby approve the mid-year budget amendment as recommended by the Executive Director for the Fiscal Year beginning October 1, 2021 and ending September 30, 2022, as indicated in Exhibit A for operational and programmatic needs.

Section 3. 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 4. 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.

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 May, 2022

SIGNED:

Councilwoman Adriana Garcia Rocha
President

ATTEST:

Jordan Ghawi, Secretary

San Antonio Housing Trust Foundation
Agenda Item 7

Discussion and possible action to approve a resolution authorizing mortgage forgiveness for six single-family loans owned by the San Antonio Housing Trust Foundation.

Summary:

Residents in our community are facing housing instability due to lingering effects from COVID pandemic, higher property taxes, and inflationary costs on everything from food to basic services. This is especially having an impact on our older adult populations who are almost solely on fixed incomes. The SA Housing Trust recognizes that we have been servicing 10 residential loans since the late 1990's to low-income residents, most of which who are now low-income retirees.

Both our Director of Operations and Board Member Toni Brumfield who has mortgage lending experience met with 8 of the 10 clients individually to both assess/document their financial standing as well as understand their hardships. The SA Housing Trust has not been equipped or staffed to provide case management services over the decades, however with the assistance from Nicole Collazo and Board Member Toni Brumfield they have recently helped our clients with resolve past due taxes and utilities to partially stabilize their situation.

The following six homeowners are mostly older adults on a fixed income ranging from 22% to 61% of AMI with a range of hardships.

Loan Number	Loan Balance	65 or above	Income Level	Household Size
1450	\$ 33,474.77	√	27%	9
1449	\$ 28,808.36	√	46%	2
1475	\$ 28,144.12	√	22%	1
1411	\$ 2,826.84	√	59%	1
1411	\$ 1,981.70	√	61%	1
1411	\$ 1,048.14	X	58%	2
	\$ 96,283.93			

After assessing and documenting the needs of 8 of the 10 clients, staff recommended to the Finance and Audit Committee that the Foundation proceed with providing loan forgiveness for 6 loans totaling approximately \$96k due to lingering effects from COVID pandemic, higher property taxes, and inflationary costs on everything from food to basic services. Staff will continue to review the 2 additional clients and will provide a recommendation at a later date.

Committee Recommendation:

Finance and Audit Committee agreed with staff recommendation and recommends to the Foundation Board authorizing a resolution to provide loan forgiveness for 6 loans totaling approximately \$96K.

Attachments:

Resolution

SAN ANTONIO HOUSING TRUST FOUNDATION, INC.

RESOLUTION NO. F22-0525-07

A RESOLUTION BY THE BOARD OF DIRECTORS AUTHORIZING THE LOAN FORGIVENESS OF MORTGAGE LIENS OWNED BY THE SAN ANTONIO HOUSING TRUST FOUNDATION OF SIX CERTAIN PROPERTIES FOR FIRST TIME HOMEBUYERS FOR MORTGAGES TAKEN AND ASSUMED BY THE SAN ANTONIO HOUSING TRUST FOUNDATION; ADDRESSING TAX ISSUES; AUTHORIZING SIGNATORIES AND EXECUTION OF OTHER DOCUMENTS AND INSTRUMENTS TO EFFECTUATE THE TRANSACTIONS; AND ADDRESSING RELATED MATTERS.

RECITALS

WHEREAS, in September 1995 the San Antonio Housing Trust Foundation (“Housing Trust”) administered an \$800,000, 0% Program Related Investment (PRII) for the CIO Foundation of Waco Texas and second lien loans were made to first time homebuyers for affordable homes in the Coliseum Oaks Development and the second lien notes were interest free- and repayment not to exceed 15 years and amounts not to exceed \$20,000 per family.

WHEREAS, in 1997-1998, the San Antonio Housing Trust committed to \$100,000 in second lien financing for first time home buyers to support the Affordable Parade of Homes for the Villas De Esperanza Subdivision (1997) and Pasadena Heights Subdivision (1998); and each homebuyer was eligible for a 30-year second mortgage of \$10,000 at 3.5% interest; and

WHEREAS, over the years, a few of Housing Trust Coliseum Oaks and Villas De Esperanza clients fell behind with their payments to their first lien mortgage and therefore the Housing Trust took over their first lien notes; and

WHEREAS, in 2005 the Housing Trust modified the liens to prevent foreclosure; and

WHEREAS, the Housing Trust is forgiving these liens completely and three homeowners maintain loans with private lenders which are still required to be paid by those homeowners; and

WHEREAS, the Housing Trust applied to the Texas Homeowner Assistance Fund Program to pay for past due taxes for those homeowners who maintain back taxes; and for those which do not receive approval, the Housing Trust recommends working with the homeowners to bring their past due taxes current before the Housing Trust lien is released; and

WHEREAS, the Housing Trust currently has three 1st lien clients who are all seniors and are retired and three 2nd lien notes pending to which the Housing Trust believes it is in the public interest to forgive such pending loans; and

WHEREAS, the Housing Trust has reviewed documentation and done a financing analysis for each of the six (6) recommended to proceed with loan forgiveness; and

WHEREAS, the Board of Directors hereby finds that it is in the best interests of the San Antonio Housing Trust Foundation, Inc. to provide for the forgiveness of the loans owned by the Housing Trust for the six (6) homeowners; and

WHEREAS, Executive Director may pursue and proceed with all necessary execution and instruments necessary to effectuate such loan forgiveness.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FOUNDATION, INC., THAT:

Section 1. The above Recitals are true and correct and are a material part of this Resolution and are incorporated herein for all purposes.

Section 2. The Board of Directors of the San Antonio Housing Trust Foundation, Inc., hereby authorizes the forgiveness of loans owned by the Housing Trust as noted in Exhibit A.

Section 3. The Board of Directors authorizes the Executive Director or his designee to act on behalf of the Housing Trust to sign, execute, and proceed with all necessary instruments to address back taxes and loan forgiveness and obtain all proper signatories for execution and completion of such transactions.

Section 4. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 5. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 6. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board of Directors hereby declares that this Resolution would have been enacted without such invalid provision.

Section 7. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, Texas Government Code, as amended.

Section 8. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

PASSED AND APPROVED this ____ day of _____, 2022.

SIGNED:

Councilwoman Adriana Garcia Rocha
President

ATTEST:

Jordan Ghawi, Secretary

EXHIBIT A

Record Unique Identifier 2	Record Type	Original Loan Amount	Original Origination Date	Loan End Date	Balance at report End Date
1449FD	1st Lien Residential - Escrow	\$50,293.77	8/1/2009	11/1/2030	\$32,356.59
1450FD	1st Lien Residential - Escrow	\$32,870.22	2/28/2007	6/1/2037	\$35,029.78
1475FD	1st Lien Residential - Escrow	\$22,213.97	4/20/2018	8/20/2037	\$27,880.22
1411FD	2nd Lien Residential	\$10,000.00	1/8/1998	2/1/2028	\$2,795.17
1411FD2	2nd Lien Residential	\$10,000.00	4/17/1997	2/1/2027	\$1,946.05
1411FD3	2nd Lien Residential	\$10,000.00	3/3/1997	12/15/2024	\$1,018.73

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

Discussion and possible action regarding scheduling regularly monthly meetings.

Summary:

At the board retreat, the board informally decided at that time via an informal poll to host regularly scheduled meetings. Due to quorum issues, we have not been able to keep the same time, date, and location for each regular meeting.

Earlier this month, we sent a new poll with approximately 200 options from 8:00am to 7:30pm for the 1st through 4th Monday, Tuesday, Wednesday, Thursday, and Friday of each month. Note, 10 of the 12 Board Members responded to the Poll and there was no consensus among the 10 respondents.

The following days and times were the results of that poll:

Votes	Day/Time
5	3rd Friday: 2:00 PM- 4:00 PM
4	4th Friday: 1:00 PM- 3:00 PM
4	4th Wednesday: 4:30 PM- 6:30 PM
4	4th Wednesday: 5:00 PM- 7:00 PM
4	4th Wednesday: 5:30 PM- 7:30 PM
4	4th Thursday: 2:00 PM- 4:00 PM

*There were 35 options with 3 votes

Recommendation

Review the short list and recanvass the board based on the above 6 shortlisted options.