



SAN ANTONIO HOUSING DEVELOPMENT
CORPORATION MEETING
JUNE 7, 2023



VIRTUAL
Number: (346) 248-7799
Meeting ID: 93839434337#
Passcode: 654170#

IN PERSON
818 S. Flores St.
San Antonio, TX 78204

BOARD OF DIRECTORS

- | | | | | | | |
|-------------------------------|-----------------------------|------------------------------|-----------------------------|------------------------------|---------------------------|---------------------------|
| Dr. Ana "Cha" Guzmán
Chair | Gabriel Lopez
Vice Chair | Gilbert Casillas
Director | Dalia Contreras
Director | Loren D. Dantzer
Director | Olga Kauffman
Director | Ignacio Perez
Director |
|-------------------------------|-----------------------------|------------------------------|-----------------------------|------------------------------|---------------------------|---------------------------|

PRESIDENT & CEO

Ed Hinojosa, Jr.

SAN ANTONIO HOUSING DEVELOPMENT CORPORATION MEETING

1:00 p.m. | Wednesday | June 7, 2023

At least four Directors will be physically present at this location, and up to three other Directors may attend by videoconferencing, as permitted by Tex. Gov't Code Section 551.127, and the Presiding Officer will also be present at this location.

MEETING CALLED TO ORDER

- The Board of Directors or its Committee may hold a closed meeting pursuant to Texas Government Code § 551.071-076 for consultation concerning attorney-client matters, real estate, litigation, personnel, and security matters. The Board or Committee reserves the right to enter into closed meeting at any time during the course of the meeting.

PUBLIC COMMENT

- Public Comment** - Citizens are provided up to three minutes each to speak to any agenda items. Citizens wishing to speak to items posted on the agenda should access Phone Number: **(346) 248-7799** and enter Meeting ID: **93839434337#** and Passcode: **654170#**, prior to 12:45 p.m. A Spanish/English translator will be available to citizens needing translation.

Now is the time for public comments. The Board asks the public to address concerns related to Opportunity Home matters and policy and not include statements that may be considered defamatory of any individual. The Board encourages members of the public to direct specific concerns or problems to Opportunity Home staff for more prompt resolution. The Board will not discuss the comments of speakers or respond to speakers during the public comment portion of the agenda.

MINUTES

- Minutes
 - Approval of the April 3, 2023, San Antonio Housing Development Corporation meeting minutes

CONSENT ITEM

- Consideration and approval regarding Resolution 23DEV-05-17, authorizing (i) admission of SAHDC or an affiliate thereof as the special limited partner and investor limited partner of Midcrowne Senior Pavilion LP (the "Partnership"); (ii) execution of all documentation in connection with SAHDC's admission into the Partnership and the refinance of an existing loan of the Partnership; (iii) and, other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer)

- Adjournment

Posted on June 2, 2023 01:00 PM

*Note: Whenever the Texas Open Meetings Act (Section 551.001 et seq. of the Texas Government Code) provides for a closed meeting in matters concerning legal advice, real estate, contracts, personnel matters, or security issues, the Board may find a closed meeting to be necessary. For convenience of the citizens interested in an item preceded by an asterisk, notice is given that a closed meeting is contemplated. However, the Board reserves the right to go into a closed meeting on any other item, whether it has an asterisk, when the Board determines there is a need and a closed meeting is permitted.

“Pursuant to § 30.06, Penal Code, (trespass by holder license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun.”

“Pursuant to § 30.07, Penal Code, (trespass by holder license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly.”



MINUTES OF SAN ANTONIO HOUSING DEVELOPMENT CORPORATION MEETING

I. Call to Order:

Chair Guzman called the San Antonio Housing Development Corporation Meeting to order at 1:30 PM CDT on April 3, 2023. The meeting was held at the Opportunity Home Central Office located at 818 S. Flores St. San Antonio, TX 78204.

Directors Present:

Chair Dr. Ana “Cha” Guzman, Vice Chair Gabriel Lopez, Gilbert Casillas, Dalia Contreras, Loren D. Dantzler, Olga Kauffman, and Ignacio Perez.

Adviser Present:

Valerie Carillo, General Counsel.

Guests Present:

President and CEO Ed Hinojosa, Jr. and Brandee Perez, Chief Operating Officer.

Vicky Cavazos Jones, Interpreter, BCC Languages LLC.

Directors Absent:

None.

Quorum:

A quorum was established with seven (7) voting members present.

I. Public Comment

Citizens are provided three minutes each to speak to any agenda item. There were no individuals who spoke during the meeting.

II. Minutes

Vice-Chair Lopez moved to approve the March 1, 2023, San Antonio Housing Development Corporation Meeting minutes. Director Kauffman seconded the motion. The motion carried with seven (7) in favor and none against by a voice vote.

Consent Item

III. Resolution 23DEV-03-15

Consideration and approval regarding Resolution 23DEV-03-15, authorizing the payoff of loans up to \$733,000 plus related transaction costs, using MTW funds, for the Bella Claire and Homestead communities (Brandee Perez, Chief Operating Officer)

Main Motion Regarding Resolution 23DEV-03-15

Moved by Vice-Chair Lopez. Seconded by Director Perez. The motion carried with seven (7) in favor and none against by a voice vote.

IV. Adjournment



A COMMUNITY OF POSSIBILITIES

The meeting adjourned at 1:31 PM CDT.

ATTEST:

Ana M. "Cha" Guzman
Chair, Board of Directors

Date

Ed Hinojosa, Jr.
Secretary/Treasurer

Date

**BOARD OF DIRECTORS
San Antonio Housing Development Corporation Meeting**

RESOLUTION 23DEV-05-17, AUTHORIZING (I) ADMISSION OF SAHDC OR AN AFFILIATE THEREOF AS THE SPECIAL LIMITED PARTNER AND INVESTOR LIMITED PARTNER OF MIDCROWNE SENIOR PAVILION LP (THE “PARTNERSHIP”); (II) EXECUTION OF ALL DOCUMENTATION IN CONNECTION WITH SAHDC’S ADMISSION INTO THE PARTNERSHIP AND THE REFINANCE OF AN EXISTING LOAN OF THE PARTNERSHIP; (III) AND, OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Ed Hinojosa Jr

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Ed Hinojosa, Jr.
President and CEO

DocuSigned by:
Tim Alcott

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Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 23DEV-05-17, authorizing (i) admission of SAHDC or an affiliate thereof as the special limited partner and investor limited partner of Midcrowne Senior Pavilion LP (the “Partnership”); (ii) execution of all documentation in connection with SAHDC’s admission into the Partnership and the refinance of an existing loan of the Partnership; (iii) and, other matters in connection therewith.

SUMMARY:

Midcrown Senior Pavilion was developed with Alden Torch Financial as a 4% Tax Credit transaction. The development has exhausted the tax credit benefit and is now beyond the 15-year tax credit compliance period. Opportunity Home has been in discussions with Alden Torch about acquiring its ownership interests in the partnership now serving as the tenant of the property. Opportunity Home has a 12-month purchase option on Midcrown Pavilion, which is effective at the end of the initial 15-year tax credit compliance period, which occurred on December 31, 2022. These resolutions authorize required actions to complete the acquisition and refinance the existing debt on the property to achieve cost savings.

STRATEGIC OUTCOMES:

Opportunity Home residents have a sufficient supply of affordable housing options.
Opportunity Home residents live in quality affordable housing.

ATTACHMENTS:

Resolution 23DEV-05-17
Presentation

CERTIFICATE FOR RESOLUTION
RESOLUTION 23DEV-05-17

The undersigned officer of the San Antonio Housing Development Corporation, a Texas nonprofit public facility corporation created pursuant to the laws of the State of Texas (“SAHDC”) hereby certifies as follows:

1. In accordance with the bylaws of SAHDC, the Board of Directors of SAHDC (the “Board”) held a meeting on June 7, 2023 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

RESOLUTION 23DEV-05-17, AUTHORIZING (I) ADMISSION OF SAHDC OR AN AFFILIATE THEREOF AS THE SPECIAL LIMITED PARTNER AND INVESTOR LIMITED PARTNER OF MIDCROWN SENIOR PAVILION LP (THE “PARTNERSHIP”); (II) EXECUTION OF ALL DOCUMENTATION IN CONNECTION WITH SAHDC’S ADMISSION INTO THE PARTNERSHIP AND THE REFINANCE OF AN EXISTING LOAN OF THE PARTNERSHIP; (III) AND, OTHER MATTERS IN CONNECTION THEREWITH

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of the Issuer.

SIGNED this 7th day of June 2023.

Ed Hinojosa, Jr.
Secretary/Treasurer

**San Antonio Housing Development Corporation
Resolution 23DEV-05-17**

RESOLUTION 23DEV-05-17, AUTHORIZING (I) ADMISSION OF SAHDC OR AN AFFILIATE THEREOF AS THE SPECIAL LIMITED PARTNER AND INVESTOR LIMITED PARTNER OF MIDCROWNE SENIOR PAVILION LP (THE “PARTNERSHIP”); (II) EXECUTION OF ALL DOCUMENTATION IN CONNECTION WITH SAHDC’S ADMISSION INTO THE PARTNERSHIP AND THE REFINANCE OF AN EXISTING LOAN OF THE PARTNERSHIP; (III) AND, OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Opportunity Home San Antonio of the City of San Antonio, Texas (“Opportunity Home”), has, pursuant to the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Facility Corporation, a nonstock, nonprofit public facility corporation (“SAHFC”); and

WHEREAS, on March 1, 2023, Opportunity Home approved Resolution 6326 authorizing the refinance of existing debt (the “Refinancing Project”) and secured by a lien on a 196-unit multifamily housing facility located at 5414 Midcrown Drive, San Antonio, Texas, known as Midcrown Senior Pavilion Apartments (the “Project”) and acquisition of partnership interests in the Project; and

WHEREAS, on March 1, 2023, San Antonio Housing Development Corporation (“SAHDC”) approved Resolution 23DEV-02-02 authorizing SAHDC to enter into and acquire interests in the Partnership, and to participate in the Refinancing Project; and

WHEREAS, in furtherance of the Refinancing Project, SAHFC proposes to enter into a Loan Agreement between the Partnership and/or SAHFC and Frost Bank (“Frost”) dated on or before June 30, 2023, for a tax-exempt loan in an amount not to exceed \$6,000,000, plus closing costs, as evidenced by a Promissory Note (the “Promissory Note”) in the original principal amount not to exceed \$6,000,000, plus closing costs, payable to the Bank, and secured by a Deed of Trust, Security Agreement – Financing Statement, and various closing documents, such as a Replacement Reserve and Security Agreement, Arbitration and Notice of Final Agreement and a Private Placement Letter (collectively, the “Loan Documents”); and

WHEREAS, the Promissory Note may be issued in a fixed rate or variable rate format and sold to Frost upon the terms and conditions outlined in the term sheet submitted by Frost; and

WHEREAS, in the event a variable rate Promissory Note is executed, it will be swapped to a fixed rate pursuant to an ISDA Master Agreement and other associated documents entered into with Frost (the “Swap Documents”); and

WHEREAS, Frost is requiring the Board of Directors of SAHFC (the “Board”) to specifically approve the Loan Documents and, if necessary, the Swap Documents and requiring the Board to hire a financial advisor regarding the Swap; and

WHEREAS, if necessary, the Board will select Hilltop Securities (“Hilltop”) as its financial advisor for the Swap based upon its prior relationship with Hilltop; and

WHEREAS, SAHFC is authorized to borrow proceeds received pursuant to the Promissory Note, SAHFC is authorized to issue the Promissory Note, and Opportunity Home has approved the issuance of the Promissory Note in accordance with the Act; and

WHEREAS, the Board hereby authorizes SAHDC to (i) enter into and acquire interests in the Partnership; (ii) execute all documentation in connection with SAHDC's admission into the Partnership and the Refinancing Project; and (iii) take all other action necessary in furtherance thereof.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the San Antonio Housing Development Corporation hereby:

Section 1. The admission of SAHDC or a newly created affiliate thereof as a Special Limited Partner and Investor Limited Partner of the Partnership ("Limited Partner") is hereby approved and the President, any Vice President, the Secretary/Treasurer, and any Assistant Secretary/Treasurer, or any of them, are hereby authorized to execute the documents required to be executed by SAHDC in order to effect such admission.

Section 2. The terms of the Loan Documents are hereby authorized and approved, when such documents are approved by the officer designated as the signatory on such document(s).

Section 3. The President, any Vice President, the Secretary/Treasurer, and each Assistant Secretary/Treasurer, or any of them, are authorized and directed to execute (to the extent required to be executed or acknowledged by SAHFC) and deliver (or to accept, as the case may be) the Loan Documents, the Swap Documents (if any), and all other documents and certificates relating to the Refinancing Project and the admission of the Limited Partner into the Partnership. Approval of the terms of each such instrument by such officers shall be conclusively evidenced by the execution and delivery of such documents.

Section 4. The President, any Vice President, the Secretary/Treasurer, and the Assistant Secretary/Treasurer, or any of them, and, if required by the form of the document, the Secretary/Treasurer and any Assistant Secretary/Treasurer, or any of them, of the Limited Partner are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Limited Partner, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary/Treasurer, any Assistant Secretary/Treasurer or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHDC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 5. All action and resolutions, not inconsistent with provisions of this Resolution heretofore taken by this Board and the officers of SAHDC directed toward the admission of Limited Partner into the Partnership and the Refinancing Project shall be and the same hereby is extended, ratified, approved, and confirmed. The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the

transactions described in or contemplated by the instruments approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 6. The Board has expressly determined and hereby confirms that its admission into the Partnership and participation in the Refinancing Project will promote the public purposes in the Act and will accomplish a valid public purpose of the Authority by assisting persons of low and moderate income in the City to obtain decent, safe, and sanitary housing at affordable prices, thereby helping to relieve unemployment, to preserve and increase the tax base of the City, and to reduce public expenditures for crime prevention and control, public health, welfare, and safety and for other valid public purposes.

Section 7. The Promissory Note and the interest thereon shall be limited obligations of SAHFC payable solely from the revenues, funds, and assets pledged under the Loan Documents to secure payment of the Promissory Note, and under no circumstances shall the Promissory Note be payable from any other revenues, funds, assets, or income of SAHFC.

Section 8. The Promissory Note shall not constitute an indebtedness, liability, general, special, or moral obligation or a pledge or loan of the faith or credit or taxing power, within the meaning of any constitutional or statutory provision whatsoever, of the United States of America or any agency or instrumentality thereof, the State of Texas, the City, or any other political subdivision or governmental unit.

Section 9. This Resolution shall be and remain irrevocable until the Promissory Note and interest thereon shall have been fully paid or provision for payment shall have been made pursuant to the Loan Documents.

Section 10. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of SAHFC authorized or established by this Resolution or the Promissory Note is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of SAHFC to the fullest extent permitted by law.

Section 11. The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

Passed and approved the 7th day of June 2023.

Ana M. "Cha" Guzman
Chair, Board of Directors

Attested and approved as to form:

Ed Hinojosa, Jr.
Secretary/Treasurer

Midcrown Senior Pavilion

Timothy E. Alcott | Chief Legal and Real Estate Officer



MIDCROWN PAVILION



MIDCROWN PAVILION
5415 Midcrown Dr. | San Antonio, TX 78218

Midcrown Senior Pavilion

Overview

A 196-unit multifamily housing facility located at 5414 Midcrown Dr., San Antonio, Texas.

- 157 Tax credit only units at 60% AMI or below
- 39 Public housing units
- Midcrown Senior Pavilion was developed with Alden Torch Financial as a 4% Tax Credit transaction.
- The development is now beyond the 15-year tax credit compliance period.
- These resolutions authorize required actions to complete the acquisition and refinance the existing debt on the property to achieve cost savings.

Midcrown Senior Pavilion

Refinance Details

- Refinance existing debt \$5,900,000
- Promissory Note with Frost Bank not to Exceed \$6,000,000 used to refinance loan with Dwight Capital, LLC
- Move forward with Purchase Sale Agreement to buyout the Special Limited and Investor Limited Partner interest \$350,000
- Change in Property Management from Capstone to San Antonio Housing Facility Corporation
- To buy down the debt, which may be MTW Funds, not to exceed \$1,000,000 plus related transaction costs